

SMEL/SE/2023-24/1

April 5, 2023

<p>The Secretary, Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001 Maharashtra, India Scrip Code: 543299</p>	<p>The Manager - Listing Department National Stock Exchange of India Limited "Exchange Plaza", 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 Maharashtra, India Symbol: SHYAMMETL</p>
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Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (LODR) Regulations 2015, we enclose herewith a copy of Postal Ballot Notice ("**Notice**") seeking the approval of members of the Company in respect of the following Special Resolution, only by way of remote electronic voting ("e-voting").

1.	Appointment of Mr. Nand Gopal Khaitan (DIN: 00020588) As Independent Non-Executive Director of the Company for a term of 5 (Five) Years w.e.f. 14th February, 2023 till 13th February, 2028
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In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on Friday, March 31, 2023. The Company has also made arrangements for those members who have not yet registered their email address to get the same registered by following the procedure prescribed in the Notice.

The Company has engaged the services of National Securities Depositories Limited ("**NSDL**") to provide e-voting facility to its members. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, March 31, 2023 ("**Cut-off date**"). The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, April 6, 2023 and ends at 5.00 p.m. (IST) on Friday, May 5, 2023.

This Postal Ballot Notice will also be available on the Company's website at www.shyammetalics.com and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and records.
 Thanking you,
 Yours faithfully,

For Shyam Metalics And Energy Ltd.

BIRENDRA KUMAR JAIN
 Digitally signed by BIRENDRA KUMAR JAIN
 Date: 2023.04.05 16:12:15 +05'30'

Birendra Kumar Jain
Company Secretary
Encl: Postal Ballot Notice



SHYAM METALICS AND ENERGY LIMITED

REG. OFFICE: Trinity Tower, 7th Floor, 83, Topsia Road, Kolkata - 700 046, West Bengal, CIN: L40101WB2002PLC095491 GSTIN: 19AAHCS5842A2ZD

SALES & MARKETING OFFICE: Viswakarma Building, North West Block, 1st, 2nd & 3rd Floor, 86C, Topsia Road, Kolkata - 700 046

T: +91 33 4016 4001 F: +91 33 4016 4025 Email: contact@shyamgroup.com Web: www.shyammetalics.com Follow us on:



SHYAM METALICS AND ENERGY LIMITED

CIN: L40101WB2002PLC095491

Regd. Off: Trinity Tower, 83 Topsia Road, 7th Floor, Kolkata - 700 046

Phone: 033-4016 4001, **Fax:** 033-4016 4025

Website: www.shyammetals.com, **E-mail:** compliance@shyamgroup.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 20/2020 dated May 5, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, the General Circular No.3/2022 dated May 5, 2022 and the General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and pursuant to other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), that the resolution as set out in this Notice is proposed for approval of the shareholders of the Company through Postal Ballot ("**Postal Ballot**") by way of voting through electronic means ("**e-voting**").

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act read with Regulation 36 of Listing Regulations and Secretarial Standards on General Meeting ("**SS-2**") is attached.

The Board of Directors of the Company, at its meeting held on 14th February, 2023, appointed Mr. Raj Kumar Banthia (ACS- 17190), partner of M/s. MKB & Associates, Practicing Company Secretaries, as the Scrutinizer ("**Scrutinizer**") for conducting the postal ballot process through the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the provisions of the relevant MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes to this postal ballot notice ("**Postal Ballot Notice**") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process which commences at 9.00 a.m (IST) on Thursday, 6 April, 2023 and ends at 5.00 p.m (IST) on Friday, 5 May, 2023, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for facilitating e-voting. The Company has made necessary arrangements with KFin Technologies Limited, Registrar and Share Transfer Agent ("**RTA**" or "**KFin**") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address with the Depositories/Company are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The Scrutinizer will submit his report to the to the Chairman or to any other person authorized by the Chairman after completion of scrutiny of the e-voting. The results shall be declared within 2 (two) working days of conclusion of e-voting and shall be communicated to BSE Limited ("BSE"), and National Stock Exchange of India Limited ("NSE"), National Securities Depository Limited ("NSDL"), KFin Technologies Ltd, Registrar and Share Transfer Agent and will be displayed on the Company's website at www.shyammetals.com. The Company will also display the results of the Postal Ballot at its Registered Office.

The last date of e-voting, i.e. 5 May, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority

RESOLUTION 1: APPOINTMENT OF MR. NAND GOPAL KHAITAN (DIN: 00020588) AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS W.E.F 14TH FEBRUARY, 2023 TILL 13TH FEBRUARY, 2028

*To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made thereunder to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Nand Gopal Khaitan (DIN: 00020588), who was appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from February 14, 2023 to February 13, 2028."

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question, difficulty or doubt that may arise in this regard."

