

SMEL/SE/2025-26/21

June 03, 2025

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Maharashtra, India
Scrip Code: 543299

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

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 are enclosing herewith a copy of Postal Ballot Notice ("Notice") seeking the approval of members of the Company in respect of the following Ordinary Resolutions, only by way of remote electronic voting ("e-voting").

1. **Appointment of Mr. Brij Bhushan Agarwal (Din: 01125056) as the Executive Chairman of the Company and his consequent Re-Designation as Chairman & Managing Director of the Company**

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 the Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on **Friday, May 30, 2025 ("Cut-off date")**. 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.

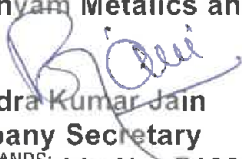
The Company has engaged the services of National Securities Depositories Limited ("NSDL") to provide e-voting facility to its members. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on **Friday, May 30, 2025 ("Cut-off date")**. The remote e-voting facility will be available from **9.00 a.m. (IST) on Thursday, June 5, 2025 till 5.00 p.m. (IST) on Friday, July 4, 2025**.

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.

Yours faithfully,





For Shyam Metalics and Energy Ltd.


Birendra Kumar Jain
Company Secretary
(Membership No. F13320)



SHYAM METALICS AND ENERGY LIMITED

REG. OFFICE: Trinity Tower, 7th Floor, 83, Topsia Road, Kolkata - 700 046, West Bengal, CIN: L40101WB2002PLC095491 GSTIN: 19AAHCS5842A2ZD
P-19, (Plate No.: D-403), Taratala Road, CPT Colony, Kolkata, West Bengal - 700088

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

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SHYAM METALICS AND ENERGY LIMITED

CIN: L40101WB2002PLC095491

Regd. Off: P-19, (Plate No. D-403) CPT Colony, Taratala Road, Kolkata - 700 088

Phone: 033-6521 6521

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

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 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 Section 110 read with Section 108 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent Circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), that the resolution seeking approval for Appointment of Mr. Brij Bhushan Agarwal (Din: 01125056) as the Executive Chairman of the Company and his consequent Re-designation as Chairman & Managing Director of the Company, is proposed to be passed as the Ordinary Resolution by the Shareholders of Shyam Metalics and Energy Limited ("Company") through Postal Ballot by voting through electronic means ("remote e-voting") only:

The Explanatory Statement pursuant to Section 102 read with section 110 and other applicable provisions, if any, of the Act, Regulation 36 of Listing Regulations and "SS-2" pertaining to the said resolutions setting out the material facts and reasons / rationale thereof, form part of this and appended to this Postal Ballot Notice ("**Postal Ballot Notice**")

The Board of Directors of the Company, at its meeting held on 9th May, 2025, 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 through the process of remote e-voting in a fair and transparent manner.

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 and cast their vote electronically.

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 e-voting facility will be available during the following period:

Commencement of remote e-voting period	9.00 a.m. (IST) on Thursday, 5th June, 2025
Closure of remote e-voting period	5.00 p.m. (IST) on Friday, 4th July, 2025
Cut-off date for eligibility to vote	Friday, 30th May, 2025

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Friday, 4th July, 2025 and will be disallowed thereafter.

The Scrutinizer will submit his report 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 from the 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.shyammetalics.com. The Company will also display the results of the Postal Ballot at its Registered Office.

The last date of e-voting, i.e. **Friday, 04th July, 2025**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

ITEM NO. 1: APPOINTMENT OF MR. BRIJ BHUSHAN AGARWAL (DIN: 01125056) AS THE EXECUTIVE CHAIRMAN OF THE COMPANY AND HIS CONSEQUENT RE-DESIGNATION AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) ["the Act"], applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"] and all the applicable guidelines issued by the Central Government from time to time, if any, the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the elevation and appointment of Mr. Brij Bhushan Agarwal (DIN: 01125056) , who is currently serving as Vice-Chairman & Managing Director of the Company, as the Executive Chairman & Managing Director of the Company with effect from 10th May 2025 and his consequent re-designation as the Chairman & Managing Director of the Company, not liable to retire by rotation, without any change in the existing terms and conditions of his appointment including remuneration for the remaining period of his current tenure as approved by the members on 5th July, 2024 by means of Postal Ballot and as set out in the Explanatory Statement annexed to the Notice and agreement dated 8th July, 2024 entered into between the Company and Mr. Brij Bhushan Agarwal."

