

June 7, 2023

SMEL/SE/2023-24/24

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

Dear Sir/Madam,

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

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| 1. | APPROVAL OF SMEL EMPLOYEE STOCK INCENTIVE PLAN - 2023. |
| 2. | APPROVAL OF SMEL EMPLOYEE STOCK INCENTIVE PLAN - 2023 FOR THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANIES. |
| 3. | APPROVAL FOR IMPLEMENTATION OF THE SMEL EMPLOYEE STOCK INCENTIVE PLAN - 2023 THROUGH TRUST ROUTE. |
| 4. | APPROVAL FOR ACQUISITION OF SHARES OF THE COMPANY BY THE TRUST FOR THE PURPOSES OF SMEL EMPLOYEE STOCK INCENTIVE PLAN - 2023. |
| 5. | APPROVAL FOR GRANTING LOAN AND/ OR PROVIDING GUARANTEE OR SECURITY FOR PURCHASE OF SHARES OF THE COMPANY BY THE TRUST / TRUSTEES OF THE TRUST FOR THE BENEFIT OF THE EMPLOYEES UNDER THE SMEL EMPLOYEE STOCK INCENTIVE PLAN - 2023. |

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on Monday, June 05, 2023. The Company has also made arrangements for those members who have not yet registered their email address to get the same registered by following the procedure prescribed in the Notice.

The Company has engaged the services of National Securities Depositories Limited ("NSDL") to provide e-voting facility to its members. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on **Monday, June 05, 2023 ("Cut-off date")**. The remote e-voting period commences from 9.00 a.m. (IST) on **Thursday, June 8, 2023** and ends at 5.00 p.m. (IST) on **Friday, July 7, 2023**.



OUR BRANDS:



SHYAM METALICS AND ENERGY LIMITED

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


SALES & MARKETING OFFICE: Viswakarma Building, North West Block, 1st, 2nd & 3rd Floor, 86C, Topsia Road, Kolkata - 700 048

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

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

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

For Shyam Metalics And Energy Ltd.


Birendra Kumar Jain
Company Secretary
(Membership No. A8305)
Encl: Postal Ballot Notice



OUR BRANDS:

SEL®

SEL
TIGER
5500 TMT RE-BAR

SEL
TIGER
GRILLS & STEELS

SEL
TIGER
stirrups

SEL
TIGER
WIRECUT

SHYAM METALICS AND ENERGY LIMITED

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SHYAM METALICS AND ENERGY LIMITED

CIN: L40101WB2002PLC095491

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

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

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

POSTAL BALLOT NOTICE

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

Dear Shareholder(s),

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

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

The Board of Directors of the Company at its meeting held on 24th May, 2023, appointed Mr. Raj Kumar Banthia (ACS- 17190), partner of M/s. MKB & Associates, Practicing Company Secretaries, as the Scrutinizer ("**Scrutinizer**") for conducting the postal ballot process through the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the provisions of the relevant MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes to this postal ballot notice ("**Postal Ballot Notice**") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than **5.00 p.m. IST on 07th July, 2023** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

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

The Scrutinizer will submit his report to the Chairman or to any person authorized by the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared within 2 (two) working days of 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 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, 07th July, 2023**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

ITEM NO. 1: APPROVAL OF SMEL EMPLOYEE STOCK INCENTIVE PLAN – 2023.

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other circulars/ notifications/ guidance/ FAQs issued thereunder, as amended from time to time {hereinafter referred as "SEBI (SBEB) Regulations"}, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the introduction of '**SMEL Employee Stock Incentive Plan - 2023**' ("**ESIP-2023**") sub-divided into two categories i. **SMEL Performance ESOP Scheme (ESOP – 2023)** and ii. **SMEL Loyalty ESPP Scheme (ESPP – 2023)** authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee of the Board, which the Board has constituted to exercise its powers, including the powers conferred by this resolution read with Regulation 5 of SEBI (SBEB) Regulations to create, issue and grant not exceeding 13,35,766 (Thirteen Lakh Thirty Five Thousand Seven Hundred Sixty Six) employee stock options ("Options"), in one or more tranches, from time to time, to such person(s) who are in the employment or service of the Company or any of its subsidiary(ies) on exclusive basis, whether in or outside India, including any Director, whether whole-time or not (other than employees/ directors who are promoters or belonging to the promoter group, independent directors and Directors holding directly or indirectly more than ten (10%) percent of the outstanding equity shares of the Company), subject to their eligibility as may be determined under **ESOP - 2023 and ESPP - 2023**, which upon exercise shall not exceed in aggregate 13,35,766 (Thirteen Lakh Thirty Five Thousand Seven Hundred Sixty Six) fully paid-up equity shares ("Shares") of face value of Rs.10/- (Rupees ten only) each, where one Option upon exercise shall convert in to one Equity Share subject to payment / recovery of requisite exercise price and applicable taxes, on such terms, condition and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021."