By order of the Board
For **Shyam Metals and Energy Limited**

Sd/-
Birendra Kumar Jain
Company Secretary & Compliance Officer
ACS 8305

Place: Kolkata

Date: 14.02.2023

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Regulation 36 of Listing Regulations and SS-2 stating all material facts and the reasons for the proposals set out in resolution is annexed herewith and forms a part of the Notice.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, 31st March, 2023 (“Cut-Off Date”)** received from Depositories and whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.shyammetals.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the e-voting website of KFin Technologies Limited at <https://evoting.kfintech.com/>. The Postal Ballot Notice shall also be available on the website of the National Securities Depository Limited, www.evoting.nsdl.com. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, KFin Technologies Ltd, Selenium Building, Tower – B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500 032 at einward.ris@kfintech.com.
4. Members may note that pursuant to the MCA Circulars, the Company has additionally enabled a process for the limited purpose of receiving shareholder communications and the Members (holding physical shares) may update their email address by intimating the RTA at einward.ris@kfintech.com or the Company to compliance@shyamgroup.com.
5. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 31st March, 2023** will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut- Off Date.
8. In compliance with the provisions of Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL, www.evoting.nsdl.com. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on **Friday, 5th May, 2023** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The e-voting period commences at 9:00 a.m. (IST) on **Thursday, 6th April, 2023** and ends at 5:00 p.m. (IST) on **Friday, 5th May, 2023**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
11. The Board of the Company has appointed Mr. Raj Kumar Banthia (ACS- 17190), partner of M/s. MKB & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.

12. Upon completion of scrutiny of the votes, the Scrutinizer will submit his final report to the Chairman of the Company or any other person authorized by the Chairman as soon as possible after the last date of e-voting but not later than 2 (two) working days from the conclusion of e-voting. The Results of the E-voting/Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company, i.e. www.shyammetalics.com, besides being communicated to the Stock Exchanges, NSDL and RTA.
13. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Friday, 5th May, 2023** i.e., the last date specified for receipt of votes through the e-voting process. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
14. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to **compliance@shyamgroup.com** mentioning their names, folio numbers, DP ID and Client ID.
15. In accordance with the MCA Circulars, the Members are requested to take note of the following:
Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with RTA, by following the procedure given below:
- Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - Select the company name: Shyam Metalics And Energy Limited
 - Enter DP ID & client ID (in case shares are held in electronic form)/physical folio no. (in case shares are held in physical form) and Permanent Account Number ("PAN")
 - In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the share certificate numbers in respect of the shares held by you.
 - Enter the email address and mobile number.
 - System will check the authenticity of the DP ID & client ID/physical folio no. and PAN/ share certificate number, as the case may be and send the one-time password ("OTP") to the said mobile number and email address for validation.
 - Enter the OTP received by SMS and email to complete the validation process. (Please note that the OTP will be valid for 5 minutes only).
 - In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
 - System will confirm the email address for the limited purpose of serving this Postal Ballot Notice and the e-voting instructions along with the user ID and password
- Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.
- In case of any queries, in this regard, Members are requested to write to **einward.ris@kfintech.com** or contact RTA at toll free number: **1800-309-4001**.
16. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at einward.ris@kfintech.com.

General information and instructions relating to e-voting





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp. Upon successful registration, please follow above point no. 1.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 and 022 -2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to raj@manoibanthia.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@shyamgroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Compliance@shyamgroup.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board
For **Shyam Metals and Energy Limited**

Sd/-
Birendra Kumar Jain
Company Secretary & Compliance Officer
ACS 8305

Place: Kolkata

Date: 14.02.2023

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014

RESOLUTION 1:

Based on the recommendation of Nomination and Remuneration Committee and considering the skills, experience and expertise possessed by Mr. Nand Gopal Khaitan (DIN: 00020588), the Board of Directors at its meeting held on February 14, 2023 appointed Mr. Khaitan as an Additional Director of the Company under the category of Independent Director for a term of 5 (Five) consecutive years with effect from February 14, 2023 till February 13, 2028 subject to the approval of the shareholders through special resolution and whose office shall not be liable to retire by rotation.

The Company has received from Mr. Khaitan (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Khaitan has also confirmed that he has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority. Further, Mr. Khaitan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Nand Gopal Khaitan to be appointed as an Independent Director of the Company as per the provisions of the Act.

Further, Mr. Nand Gopal Khaitan is currently 72 (Seventy Two) years of age and during his tenure for a period of 5 years from 14th February, 2023, for a term upto 13th February, 2028, he will be attaining the age of 75 years. As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on May 09, 2018, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect.

In the opinion of the Board, Mr. Khaitan is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations and is independent of the management of the Company. Keeping in view, the vast experience and knowledge, the Board considered that the association of Mr. Nand Gopal Khaitan would be of immense benefit to the Company even though he will cross the age of 75 years during the tenure of his directorship and it is desirable to avail services of Mr. Nand Gopal Khaitan, as an Independent Director in the best interest of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Nand Gopal Khaitan, as Independent Director, as a Special Resolution for approval of the Members.

