

SMEL/SE/2022-23/08

May 02, 2022

<b>The Secretary, Listing Department, BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001 Maharashtra, India Scrip Code: <b>543299</b>	<b>The Manager – Listing Department National Stock Exchange of India Limited</b> “Exchange Plaza”, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India Symbol: <b>SHYAMMETL</b>
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Dear Sir/Madam,

**Sub: - Intimation of Postal Ballot**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed a copy of the Postal Ballot Notice together with the explanatory statement, seeking approval of the shareholders for following resolutions:

1. Re-appointment of Shri Sanjay Kumar Agarwal, (DIN: 00232938) as Joint Managing Director of the Company for a period of 5 (five) years w.e.f 01st April, 2022 to 31st March, 2027.
2. Re-appointment of Shri Dev Kumar Tiwari, (DIN: 02432511) as Whole Time Director of the company for a period of 5 (five) years w.e.f 01st April, 2022 to 31st March, 2027.
3. Re-appointment of Shri Bhagwan Shaw, (DIN: 03419298) as Whole-Time Director of the company for a period of 5 (five) years w.e.f 01st April, 2022 to 31st March, 2027.

The e-voting will commence on 9:00 a.m. (IST) on Monday, 9th May, 2022 and ends at 5:00 p.m. (IST) on Tuesday, 7th June, 2022. The postal ballot notice will also be available on the Company's website at [www.shyammetalics.com](http://www.shyammetalics.com).

Thanking You,

**For Shyam Metalics And Energy Limited**  
**Birendra Kumar Jain**  
**Company Secretary**  
**Encl: as above****SHYAM METALICS AND ENERGY LIMITED**

Trinity Tower, 7<sup>th</sup> Floor, 83, Topsia Road, Kolkata - 700 046 (India) UICIN: U40101WB2002PLC095491 | GSTIN: 19AAHCS5842A2ZD  
+91 33 4016 4001 +91 33 4016 4025 sel.tmt@shyamgroup.com www.shyammetalics.com

IRON PELLETS | SPONGE IRON | BILLET | TMT &amp; STRUCTURE | WIRE ROD | DUCTILE PIPE | FERRO ALLOY | POWER



## SHYAM METALICS AND ENERGY LIMITED

CIN: U40101WB2002PLC095491

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

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

Website: [www.shyammetalics.com](http://www.shyammetalics.com), E-mail: [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com)

### POSTAL BALLOT NOTICE

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

Dear Shareholder(s),

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 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 and General Circular No. 20/2021 dated December 8, 2021 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, 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 resolutions as set out in this Notice are proposed for approval of the shareholders of the Company through 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 15th March, 2022, 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 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 Tuesday, 7th June, 2022, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the relevant MCA Circulars, the Company has arranged for the shareholders to register their e-mail addresses. Those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Managing Director/Whole Time Director of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Thursday, 9th June, 2022 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](http://www.shyammetalics.com). The Company will also display the results of the Postal Ballot at its Registered Office.

**RESOLUTION 1: RE-APPOINTMENT OF SHRI SANJAY KUMAR AGARWAL, (DIN: 00232938) AS JOINT MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS W.E.F 01ST APRIL, 2022 TO 31ST MARCH, 2027**

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

"Resolved that pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all applicable guidelines issued by the Central Government from time to time, Articles of Association of the Company and such other approvals, as may be necessary, and





pursuant to the recommendations of the Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors, the consent of the members of the company be and are hereby accorded to the re-appointment of Shri Sanjay Kumar Agarwal (DIN: 00232938) as Joint Managing Director of the company whose office shall be liable to retire by rotation, for a period of 5 (five) years w.e.f 1st April, 2022 to 31st March, 2027, on the terms and conditions including remuneration as set out in the Explanatory Statement and agreement dated 15th March, 2022 entered into between the Company and Shri Sanjay Kumar Agarwal, which agreement also be and is hereby approved;

**“Resolved further that** Shri Sanjay Kumar Agarwal shall be subject to retirement by rotation during his tenure as Joint Managing Director of the Company provided that if he vacates office by retirement by rotation under the provisions of the Companies Act, 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Joint Managing Director;