"RESOLVED FURTHER THAT the Equity Shares as specified hereinabove shall be issued and allotted to the Option grantees upon exercise of Options in accordance with the terms of the grant and provisions of the ESIP – 2023 and such Shares shall rank pari passu in all respects with the then existing Equity Shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as right issue, bonus issue, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Equity Shares reserved under the ESIP – 2023 shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI (SBEB) Regulations and such adjusted number of Equity Shares shall be deemed to be the ceiling as originally approved."

“RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and to the extent allowed exercise price payable by the Option grantees under the ESIP - 2023 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- (Rupees ten only) each bears to the revised face value of the Equity Shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said Option grantees.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESIP - 2023.”

“RESOLVED FURTHER THAT pursuant to Regulation 7(5) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company may re-price the Securities which are not exercised, whether or not they have been vested if the Scheme/grant was rendered unattractive due to fall in the price of shares in the stock market, provided the same is not detrimental to the interests of employees.”

“RESOLVED FURTHER THAT the Board / Committee be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESIP - 2023 subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SEBI (SBEB) Regulations and to do all such acts, deeds, matters and things in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESIP - 2023 and do all other things incidental and ancillary thereof.”

“RESOLVED FURTHER THAT the authority granted to the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), officer(s) of the Company as may be required to give effect to these resolutions, be and is hereby ratified.”

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to certify a copy of this resolution and issue the same to all concerned parties.”

ITEM NO. 2: APPROVAL OF SMEL EMPLOYEE STOCK INCENTIVE PLAN – 2023 FOR THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANIES.

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other circulars/ notifications/ guidance/ FAQs issued thereunder, as amended from time to time {hereinafter referred as “SEBI (SBEB) Regulations”}, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to approval of the ‘**SMEL Employee Stock Incentive Plan - 2023**’ (“**ESIP-2023**”) sub-divided into two categories i. **SMEL Performance ESOP Scheme (ESOP – 2023)** and ii. **SMEL Loyalty ESPP Scheme (ESPP – 2023)** and subject to such

other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the members of the Company be and is hereby accorded authorising the Board of Directors of the Company {hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI (SBEB) Regulations} to create, issue and grant such number of employee stock options ("Options") under the ESIP - 2023, in one or more tranches, from time to time, to such person(s) who are in the employment or service on exclusive basis with any existing or future subsidiary of the Company, in India or outside India, including any director thereof, whether whole-time or otherwise (other than employees/directors who are promoters or belonging to the promoter group, independent directors and directors holding directly or indirectly more than ten (10%) percent of the outstanding equity shares of the Company), within the overall and individual limits of the ESIP - 2023 as amended from time to time, where one Option upon exercise shall entitle the Option grantee to one fully paid-up equity share ("Share") of face value of Rs. 10/- (Rupees ten only) each of the Company, on such terms and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of ESIP - 2023."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as right issue, bonus issue, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Equity Shares reserved under the ESIP – 2023 shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI (SBEB) Regulations and such adjusted number of Equity Shares shall be deemed to be the ceiling as originally approved."

"RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and to the extent allowed exercise price payable by the Option grantees under the ESIP - 2023 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- (Rupees ten only) each bears to the revised face value of the Equity Shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said Option grantees."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESIP - 2023."

"RESOLVED FURTHER THAT pursuant to Regulation 7(5) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company may re-price the Securities which are not exercised, whether or not they have been vested if the Scheme/grant was rendered unattractive due to fall in the price of shares in the stock market, provided the same is not detrimental to the interests of employees."