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board), be and is hereby authorized to alter, modify or revise from time to time, the said terms and conditions of appointment / re-appointment and remuneration of Mr. Brij Bhushan Agarwal in such manner as may be considered appropriate and in the best interest of the Company on the terms and conditions set out in the Explanatory Statement."

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient in connection therewith or incidental thereto, for the purpose of giving effect to the foregoing resolution.”

By order of the Board
For **Shyam Metalics and Energy Limited**
Sd/-
Birendra Kumar Jain
Company Secretary & Compliance Officer
Membership No. FCS 13320

Place: Kolkata
Date: 09.05.2025

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with section 110 of the Act, Regulation 36 of Listing Regulations and SS-2 stating all material facts and the reasons / rationale for the proposed resolutions is annexed herewith.
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, 30th May, 2025 ("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.shyammetalics.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 ("KFin") at <https://evoting.kfintech.com/>. The Postal Ballot Notice shall also be available on the website of the National Securities Depository Limited ("NSDL"), 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, if any) may update their email address by intimating the RTA at einward.ris@kfintech.com or the company to compliance@shyamgroup.com.
5. In accordance 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, 30th May, 2025** 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. Once the vote on the resolutions is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their shareholding of the paid-up equity share capital as on **Friday, 30th May, 2025** being 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, 04th July, 2025** 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, 05th June, 2025** and ends at **5:00 p.m. (IST) on Friday, 04th July, 2025**. 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 remote 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 within 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.shyammetals.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, 04th July, 2025** 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 from their registered email address 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 Metals 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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/IdeasDirectReg.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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 is 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
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.com or call at 022-4886 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. 1800-21-09911

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.com 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@manojbanthia.com with a copy marked to evoting@nsdl.com. 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 or send a request to Mr. Amit Vishal, Deputy Vice President and / or Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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.com 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 Metalics and Energy Limited**
Sd/-
Birendra Kumar Jain
Company Secretary & Compliance Officer
Membership No. FCS 13320

Place: Kolkata
Date: 09.05.2025

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

ITEM NO. 1: APPOINTMENT OF MR. BRIJ BHUSHAN AGARWAL (DIN: 01125056) AS THE EXECUTIVE CHAIRMAN OF THE COMPANY AND HIS CONSEQUENT RE-DESIGNATION AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

Mr. Brij Bhushan Agarwal (DIN: 01125056) is currently serving as the Vice Chairman and Managing Director of the Company. He is a member of the Corporate Social Responsibility Committee, Risk Management Committee and Executive Committee of the Board of Directors of the Company.

Mr. Brij Bhushan Agarwal has been a Promoter Director of the Company since its inception in December 2002. He was last re-appointed as Vice-Chairman & Managing Director of the Company for a term of five years from 1st October 2024 to 30th September 2029 pursuant the approval of the Shareholders of the company obtained on 5th July, 2024 by means of postal Ballot.

Consequent upon stepping down of Mr. Mahabir Prasad Agarwal (DIN No. 00235780) as the Chairman of the Board w.e.f. 9th May 2025, the Board of Directors of the Company in its meeting held on 9th May 2025 has elevated and appointed Mr. Brij Bhushan Agarwal as the Executive Chairman and Managing Director of the Company upon the recommendation of the Nomination and Remuneration Committee in recognition of Mr. Brij Bhushan Agarwal's exemplary leadership, strategic vision, significant contributions to the Company's growth and operation excellence and to formally acknowledge and align Mr. Agarwal's leadership role with the evolving needs of the Company and consequently re-designated him as the Chairman and Managing Director of the Company with effect from 10th May, 2025 without any change in the existing terms and conditions of his appointment including the remuneration subject to the requisite approval of the shareholders of the company and whose office shall not be liable to retire by rotation.

