

SMEL/SE/2024-25/26

June 04, 2024

<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>
---	--

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 Ordinary Resolutions, only by way of remote electronic voting ("**e-voting**").

1.	RE-APPOINTMENT OF MR. BRIJ BHUSHAN AGARWAL (DIN: 01125056) AS THE MANAGING DIRECTOR OF THE COMPANY.
2.	RE-APPOINTMENT OF MR. DEEPAK AGARWAL (DIN: 00560010) AS THE WHOLE-TIME 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 31, 2024** ("**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 31, 2024** ("**Cut-off date**"). The remote e-voting period commences from **9.00 a.m. (IST)** on **Thursday, June 6, 2024** and ends at **5.00 p.m. (IST)** on **Friday, July 5, 2024**.

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. A8305)
Encl: Postal Ballot Notice







OUR BRANDS:



SHYAM METALICS AND ENERGY LIMITED

REG. OFFICE: Trinity Tower, 7th Floor, 83, Topsia Road, Kolkata - 700 046, West Bengal, CIN: L40109WB2002PLC095491 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.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 of Postal Ballot is hereby given to the Members of Shyam Metals And Energy Limited (“the Company”), pursuant to and in compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India (“**SS-2**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), and pursuant to any other applicable laws and regulations; if any; (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), that the resolutions as set out in this Notice are proposed to be passed by the shareholders of the Company (as on the cut-off date), through Postal Ballot (the “**Postal Ballot**”) only by way of remote e-voting by electronic means (“**e-voting**”):

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 14th May, 2024, 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, 6th June, 2024
Closure of remote e-voting period	5.00 p.m. (IST) on Friday, 5th July, 2024
Cut-off date for eligibility to vote	Friday, 31st May, 2024

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Friday, 5th July, 2024 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, 05th July, 2024**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority

ITEM NO. 1: RE-APPOINTMENT OF MR. BRIJ BHUSHAN AGARWAL (DIN: 01125056) AS THE 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 Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 (including and 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 applicable guidelines issued by the Central Government from time to time, if any, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the approval of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Brij Bhushan Agarwal (DIN: 01125056) as the Managing Director designated as the Vice Chairman & Managing Director of the Company for a period of five years w.e.f. 1st October, 2024 till 30th September, 2029, not liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice and agreement entered into between the Company and Mr Brij Bhushan Agarwal , which agreement also be and is hereby approved."

"RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in the explanatory statement as the minimum remuneration."

"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 authorised to alter, modify or revise from time to time, the said terms and conditions of reappointment and remuneration of Mr. Brij Bhushan Agarwal in such manner as may be considered appropriate and in the best interest of the Company upon 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."

ITEM NO. 2: RE-APPOINTMENT OF MR. DEEPAK AGARWAL (DIN: 00560010) AS THE WHOLE-TIME 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 Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 (including and 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 applicable guidelines issued by the Central Government from time to time, if any, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the approval of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Deepak Agarwal (DIN: 00560010) as the Whole-time Director designated as the Director-Finance & CFO of the Company for a period of 5 (five) years w.e.f. 14th July, 2024 till 13th July, 2029, liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice and the agreement entered into between the company and Mr. Deepak Agarwal, which agreement also be and is hereby approved.”

“RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in the explanatory statement as the minimum remuneration.”

“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 authorised to alter, modify or revise from time to time, the said terms and conditions of reappointment and remuneration of Mr. Deepak Agarwal in such manner as may be considered appropriate and in the best interest of the Company upon 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 Metals and Energy Limited**
Sd/-
Birendra Kumar Jain
Company Secretary & Compliance Officer
ACS 8305

Place: Kolkata

Date: 14.05.2024

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, 31st May, 2024 (“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, 31st May, 2024** 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, 31st May, 2024** 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, 05th July, 2024** 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, 06th June, 2024** and ends at **5:00 p.m. (IST) on Friday, 05th July, 2024**. 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 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, 05th July, 2024** 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 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 passwordAlternatively, 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"> 1. 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. 2. 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. 3. 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. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">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 style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </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 225 533

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 Metals and Energy Limited**

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

Place: Kolkata
Date: 14.05.2024

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: RE-APPOINTMENT OF MR. BRIJ BHUSHAN AGARWAL (DIN: 01125056) AS THE MANAGING DIRECTOR OF THE COMPANY