"RESOLVED FURTHER THAT the authority granted to the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), officer(s) of the Company as may be required to give effect to these resolutions, be and is hereby ratified."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to certify a copy of this resolution and issue the same to all concerned parties."

ITEM NO. 3: APPROVAL FOR IMPLEMENTATION OF THE SMEL EMPLOYEE STOCK INCENTIVE PLAN - 2023 THROUGH TRUST ROUTE.

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 (the “Act”), and the rules made thereunder and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, including any statutory modification(s) or re-enactment(s) thereof and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (“Applicable Laws”), the relevant provisions of the Memorandum of Association and Articles of Association of Shyam Metalics and Energy Limited (“Company”) and subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the consent of the Members of the Company be and is hereby accorded for the approval and implementation of the SMEL Employee Stock Incentive Plan 2023 (“**ESIP-2023**”) through the Trust to be incorporated with the style and name “**Shyam Metalics Employees Welfare Trust**” (“Trust”), and the requisite consent is hereby accorded to the Trust to acquire, purchase, hold and deal in fully paid-up equity shares of the Company, either through direct allotment by the Company or through secondary acquisition for the purpose of implementation of the “**ESIP-2023**” and in due compliance with the provisions of the Act and other Applicable Laws.”

“RESOLVED FURTHER THAT the authority granted to the Board of Directors of the Company, (“Board” which expression shall also include the Nomination and Remuneration Committee or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB) Regulations on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Members and to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to these resolutions, be and is hereby ratified.”

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to certify a copy of this resolution and issue the same to all concerned parties.”

ITEM NO. 4: APPROVAL FOR ACQUISITION OF SHARES OF THE COMPANY BY THE TRUST FOR THE PURPOSES OF SMEL - EMPLOYEE STOCK INCENTIVE PLAN 2023.

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 read with the applicable rules made thereunder, if any, of the Companies Act, 2013 (“Act”) and all other applicable provisions including but not limited to the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other rules, regulations, circulars and guidelines as may be applicable (“Applicable Laws”), and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors {“Board” which expression shall also include the Nomination and Remuneration Committee or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB) Regulations} of Shyam Metalics and Energy Limited (“Company”), members of the Company hereby grant the approval to the **Shyam Metalics Employees Welfare Trust** (“Trust”) to be incorporated for implementing the SMEL Employee

Stock Incentive Plan - 2023 ("ESIP-2023") to acquire equity shares of the Company, in one or more tranches, either through direct allotment by the Company or through secondary acquisition for the purposes of implementing the ESIP-2023."

"RESOLVED FURTHER THAT the approval be and is hereby granted to the Trust to acquire equity shares of the Company through secondary acquisition within the limits as may be prescribed under the applicable Laws be and is hereby ratified."

"RESOLVED FURTHER THAT for the purpose of bringing into effect the matters in relation to the direct allotment and/ or secondary acquisition and generally for giving effect to this resolution, the authority granted to the Board to do all such acts, deeds, matters and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above and to settle any question or difficulty that may arise in this regard in the best interest of the Company, be and is hereby ratified."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to certify a copy of this resolution and issue the same to all concerned parties."

ITEM NO. 5: APPROVAL FOR GRANTING LOAN AND/ OR PROVIDING GUARANTEE OR SECURITY FOR PURCHASE OF SHARES OF THE COMPANY BY THE TRUST / TRUSTEES OF THE TRUST FOR THE BENEFIT OF THE EMPLOYEES UNDER THE SMEL - EMPLOYEE STOCK INCENTIVE PLAN 2023.

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and Section 67 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and all other applicable provisions including but not limited to the provisions contained in the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, collectively referred to as the "SEBI (SBEB) Regulations" (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other rules, regulations, circulars and guidelines as may be applicable ("Applicable Laws"), and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors {"Board" which expression shall also include the Nomination and Remuneration Committee or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB) Regulations} of Shyam Metalics and Energy Limited ("Company") along with the consent accorded to the Board of Directors, the Members hereby grant approval to the Board to grant loan and/ or to provide guarantee or security in connection with a loan granted or to be granted to **Shyam Metalics Employees Welfare Trust** (hereinafter referred to as "Trust") in one or more tranches, up to an amount not exceeding 5% (five percent) of the aggregate of the paid up share capital and free reserves of the Company for the purpose of subscription and/ or purchase of equity shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of equity shares as may be prescribed under the SMEL - Employee Stock Incentive Plan 2023 ("**ESIP-2023**") and permitted under the Applicable Laws prevailing from time to time."

"RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the Applicable Laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed."

“RESOLVED FURTHER THAT the authority granted to the Board to do all such acts, deeds, matters and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for the purpose of giving effect to these resolutions and to settle any question or difficulty that may arise in this regard in the best interest of the Company, be and is hereby ratified.”

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to certify a copy of this resolution and issue the same to all concerned parties.”

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

Place: Kolkata
Date: 24.05.2023

NOTES:

1. The Explanatory statement pursuant to Sections 102 and 110 of the Act read with Regulation 36 of Listing Regulations and SS-2 stating all material facts and the reasons for the proposals set out in resolutions is annexed herewith and forms a part of the Notice.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members/List of Beneficial Owners as on **Monday, 05th June, 2023 (“Cut-Off Date”)** received from Depositories and whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.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) may update their email address by intimating the RTA at einward.ris@kfintech.com or the company to compliance@shyamgroup.com.
5. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on **Monday, 05th June, 2023** will be considered for the purpose of e-voting.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut- Off Date.
7. 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.
8. 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, 07th July, 2023** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
9. The e-voting period commences at 9:00 a.m. (IST) on **Thursday, 08th June, 2023** and ends at 5:00 p.m. (IST) on **Friday, 07th July, 2023**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
10. The Board of the Company has appointed Mr. Raj Kumar Banthia (ACS- 17190), partner of M/s. MKB & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.
11. 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.shyammetals.com, besides being communicated to the Stock Exchanges, NSDL and RTA.

12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Friday, 07th July, 2023** i.e., the last date specified for receipt of votes through the e-voting process. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
13. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to **compliance@shyamgroup.com** mentioning their names, folio numbers, DP ID and Client ID.
14. 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/mobileemailreq.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**.

15. 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.

How do I vote electronically using NSDL e-Voting system?





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.nsd.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, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </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 facility, 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 evoting 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 or joining virtual meeting & voting during the meeting.</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 |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p> |

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

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

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

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

4. Your User ID details are given below :

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

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

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
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.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

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

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

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

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

Place: Kolkata
Date: 24.05.2023

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

Item No. 1,2,3,4 & 5

Employee stock options have long been proven to be an effective tool for organizations to incentivize employees to accelerate profitable growth and wealth creation. The Company with the objective of rewarding and motivating employees, to attract and retain the best talent, to create a culture of ownership, and to build commitment towards the Company, proposed institution of the SMEL Employee Stock Incentive Plan - 2023 ("ESIP - 2023") divided into two broad categories as:

1. SMEL Performance ESOP Scheme (ESOP – 2023): 10,93,286 Options convertible into Equal no. of Equity Shares at a discount of 25% on the Fair Market Value (FMV) exercisable as under:

- i. On first anniversary of the grant date: 20% of the total Eligible Options shall Vest;
- ii. On second anniversary of the grant date: 23% of the total Eligible Options shall Vest;
- iii. On third anniversary of the grant date: 23% of the total Eligible Options shall Vest;
- iv. On Fourth anniversary of the grant date: 34% of the total Eligible Options shall Vest;

2. SMEL Loyalty ESPP Scheme (ESPP – 2023): 2,42,480 Options convertible into equal no. of Equity Shares at a discount of 40% on the Fair Market Value (FMV) exercisable as under:

- i. On first anniversary of the grant date - 100% of the total Eligible Options shall Vest;

The ESIP-2023 has been formulated by the Nomination and Remuneration Committee as a long term incentive plan with an aim to encourage and motivate employees of the Company and its Subsidiaries in strengthening and improving their performance, thereby contributing to the overall growth of the Company.

In view of the same, the Nomination and Remuneration Committee and Board of Directors ("Board") of the Company at their meetings held on 24th May, 2023 approved the adoption of the SMEL Employee Stock Incentive Plan - 2023 ("ESIP-2023") for the benefit of the eligible employees of the Company, and its Subsidiaries (as permitted), which entitles them to the shares / appreciation related to the shares of the Company.