Mr. Brij Bhushan Agarwal is a well-known industrialist and has over three decades of experience in the steel and ferro alloys industry. He is primarily responsible for strategic planning, future expansion, business development, marketing, human resources and corporate affairs of the Company. He has an extensive knowledge and understanding of the metal industry and has the expertise and vision to scale up the business. He is responsible for implementing the future growth strategies and expertise in implementation and execution of the projects. His strategic foresight, unwavering commitment to excellence and principled leadership have been instrumental in transforming the Company recognized for innovation, resilience and value creation. He is also the Managing Director of Shyam SEL and Power Limited, a material wholly owned subsidiary of the Company.

Since Mr. Brij Bhushan Agarwal has been elevated and appointed as the Executive Chairman of the Company and accordingly the Board has re-designated him as the Chairman and Managing Director of the Company, it is required to obtain the requisite approval of the shareholders pursuant to the provisions of Section 203 of the Companies Act, 2013 and its rules made thereunder and the Articles of Association of the Company.

Mr. Brij Bhushan Agarwal holds a bachelor's degree in commerce from the University of Calcutta.

It is further clarified that the elevation and appointment Mr. Brij Bhushan Agarwal as the Executive Chairman and Managing Director of the Company is without any change in the existing terms and conditions of his re-appointment as the Managing Director including the remuneration as already approved by the shareholders of the company on 5th July, 2024 and the Agreement dated 8th July, 2024 entered into between the Company and Mr. Brij Bhushan Agarwal. The salient features of terms and conditions are as follows:

Tenure of Appointment/Redesignation: For the remaining period of his current tenure of five years, i.e. from 1st October 2024 to 30th September 2029.

Duties: The Chairman & Managing Director shall devote his whole time and attention to the business of the

Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its associated companies and/or joint ventures and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or joint ventures and/or subsidiaries or any other executive body or any committee of such a company.

Remuneration:

A. Salary: Salary in the same range of ₹ 2,40,00,000 /- to ₹ 6,00,00,000 /- per annum.

The annual increment, which will be effective 1st April each year and shall be decided by the Board based on the recommendation of the Nomination & Remuneration Committee and will be merit-based considering the Company's performance as well.

B. Perquisites:

In addition to salary, Mr. Brij Bhushan Agarwal shall be entitled to such perquisites, as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee, subject however that the aggregate remuneration on account of such perquisites shall not exceed 50% of the salary as explained herein above.

Mr. Brij Bhushan Agarwal shall also be entitled to the following perquisites which shall not be included in the remuneration as stated above:

- i) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company, to the extent these either singly or together are not taxable under Income Tax Act, 1961.
- ii) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- iii) Encashment of leave at the end of the tenure.

In addition to above, the following facilities, if provided, shall not be considered as perquisites:

- iv) Provision of car for use on Company's business. Use of car for personal purposes shall be billed by the Company to him.
- v) Mobile phone and telephone facilities at the residence for official use. Personal long-distance calls shall be billed by the Company to him.
- vi) Reimbursement of entertainment and other expenses actually incurred in connection with the business of the Company.

C. Commission: Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 or any modification or enactment thereof. The specific amount payable to the Chairman & Managing Director will be based on performance as evaluated by the Nomination and Remuneration Committee or the Board and will be payable annually.

D. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Chairman & Managing Director remuneration by way of Salary, Benefits, Perquisites and Allowances as specified above.

E. Insurance: The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire

period of re-appointment, subject to the terms of such policy in force from time to time.