Mr. Brij Bhushan Agarwal (DIN: 01125056) is presently 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 is 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, 2019, to 30th September, 2024. The Shareholders had approved his last re-appointment on 26th September, 2019. Based on the recommendation of the Nomination & Remuneration Committee and Audit Committee, the Board of Directors at its meeting held on 14th May, 2024 has accorded its approval to re-appoint Mr. Brij Bhushan Agarwal as Managing Director designated as Vice-Chairman & Managing Director of the Company for a further period of five (5) years from 1st October, 2024 till 30th September, 2029 and whose office shall not be liable to retire by rotation subject to the approval of the Members.

Mr. Brij Bhushan Agarwal is a 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 He is also the Managing Director of Shyam SEL and Power Limited (SSPL) (material subsidiary of the Company) and has been a director of SSPL since its inception.

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

For this purpose, the draft agreement to be entered into by the Company with Mr. Brij Bhushan Agarwal specifying the terms and conditions of re-appointment of Mr. Brij Bhushan Agarwal as the Managing Director are as follows:

Period of Re-appointment: From 1st October 2024 till 30th September 2029

Duties: The 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 shall be in the 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 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 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 Re-appointment:

- i. The terms and conditions of the said re-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 Managing Director, subject to such approvals as may be required.
- ii. This re-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 Managing Director, unless specifically provided otherwise.
- iv. The terms and conditions of re-appointment of the 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, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members.

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 re-appointment. In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

Copy of the draft agreement referred to above shall be available for inspection by the Members as per the procedure as mentioned in the notes to this notice.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Brij Bhushan Agarwal as the Managing Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 1 of the accompanying Notice in relation to the re-appointment of Mr. Brij Bhushan Agarwal as the Managing Director designated as Vice-Chairman & Managing Director of the Company w.e.f. 1st October, 2024 till 30th September, 2029 for approval of the Members pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Act and Regulation 17 of SEBI Listing Regulations.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Brij Bhushan Agarwal under Section 190 of the Act.

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.

ITEM NO. 2: RE-APPOINTMENT OF MR. DEEPAK AGARWAL (DIN: 00560010) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY

Mr. Deepak Agarwal (DIN: 00560010) is presently the Whole-time Director designated as Director-Finance & CFO of the Company. He is a member of the Risk Management Committee and Executive Committee of the Board of Directors of the Company.

The Board of Directors, at its meeting held on 14th July 2019 had last re-appointed Mr. Deepak Agarwal as the Whole-time Director of the Company for a period of 5 (five) years with effect from 14th July 2019 till 13th July, 2023. The Shareholders in its meeting held on 26th September, 2019 had approved his reappointment and remuneration.

Now, based on the recommendation of the Nomination & Remuneration Committee and the Audit Committee, the Board of Directors, at its meeting held on 14th May 2024 has re-appointed Mr. Deepak Agarwal as the Whole-time Director designated as Director-Finance & CFO of the Company for a further period of five (5) years effective 14th May, 2024 till 13th May, 2029 subject to the approval of the Members.

Mr. Deepak Agarwal has more than two decades of experience in the steel and ferro alloys industry. He is responsible for handling the Accounts, finance, legal, risk management and corporate affairs of the Company and its Subsidiaries. He is also the Chief Financial Officer of the Company. He has previously been

associated with Shyam SEL and Power Limited (material subsidiary of the Company) since 2000.

Mr. Deepak Agarwal holds a bachelor's degree in commerce, with Honours from the University of Calcutta. He is also an associate member of the Institute of Company Secretaries of India.

The Board, while re-appointing Mr. Deepak Agarwal as the Whole-time Director designated as Director-Finance & CFO of the Company, considered his skills, background, experience and contributions during his tenure with the Company.

For this purpose, the draft agreement to be entered into by the Company with Mr. Deepak Agarwal specifying the terms and conditions of re-appointment of Mr. Deepak Agarwal as the Whole-time Director are as follows:

Period of Re-appointment: From 14th July 2024 till 13th July 2029

Duties: The Whole-time Director shall devote his time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/or the Board of Directors 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 interests 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 Managing Director and/ or 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 shall be in the range of ₹ 50,00,000 /- to ₹ 2,00,00,000 /- per annum.