**“Resolved further that** notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in 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 authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Shri Sanjay Kumar Agarwal as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time;

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

**RESOLUTION 2: RE-APPOINTMENT OF SHRI DEV KUMAR TIWARI, (DIN: 02432511) AS WHOLE TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS W.E.F 01ST APRIL, 2022 TO 31ST MARCH, 2027.**

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

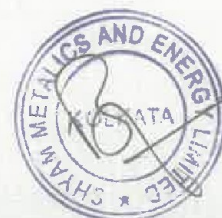
**“Resolved that** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all applicable guidelines issued by the Central Government from time to time, Articles of Association of the Company and such other approvals, as may be necessary, and pursuant to the recommendations of the Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors, the consent of the members of the company be and are hereby accorded to the re-appointment of Shri Dev Kumar Tiwari (DIN: 02432511) as Whole Time Director of the company whose office shall be liable to retire by rotation, for a period of 5 (five) years w.e.f 1st April, 2022 to 31st March, 2027, on the terms and conditions including remuneration as set out in the Explanatory Statement and agreement dated 15th March, 2022 entered into between the Company and Shri Dev Kumar Tiwari, which agreement also be and is hereby approved;

**“Resolved further that** Shri Dev Kumar Tiwari shall be subject to retirement by rotation during his tenure as Whole Time Director of the Company provided that if he vacates office by retirement by rotation under the provisions of the Companies Act, 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Whole Time Director;

**“Resolved further that** notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in 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 authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Shri Dev Kumar Tiwari as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time;

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



**RESOLUTION 3: RE-APPOINTMENT OF SHRI BHAGWAN SHAW, (DIN: 03419298) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS W.E.F 01ST APRIL, 2022 TO 31ST MARCH, 2027.**

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

**“Resolved that** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all applicable guidelines issued by the Central Government from time to time, Articles of Association of the Company and such other approvals, as may be necessary, and pursuant to the recommendations of the Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors, the consent of the members of the company be and are hereby accorded to the re-appointment of Shri Bhagwan Shaw (DIN: 03419298) as Whole Time Director of the company whose office shall be liable to retire by rotation, for a period of 5 (five) years w.e.f 1st April, 2022 to 31st March, 2027, on the terms and conditions including remuneration as set out in the Explanatory Statement and agreement dated 15th March, 2022 entered into between the Company and Shri Bhagwan Shaw, which agreement also be and is hereby approved;

**“Resolved further that** Shri Bhagwan Shaw shall be subject to retirement by rotation during his tenure as Whole Time Director of the Company provided that if he vacates office by retirement by rotation under the provisions of the Companies Act, 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Whole Time Director;

**“Resolved further that** notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in 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 and Audit Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Shri Bhagwan Shaw as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time;

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

Place: Kolkata  
Date: 15.03.2022

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





**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 on the Register of Members/List of Beneficial Owners as on Friday, 22nd April, 2022 ("Cut-Off Date") received from Depositories and whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.shyammetals.com](http://www.shyammetals.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Ltd at [www.kfintech.com](http://www.kfintech.com). The Postal Ballot Notice shall also be available on the website of the National Securities Depository Limited ("NSDL"), [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
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 Tower, B Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500 032 at [einward.ris@kfintech.com](mailto: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](mailto:einward.ris@kfintech.com) or the company to [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com).
5. In accordance with the provisions of 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, 22nd April, 2022 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut- Off Date.
8. In compliance with 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](http://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 Tuesday, 7th June, 2022 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 Monday, 9th May, 2022 and ends at 5:00 p.m. (IST) on Tuesday, 7th June, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
11. The Scrutinizer will submit his report to the Managing Director / Whole Time Director of the company after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Managing Director/ Whole Time Director of the company, on or before Thursday, 9th June, 2022, and will also be displayed on the website of the Company i.e. [www.shyammetals.com](http://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 Tuesday, 7th June, 2022 i.e., the last date specified for receipt of votes through the e-voting process.
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](mailto:compliance@shyamgroup.com) mentioning their names, folio numbers, DP ID and Client ID.