Brief profile of Mr. Nand Gopal Khaitan

Mr. Nand Gopal Khaitan is an Attorney-At-Law, Advocate and Notary Public, practicing in the Hon'ble High Court and the Hon'ble Supreme Court of India. Mr. Khaitan is a Senior Partner of Khaitan & Co, one of the oldest (founded as early as 1911) and largest full service law firms in India having its offices in Kolkata, Mumbai, New Delhi and Bangalore. The Firm comprises of 1300 plus lawyers.

Mr. Khaitan passed his Attorneyship Examination from the Calcutta High Court in the year 1974 and stood first in the Preliminary, Intermediate and Final Examinations and was awarded Bell Chamber's Gold Medal by the Incorporated Law Society, High Court, Calcutta. He is a Notary Public appointed by the Government of India. He is a member of Incorporated Law Society of Kolkata and Bar Council of West Bengal.

Mr. Khaitan is the President of Indian Council of Arbitration, New Delhi. He is also a Committee Member of FICCI, New Delhi. He is also President of Bharat Chamber of Commerce, a leading Trade Industry Association in Eastern India. He is an Executive Committee Member of Mahadevi Birla World Academy. He was immediate past President of The Agri-Horticultural Society of India. He was the President of the Calcutta Swimming Club and Bengal Rowing Club, two leading Clubs in Kolkata.

Additional information in respect of Mr. Nand Gopal Khaitan pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Companies Act, 2013 and Secretarial Standard on General Meetings ("SS-2") is annexed to this notice.

Copy of the letter of appointment setting out the terms and conditions of appointment shall be available for inspection by the Members at the website of the Company: www.shyammetalics.com.

Mr. Nand Gopal Khaitan shall be paid remuneration only by way of fee for attending meetings of the Board or Committees thereof, reimbursement of actual expenses incurred for attending such meetings as per the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Nand Gopal Khaitan, being the appointee, are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

The Board believes that continued association of Mr. Nand Gopal Khaitan would be immensely beneficial to the Company and hence recommends this resolution for approval of the members as set forth in the item No. 1 of the Notice.

By order of the Board
For **Shyam Metalics and Energy Limited**

Sd/-

Birendra Kumar Jain

Company Secretary & Compliance Officer

ACS 8305

Place: Kolkata

Date: 14.02.2023

Details of Directors seeking appointment

Pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India:

Name	Mr. Nand Gopal Khaitan
Present Appointment in the capacity of	Independent Non-Executive Director
Director Identification Number	00020588
Date of Birth	21.05.1951
Nationality	Indian
Experience in specific functional area / brief resume	Mr. Khaitan has vast experience in Legal profession and also expertise in Board Procedure, and Corporate Governance.
Relationship with other Directors and Key Managerial Personnel.	None
Qualification	Attorney-At-Law, Advocate & Notary Public & Graduate
Date of first Appointment on the Board	14.02.2023 as an Additional Director designated as Independent Director
Terms and Conditions of Appointment / Re-appointment	Appointed as an Independent Director for a term of 5(five) consecutive years w.e.f. 14 th February, 2023
Remuneration last drawn	Not applicable
Details of remuneration sought to be paid	Sitting fee(s) for attending meetings of the Board or Committees thereof, reimbursement of actual expenses incurred for attending such meetings
Directorship held in other Listed Companies	<ol style="list-style-type: none"> 1. Mangalam Cement Limited 2. Reliance Chemotex Industries Limited 3. India Power Corporation Limited 4. AGI Greenpac Limited 5. JK Lakshmi Cement Limited 6. Hindware Home Innovation Limited
Name of committee in which the person holds the chairmanship/membership	<ol style="list-style-type: none"> 1. JK Lakshmi Cement Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee – Chairman - Audit Committee – Chairman - Stakeholder Relationship Committee – Member - Committee of Directors – Member 2. AGI Greenpac Limited <ul style="list-style-type: none"> - Audit Committee – Member - Stakeholder Relationship Committee – Chairman - Nomination and Remuneration Committee – Chairman - Risk Management Committee - Member 3. Reliance Chemotex Industries Limited <ul style="list-style-type: none"> - Audit Committee – Member 4. Mangalam Cement Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee – Chairman - Investment Committee – Chairman

	<ul style="list-style-type: none"> - Audit Committee – Chairman - Internal Complaint Committee – Member - Risk Management Committee – Member <p>5. India Power Corporation Limited</p> <ul style="list-style-type: none"> - Nomination and Remuneration Committee – Chairman - Audit Committee – Member <p>6. Hindware Home Innovation Limited</p> <ul style="list-style-type: none"> - Audit Committee – Member - Nomination and Remuneration Committee – Member - Stakeholders Relationship Committee – Member - Corporate Social Responsibility Committee – Member
Listed entities from which the Director has resigned in the past three years	NIL
Shareholding in the Company.	NIL
Number of meetings of the Board attended during the year (FY 2022-2023)	1 (One)