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

B. Perquisites:

In addition to salary, Mr. Deepak 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. Deepak 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 Directors 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 Executive 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 Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay to the Whole-time 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 Re-appointment:

- a) The terms and conditions of the said re-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 Whole-time Director, subject to such approvals as may be required.
- b) The Whole-time Director shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
- c) This re-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.
- d) 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 Whole-time Director, unless specifically provided otherwise.
- e) The terms and conditions of re-appointment of the Whole-time 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. Deepak 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. Deepak Agarwal, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members.

Mr. 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 re-appointment. In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

Copy of the draft agreement referred above shall be available for inspection by the Members as per the procedure as mentioned in the notes to this notice.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Deepak Agarwal as the Whole-time Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

Accordingly, the Board commends the Ordinary Resolution as set out at Item No. 2 of the accompanying Notice in relation to the re-appointment of Mr. Deepak Agarwal as the Whole-time Director designated as Director-Finance & CFO w.e.f. 14 July, 2024 till 13 July, 2029 for approval of the Members pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act and Regulation 17 of SEBI Listing

Regulations.

The above may be treated as a written memorandum setting out the terms of the re-appointment of Mr. Deepak Agarwal under Section 190 of the Act.

None of the Directors or KMP of the Company or their respective relatives, except Mr. Deepak Agarwal and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 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.

Place: Kolkata
Date: 14.05.2024

By order of the Board
For **Shyam Metalics and Energy Limited**
Sd/-
Birendra Kumar Jain
Company Secretary & Compliance Officer
ACS 8305

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	Mr. Deepak Agarwal
Director Identification Number (DIN)	01125056	00560010
Date of Birth	13/09/1972	06/01/1974
Nationality	Indian	Indian
Experience in specific functional area / brief resume	Mr. Brij Bhushan Agarwal is a known 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.	Mr. Deepak Agarwal has more than two decades of experience in the steel and ferro alloys industry. He is responsible for handling the finance, risk management, legal and corporate affairs of the Company and its Subsidiaries. His vast experience and knowledge in finance makes him a distinguished techno commercial professional.
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	Refer Item No. 2 of the Notice and Explanatory Statement
Shareholding in the Company including shareholding as a beneficial owner as on the date of notice	2,32,84,820	3,420
Relationship with other Directors/ Key Managerial Personnel	Mr. Mahabir Prasad Agarwal (Father) Mr. Sheetij Agarwal (Son) Mr. Sanjay Kumar Agarwal (Cousin)	None
Qualification	Bachelor's degree in commerce	Bachelor's degree in commerce with Honours

	from University of Calcutta.	from University of Calcutta and Associate Member of the Institute of Company Secretaries of India.
Date of first appointment on the Board	11th December, 2002	14th July, 2014
Terms and Conditions of Re-appointment	Re-appointment as Managing Director designated as Vice-Chairman & Managing Director of the Company for a period commencing from 1st October 2024 till 30th September 2029 [Refer Item No. 1 of the Notice and Explanatory Statement]	Re-appointment as Whole-time Director designated as Director-Finance & CFO of the Company for a period commencing from 14 July 2024 till 13 July 2029 [Refer Item No. 2 of the Notice and Explanatory Statement]
Remuneration last drawn	₹ 2.40 Crores Per annum.	₹ 0.54 Crores Per annum.
Details of remuneration sought to be paid	As detailed in the explanatory statement	As detailed in the explanatory statement
Number of Board Meetings attended during the year 2023-2024.	Five (5)	Five (5)
Directorship held in other Companies	1. Star Cement Limited 2. Shyam Sel and Power Ltd 3. Shyam Century Cement Industries Limited	1. Improved Realtors Private Limited 2. Shyam Energy 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 (Chairman) 2. Shyam SEL And Power Limited - CSR Committee (Chairman) - Executive Committee (Chairman)	1. Shyam Metalics and Energy Limited - Risk Management Committee (Member) - Executive Committee (Member)
Listed Entities from which the Director has resigned in the past three years	Nil	Nil

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

Sd/-
Birendra Kumar Jain
Company Secretary & Compliance Officer
Membership No. ACS 8305

Place: Kolkata
Date: 14.05.2024