F. Other Terms of Appointment:

- i. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 ('the Act') or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Chairman & Managing Director, subject to such approvals as may be required.
- ii. This appointment may be terminated by either party by giving to the other party three months' notice of such termination or the Company paying three months' remuneration in lieu thereof.
- iii. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Chairman & Managing Director, unless specifically provided otherwise.
- iv. The terms and conditions of appointment of the Chairman & Managing Director also includes adherence with the Code of Conduct, no conflict of interest with the Company, protection and use of Intellectual Properties, non-solicitation post termination of agreement and maintenance of confidentiality.

Mr. Brij Bhushan Agarwal has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Brij Bhushan Agarwal satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment. In terms of Section 164 of the Act, he is not disqualified as a Director.

Copy of the said agreement dated 8th July 2024 referred to above shall be available for inspection by the Members as per the procedure mentioned in the notes on this notice.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the appointment of Mr. Brij Bhushan Agarwal as the Executive Chairman will be beneficial to the functioning and growth of the Company and the remuneration payable to him shall remain in the same range as already approved by the Shareholders on 5th July, 2024 by means of Postal Ballot and is commensurate with his abilities, experience and services to be rendered by him.

Accordingly, the Board recommends the **Ordinary Resolution** as set out at Item No. 1 of the accompanying Notice in relation to the appointment of Mr. Brij Bhushan Agarwal as the Executive Chairman and accordingly re-designated him as Chairman & Managing Director of the Company for approval of the Members.

Except Mr. Mahabir Prasad Agarwal, Brij Bhushan Agarwal, Mr. Sanjay Kumar Agarwal and Mr. Sheetij Agarwal and their respective relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

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

Sd/-

Place: Kolkata

Date: 09.05.2025

Birendra Kumar Jain
Company Secretary & Compliance Officer
Membership No. FCS 13320

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meetings)

Name of the Director	Mr. Brij Bhushan Agarwal
Director Identification Number (DIN)	01125056
Date of Birth	13/09/1972
Nationality	Indian
Experience in specific functional area / brief resume	Mr. Brij Bhushan Agarwal is a renowned industrialist and has more than three decades of experience in the steel and ferro alloys industry. He has been instrumental in the growth of the Company. He has an extensive knowledge and understanding of the metal industry and has the expertise and vision to scale up the business. He is expertise in implementing and executing projects and a visionary to decide the strategies for future growth. He is primarily responsible for strategic planning, future expansion, business development, marketing, human resources, and corporate affairs of the Company.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Item No. 1 of the Notice and Explanatory Statement
Shareholding in the Company	2,32,84,820
Relationship with other Directors/ Key Managerial Personnel inter-se	Mr. Mahabir Prasad Agarwal (Father) <i>(Consequent upon stepping down as the Chairman of the Board w.e.f. 9th May 2025, the Board conferred upon Mr. Mahabir Prasad Agarwal with honorary title of "Chairman Emeritus" w.e.f. 10th May 2025)</i> Mr. Sheetij Agarwal (Son) Mr. Sanjay Kumar Agarwal (Cousin)
Qualification	Bachelor's degree in commerce from University of Calcutta.
Date of first appointment on the Board	11th December, 2002

Terms and Conditions of appointment	Appointment as Chairman designated as Chairman & Managing Director of the Company [Refer Item No. 1 of the Notice and Explanatory Statement]
Remuneration last drawn	₹ 2.40 Crores Per annum.
Details of remuneration sought to be paid	As detailed in the explanatory statement to item no. 1 of the Notice.
Number of Board Meetings attended during the year 2024-2025.	Four (4)
Directorship held in other Companies	1. Star Cement Limited 2. Shyam Sel and Power Ltd 3. Shyam Century Cement Industries Limited
Name of committee in which the person holds the chairmanship /membership	1. Shyam Metalics and Energy Limited - CSR Committee (Member) - Risk Management Committee (Member) - Executive Committee (Member) 2. Shyam SEL And Power Limited - CSR Committee (Chairman) - Executive Committee (Chairman)
Listed Entities from which the Director has resigned in the past three years	Nil

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

Birendra Kumar Jain
Company Secretary & Compliance Officer
Membership No. FCS 13320

Place: Kolkata
Date: 09.05.2025