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

**RESOLUTION 1:**

The shareholders of the company at its meeting held on 26th September, 2017 has approved appointment of Shri Sanjay Kumar Agarwal (DIN: 00232938) as Joint Managing Director of the company for a period of 5 (five) years w.e.f. 1st April, 2017 till 31st March, 2022.

Shri Sanjay Kumar Agarwal has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the act and satisfies all the other conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the act for being eligible for his re-appointment. Further he is not debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as Director. The Board of Directors have taken on record the declaration and confirmation submitted by him.

Considering the significant contribution made by him in the growth of the company, the Board of Directors at its meeting held on 15th March, 2022, based on the recommendations of the Nomination and Remuneration Committee and Audit Committee and subject to the approval of members re-appointed Shri Sanjay Kumar Agarwal (DIN: 00232938) as Joint Managing Director, for a further period of 5 (five) years i.e. from 1st April, 2022 till 31st March, 2027 on terms and conditions including remuneration as set out in the agreement dated 15th March, 2022 entered between the Company and Shri Sanjay Kumar Agarwal.

The Joint Managing Director shall be liable to retire by rotation and his re-appointment at the Annual General Meeting as a Director retiring by rotation would not constitute a break in his appointment as a Joint Managing Director.

The Joint Managing Director shall not be paid any sitting fees for attending the meetings of the Board or any Committee thereof.

The main terms and conditions of his re-appointment as a Joint Managing Director, as contained in the said agreement dated 15th March, 2022 are furnished below:

- a) Term of appointment: - 5 (Five) years with effect from 1st April, 2022 till 31st March, 2027.
- b) Salary: Upto Rs. 2,00,00,000 (Rupees Two Crore) Per Annum. The annual increments will be decided by the Board of Directors of the Company on the basis of his performance within the above mentioned limit on the recommendation of Nomination and Remuneration Committee
- c) Perquisites: Provision of car with Driver for official and personal purpose, leave (encashment of unavailed leave at the end of tenure), payment of telephone and mobile expenses, the company will make contribution towards Provident Fund, Gratuity, Medical allowances and personal accident insurance.

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary, perquisites, etc. payable to Shri Sanjay Kumar Agarwal shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof).

The Board believe that continued association of Shri Sanjay Kumar Agarwal would be immensely beneficial to the Company and hence recommends this Resolution for your kind approval in the interest of the company.

Copy of the agreement dated 15th March, 2022 referred above shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com) on or before Tuesday, 7th June, 2022.

Shri. Mahabir Prasad Agarwal, Chairman of the Board and Shri. Brij Bhushan Agarwal, Vice-Chairman and Managing Director are interested Directors being relative of Sri Sanjay Kumar Agarwal. Other than this, no director and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

Additional information in respect of Shri Sanjay Kumar Agarwal pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, Companies Act, 2013 and Secretarial Standard on General Meetings ("SS-2") is annexed to this notice.





## RESOLUTION 2:

The shareholders of the company at its meeting held on 26th September, 2017 has approved appointment of Shri Dev Kumar Tiwari (DIN: 02432511) as Whole Time Director of the company for a period of 5 (five) years w.e.f. 1st April, 2017 till 31st March, 2022.

Shri Dev Kumar Tiwari has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the act and satisfies all the other conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the act for being eligible for his re-appointment. Further he is not debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as Director. The Board of Directors have taken on record the declaration and confirmation submitted by him.

Considering the significant contribution made by him in the growth of the company, the Board of Directors at its meeting held on 15th March, 2022, based on the recommendations of the Nomination and Remuneration Committee and Audit Committee and subject to the approval of members re-appointed Shri Dev Kumar Tiwari (DIN: 02432511) as Whole Time Director, for a further period of 5 (five) years i.e. from 1st April, 2022 till 31st March, 2027 on terms and conditions including remuneration as set out in the agreement dated 15th March, 2022 entered between the Company and Shri Dev Kumar Tiwari.

The Whole Time Director shall be liable to retire by rotation and his re-appointment at the Annual General Meeting as a Director retiring by rotation would not constitute a break in his appointment as a Whole Time Director.