The Shares will be allotted through Trust Route by diluting Promoters Shareholding upto a maximum limit of 1% of the Paid-up Share Capital of the Company.

The Company shall provide the facility of availing Interest Free Loan to the Trust for acquiring the shares from the Promoters of the Company as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company. Necessary consent has been sought from the members for approving the same for a maximum tenure of 10 years.

The Nomination and Remuneration Committee shall administer the ESIP-2023 and the Shyam Metalics Employees Welfare Trust ("Trust") will implement the ESIP-2023 in accordance with the applicable laws.

Since the plan is implemented through the trust route, approval of the Board is obtained for creation of a Trust with the style and name "**Shyam Metalics Employees Welfare Trust**" which shall deal in with the shares whether it be acquisition, purchase, sale and to hold the fully paid-up equity shares of the Company. Accordingly, Necessary approval has been sought from the Members for acquisition of the Shares by the Trust within the limit of 5% of the paid-up share capital as prescribed by SEBI (SBEB) Regulations.

Furthermore, Approval of the Members is being sought for the SMEL Employee Stock Incentive Plan - 2023 and the issue of "ESOP - 2023" and "ESPP – 2023" to the eligible employees of the Company and its

Subsidiary Companies as may be determined by the Nomination and Remuneration Committee in accordance with the ESIP-2023.

The detailed disclosure required are as under:

| <u>Particulars</u> | <u>Details</u> |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Brief Description of the Scheme | <p>The Scheme shall be called SMEL Employee Stock Incentive Plan – 2023 (ESIP-2023) broadly divided into two categories as: i. SMEL Performance ESOP Scheme (ESOP – 2023) and ii. SMEL Loyalty ESPP Scheme (ESPP – 2023) and shall be implemented through Shyam Metalics Employees Welfare Trust ('Trust') of the Company. It applies only to the Employees and Directors of the Company and its Subsidiaries, excluding Promoters & members of Promoter group, Independent Directors and Directors holding more than 10% of Outstanding equity shares of the Company directly or indirectly.</p> <p>It shall be deemed to have come into force on the date of receipt of shareholders' approval. It shall continue in effect till all the Options granted under the Scheme are exercised or have been extinguished or unless the Scheme is terminated in accordance with the regulations.</p> |
| The Total No. of Stock Options to be Granted | <p>The total of 13,35,766 (Thirteen Lakh Thirty-Five Thousand Seven Hundred and Sixty-Six) options would be available for being granted to eligible employees of the Company and its Subsidiaries under the said Scheme. Each option when exercised would be converted into one Equity share of Rs. 10/- each fully paid-up. Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation/termination of the employees or otherwise, would be available for being re-granted at a future date. Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021, require that in case of any corporate action(s) such as rights issues, bonus issues, split, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, the abovementioned limit of maximum number of options to be granted under the scheme shall automatically include within its ambit, such expansion or reduction as taken place on account of corporate action(s) including issue of bonus shares, split, rights issue, buy-back or scheme of arrangement.</p> |
| Identification of Classes of Employees entitled to participate in the Employees Stock Option Scheme | <p>All eligible Employees and Directors of the Company and its Subsidiaries excluding Promoters & members of Promoter group, Independent Directors and Directors holding more than 10% of Outstanding equity shares of the Company directly or indirectly, as may be decided by the Board of Directors (hereinafter referred as 'the Board' which term shall include Nomination and Remuneration Committee from time to time and as permitted under law), would be entitled to be granted options under the Scheme.</p> |
| The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme | <p>The appraisal process for determining the eligibility of the employee will be specified by the Nomination and Remuneration Committee, and may be based on various criteria including role/designation of the employee, length of service with the Company, past performance record, future potential of the employee and/or such other criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion, which would be final and binding.</p> |
| The requirement of vesting and period of vesting and the maximum | <p>The options would vest not earlier than 1 year and not later than five years from the date of grant of options. The Nomination and Remuneration Committee may, at its discretion, lay down certain</p> |