The Whole Time Director shall not be paid any sitting fees for attending the meetings of the Board or any Committee thereof.

The main terms and conditions of his re-appointment as a Whole Time Director, as contained in the said agreement dated 15th March, 2022 are furnished below:

- a) Term of appointment: - 5 (Five) years with effect from 1st April, 2022 till 31st March, 2027.
- b) Salary: Upto Rs. 50,00,000 (Rupees Fifty Lakhs) Per Annum. The annual increments will be decided by the Board of Directors of the Company on the basis of his performance within the above mentioned limit on the recommendation of Nomination and Remuneration Committee.
- c) Perquisites: Provision of car with Driver for official and personal purpose, leave (encashment of unavailed leave at the end of tenure), payment of telephone and mobile expenses, the company will make contribution towards Provident Fund, Gratuity, Medical allowances and personal accident insurance.

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary, perquisites, etc. payable to Shri Dev Kumar Tiwari shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof).

The Board believe that continued association of Shri Dev Kumar Tiwari would be immensely beneficial to the Company and hence recommends this Resolution for your approval in the best interest of the company.

Copy of the agreement dated 15th March, 2022 referred above shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com) on or before Tuesday, 7th June, 2022.

None of the other Director and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Shri Dev Kumar Tiwari may be deemed to interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

Additional information in respect of Shri Dev Kumar Tiwari pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, Companies Act, 2013 and Secretarial Standard on General Meetings ("SS-2") is annexed to this notice.

## RESOLUTION 3:

The shareholders of the company at its meeting held on 26th September, 2017 has approved appointment of Shri Bhagwan Shaw (DIN: 03419298) as Whole Time Director of the company for a period of 5 (five) years w.e.f 1st April, 2017 till 31st March, 2022.

Shri Bhagwan Shaw has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the act and satisfies all the other conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the act for being eligible for his re-appointment. Further he is not debarred from holding office as a



Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as Director. The Board of Directors have taken on record the declaration and confirmation submitted by him.

Considering the significant contribution made by him in the growth of the company, the Board of Directors at its meeting held on 15th March, 2022, based on the recommendations of the Nomination and Remuneration Committee and Audit Committee and subject to the approval of members re-appointed Shri Bhagwan Shaw (DIN: 03419298) as Whole Time Director, for a further period of 5 (five) years i.e. from 1st April, 2022 till 31st March, 2027 on terms and conditions including remuneration as set out in the agreement dated 15th March, 2022 entered between the Company and Shri Bhagwan Shaw.

The Whole Time Director shall be liable to retire by rotation and his re-appointment at the Annual General Meeting as a Director retiring by rotation would not constitute a break in his appointment as a Whole Managing Director.

The Whole Time Director shall not be paid any sitting fees for attending the meetings of the Board or any Committee thereof.

The main terms and conditions of his re-appointment as a Whole Time Director, as contained in the said agreement dated 15th March, 2022 are furnished below:

- a) Term of appointment: - 5 (Five) years with effect from 1st April, 2022 till 31st March, 2027.
- b) Salary: Upto Rs. 20,00,000 (Rupees Twenty Lakhs) Per Annum. The annual increments will be decided by the Board of Directors of the Company on the basis of his performance within the above mentioned limit on the recommendation of Nomination and Remuneration Committee.
- c) Perquisites: Provision of car with Driver for official and personal purpose, leave (encashment of unavailed leave at the end of tenure), payment of telephone and mobile expenses, the company will make contribution towards Provident Fund, Gratuity, Medical allowances and personal accident insurance.

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary, perquisites, etc. payable to Shri Bhagwan Shaw shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof).

The Board believe that continued association of Shri Bhagwan Shaw would be immensely beneficial to the Company and hence recommends this Resolution for your approval.

Copy of the agreement dated 15th March, 2022 referred above shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com) on or before Tuesday, 7th June, 2022.

None of the other Director and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Shri Bhagwan Shaw may be deemed to interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

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

Place: Kolkata  
Date: 15.03.2022

By order of the Board  
For Shyam Metals and Energy Limited

Birendra Kumar Jain  
Company Secretary & Compliance Officer





**Details of Directors seeking appointment**

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

<b>Name</b>	<b>Shri Sanjay Kumar Agarwal</b>	<b>Shri Dev Kumar Tiwari</b>	<b>Shri Bhagwan Shaw</b>
Present Appointment in the capacity of	Joint Managing Director	Whole Time Director	Whole Time Director
Director Identification Number	00232938	02432511	03419298
Date of Birth	27/03/1976	01/01/1971	20/01/1973
Nationality	Indian	Indian	Indian
Experience in specific functional area/Brief Resume	Shri Sanjay Kumar Agarwal has more than 18 years of vast experience in the steel & ferro alloys industry and Accounting & Audit Function, Finance, Treasury & Risk Management, & Cost Accounting, SAP, Export & Import Functions etc.	Shri Dev Kumar Tiwari has more than 24 years of experience in manufacturing the steel & ferro alloys industry, Project implementation and operational activity.	Shri Bhagwan Shaw has more than 13 years of experience in manufacturing the steel & ferro alloys industry and projects implementation.
Qualification	Bachelor degree in commerce, with honors, from the University of Calcutta	Bachelor degree in Arts, with honors, from the Bihar University.	Secondary examination conducted by West Bengal Board of Secondary Examination.
Date of first Appointment on the Board	11.12.2002	10.04.2009	07.03.2013
Terms and Conditions of Appointment / Re-appointment	As per Explanatory Statement to item No. 1	As per Explanatory Statement to item No. 2	As per Explanatory Statement to item No. 3
Details of remuneration sought to be paid	As per Explanatory Statement to item No. 1	As per Explanatory Statement to item No. 2	As per Explanatory Statement to item No. 3
Last drawn remuneration (F.Y. 2020- 2021)	Rs. 38.00 Lakhs (Rupees Thirty Eight Lakhs) Per Annum	Rs.18.00 Lakhs (Rupees Eighteen Eight Lakhs) Per Annum	Rs. 6.00 Lakhs (Rupees Six Lakhs) Per Annum
Directorship in Companies as on 15th March,2022	1. Shyam Metalics and Energy Limited 2. Shyam Sel and Power Limited 3. Shyam Century Metallic Limited 4. Shyam Energy Limited 5. Kalpataru Housefin & Trading Pvt Ltd	1. Shyam Metalics and Energy Limited 2. Sygma Tubes & Pipes Private Limited 3. Shyam Greenfield Developer Private limited	1. Shyam Metalics and Energy Limited 2. Shyam Greenfield Developer Private limited 3. Gumla Aluminium Private Limited
Relationship with other Directors and Key Managerial Personnel	Shri Sanjay Kumar Agarwal is Nephew of Mr. Mahabir Prasad Agarwal and Cousin of Mr. Brij Bhusan Agarwal	Not related with anyone	Not related with anyone
Chairman/Member in the Committees of the Boards of companies as on 15th March, 2022	Shyam Metalics and Energy Ltd.: 1. Audit Committee (Member) 2. Stakeholders Relationship Committee (Member)	NIL	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL	NIL
Number of shares held in the Company as on 15th March,2022	31,580 (Thirty-One Thousand Five Hundred and Eighty)	NIL	NIL
Number of meetings of the Board attended during the year (F.Y. 2021- 2022)	8/8	5/8	3/8



The instructions for shareholders voting electronically are as under: -

**VOTING THROUGH ELECTRONIC MEANS**





In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2, the Company has arranged remote e-voting facility for all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its members.

**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.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <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: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>





Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**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.nsd.com](http://www.evoting.nsd.com).

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto: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 Shyam Metals & Energy Limited to cast your vote.

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](mailto:raj@manojbanthia.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.nsd.com](http://www.evoting.nsd.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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto: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](mailto: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.

Place: Kolkata  
Date: 15.03.2022

By order of the Board  
For Shyam Metals and Energy Limited

  
Birendra Kumar Jain  
Company Secretary & Compliance Officer  
ACS 8805