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|----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>period within which the options shall be vested</p> | <p>performance metrics for each round of grant, on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which options granted would vest. The exact proportion in which and the exact period over which the options would vest would be determined by the Nomination and Remuneration Committee, subject to the minimum vesting period permitted under the regulations, as amended from time to time.</p> |
| <p>The exercise price of the formula for arriving at the same</p> | <p>Exercise Price is the price, payable by the employee for exercising the option. Pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company granting options to its employees pursuant to SMEL Employee Stock Incentive Plan - 2023 will have the freedom to determine the exercise price subject to conforming to the accounting policies specified in Regulation 15.</p> <p>Regulation 15 provides as below:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Any company implementing any of the share-based schemes shall follow the requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. <input type="checkbox"/> Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time. <p>Hence, the Exercise Price will be accordingly determined by the Nomination and Remuneration Committee and disclosed appropriately.</p> <p>Shareholders may kindly note that all the grants under the ESIP-2023 shall be at Market Price less 25% and 40% discount respectively for ESOP-2023 and ESPP-2023.</p> |
| <p>The exercise period and process of exercise</p> | <p>The Exercise period would commence from the date of vesting and will expire on completion of four years from the date of vesting of options. The options will be exercisable by the Employees by application to the Company/ Trust to exercise the options and/or in such manner, and/ or on execution of such documents, as may be prescribed by the Nomination and Remuneration Committee from time to time and upon payment of exercise money and/or tax as may be applicable. The options will lapse if not exercised within the specified exercise period.</p> |
| <p>Maximum number of options to be granted per employee and in aggregate</p> | <p>The maximum number of options that may be granted to any specific Employee in aggregate shall not exceed 13,35,766 (Thirteen Lakh Thirty-Five Thousand Seven Hundred and Sixty-Six), being the maximum available under the scheme, subject to adjustment to the above number with regards to various corporate actions which the Company may come out with.</p> |
| <p>Maximum quantum of benefits to be provided per employee under a scheme(s)</p> | <p>No benefit other than grant of options is envisaged under the scheme. Maximum benefit shall accordingly refer to the maximum number of options that may be issued per employee.</p> |
| <p>Manner of Implementation and Administration of the Scheme</p> | <p>The Scheme will be implemented and administered through a Trust.</p> |

| | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Category of Scheme(s) (involves new issue of shares by the company or secondary acquisition by the trust or both) | Secondary acquisition through Trust by way of diluting Promoters Shareholding. |
| The Amount of Loan to be provided for Implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc. | The Company will provide Interest Free loan to the Trust in one or more tranches to purchase shares from Promoters of the Company in the pre-determined manner as approved by the Board. The tenure thereof will be 10 (Ten) years from the date of disbursement or such other period fixed by the Nomination and Remuneration Committee, in the best interest of the Trust and the Company. The funds so procured by the Shyam Metalics Employees Welfare Trust will be utilized, inter-alia, for acquisition of shares from the Promoters. The repayment terms shall be mutually determined by the Nomination and Remuneration Committee and the Independent Trustees. |
| Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s); | Acquisition of shares of the Company by the Trust from secondary market for a particular financial year shall not exceed 2% of the paid-up capital as at the end of previous Financial Year and that the total number of shares under secondary acquisition held by the Trust shall at no time exceed 5% of the paid-up capital as at the end of the Financial Year immediately prior to the year in which the shareholders' approval is obtained for such secondary acquisition. The Company is well within the permissible limit. |
| Transferability of Employee Stock Options and Lock in of Shares | The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended. |
| The method which the company shall use to value its options | Method of Valuation will be as prescribed under relevant / applicable Regulations, Rules/ Laws. |
| The Conditions under which option vested in employees may lapse | On Resignation or Termination of the Employee of the Company. |
| The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee | Options granted would vest essentially on the basis of continuation of employment/ service as on relevant date of vesting as a pre-requisite condition, provided that the eligible Employee is not under any notice of resignation or termination. |
| A statement to the effect that the Company shall comply with the applicable accounting standards | The Company shall conform to the applicable provisions of the Regulations, including the disclosure and the accounting policies as specified in guidelines/rules and regulations, as may be applicable from time to time. |
| Terms & conditions for buyback, if any, of specified securities covered/ granted under the ESIP - 2023: | Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the ESIP - 2023 if to be undertaken any-time by the Company, and the applicable terms and conditions thereof. |

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

Place: Kolkata
Date: 24.05.2023