

SMEL/SE/2023-24/82

December 12, 2023

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

**The Manager - Listing Department  
National Stock Exchange of India Limited**  
"Exchange Plaza", 5th Floor, Plot No. C/1, G  
Block, Bandra-Kurla Complex, Bandra (East),  
Mumbai 400 051  
Maharashtra, India  
Symbol: **SHYAMMETL**

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

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

1.	APPOINTMENT OF MR. SHEETIJ AGARWAL AS A DIRECTOR OF THE COMPANY
2.	APPOINTMENT OF MR. SHEETIJ AGARWAL AS THE WHOLETIME DIRECTOR OF THE COMPANY

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on **Friday, December 08, 2023**. The Company has also made arrangements for those members who have not yet registered their email address to get the same registered by following the procedure prescribed in the Notice.

The Company has engaged the services of National Securities Depositories Limited ("**NSDL**") to provide e-voting facility to its members. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on **Friday, December 08, 2023** ("**Cut-off date**"). The remote e-voting period commences from 9.00 a.m. (IST) on **Wednesday, December 13, 2023** and ends at 5.00 p.m. (IST) on **Thursday, January 11, 2024**.

This Postal Ballot Notice will also be available on the Company's website at [www.shyammetalics.com](http://www.shyammetalics.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and records.  
Yours faithfully,

**For Shyam Metalics And Energy Ltd.**

BIRENDRA KUMAR JAIN  
Digitally signed by BIRENDRA KUMAR JAIN  
Date: 2023.12.12 15:54:02 +05'30'

**Birendra Kumar Jain  
Company Secretary  
(Membership No. A8305)**

Encl: Postal Ballot Notice



**SHYAM METALICS AND ENERGY LIMITED**

REG. OFFICE: Trinity Tower, 7th Floor, 83, Topsia Road, Kolkata - 700 046, West Bengal, CIN: L40109WB2002PLC095491 GSTIN: 19AAHCS5842A2ZD

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

T: +91 33 4016 4001 F: +91 33 4016 4025 Email: [contact@shyamgroup.com](mailto:contact@shyamgroup.com) Web: [www.shyammetalics.com](http://www.shyammetalics.com) Follow us on:



## SHYAM METALICS AND ENERGY LIMITED

CIN: L40101WB2002PLC095491

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

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

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

### POSTAL BALLOT NOTICE

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

**Dear Shareholder(s),**

**Notice of Postal Ballot** is hereby given to the Members of Shyam Metals And Energy Limited (“the Company”), pursuant to and in compliance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular 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, the General Circular No. 11/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated September 25, 2023, 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(s) as set out in this Notice is proposed for approval of the shareholders of the Company through Postal Ballot (“**Postal Ballot**”) by way of voting through electronic means (“**e-voting**”).

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act read with Regulation 36 of Listing Regulations and Secretarial Standards on General Meeting (“**SS-2**”) pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

The Board of Directors of the Company, at its meeting held on 10th November, 2023, appointed Mr. Raj Kumar Banthia (ACS- 17190), partner of M/s. MKB & Associates, Practicing Company Secretaries, as the Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot process through the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

In accordance with the provisions of the relevant MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes to this Postal Ballot notice (“**Postal Ballot Notice**”) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process which commences at 9.00 a.m (IST) on Wednesday, 13th December, 2023 and ends at 5.00 p.m (IST) on Thursday, 11th January, 2024, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for facilitating e-voting. The Company has made necessary arrangements with KFin Technologies Limited, Registrar and

Share Transfer Agent (“RTA” or “KFin”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address with the Depositories/Company are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after completion of scrutiny of the e-voting. The results shall be declared within 2 (two) working days of conclusion of e-voting and shall be communicated to BSE Limited (“BSE”), and National Stock Exchange of India Limited (“NSE”), National Securities Depository Limited (“NSDL”), KFin Technologies Ltd, Registrar and Share Transfer Agent and will be displayed on the Company’s website at [www.shyammetalics.com](http://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. **11th January, 2024**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority

#### **RESOLUTION 1: APPOINTMENT OF MR. SHEETIJ AGARWAL AS A DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sheetij Agarwal (DIN: 08212992) who, pursuant to Section 161 of the Act was appointed as an Additional Director by the Board of Directors on the recommendation of Nomination and Remuneration Committee w.e.f. 10th November, 2023 and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company with effect from 10th November, 2023;

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to do all such acts, things and deeds as may be necessary to give effect to the above resolution.”

#### **RESOLUTION 2: APPOINTMENT OF MR. SHEETIJ AGARWAL AS THE WHOLETIME DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, read with Schedule V of the Companies Act, 2013, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee and approval of Board of Directors, consent of the Company be and is hereby accorded to the appointment of Mr. Sheetij Agarwal (DIN No. 08212992) as the Wholetime Director of the Company for a period of 5 (five) years w.e.f. 10th November, 2023 till 09th November, 2028, liable to retire by rotation upon such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice and as enumerated in the Agreement dated 10th November, 2023 a copy whereof, has been submitted to this meeting, which Agreement is also hereby approved, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, within the maximum limits of remuneration approved by the Members of the Company;

**RESOLVED FURTHER THAT** Mr. Sheetij Agarwal may be paid the above-mentioned remuneration as minimum remuneration in case of absence or inadequacy of profits in any financial year during his term of office, subject to requisite approvals;

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to do all such acts, things and deeds as may be necessary to give effect to the above resolution.”

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

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

**Place: Kolkata**  
**Date: 10.11.2023**

## NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Regulation 36 of Listing Regulations and SS-2 stating all material facts and the reasons for the proposals set out in resolution is annexed herewith and forms a part of the Notice.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, 8<sup>th</sup> December, 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](http://www.shyammetalics.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 e-voting website of KFin Technologies Limited at <https://evoting.kfintech.com/>. The Postal Ballot Notice shall also be available on the website of the National Securities Depository Limited, [www.evoting.nsdl.com](http://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](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 compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 8<sup>th</sup> December, 2023** will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut- Off Date.
8. In compliance with the provisions of Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL, [www.evoting.nsdl.com](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 **Thursday, 11<sup>th</sup> January, 2024** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The e-voting period commences at 9:00 a.m. (IST) on **Wednesday, 13<sup>th</sup> December, 2023** and ends at 5:00 p.m. (IST) on **Thursday, 11<sup>th</sup> January, 2024**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
11. The Board of the Company has appointed Mr. Raj Kumar Banthia (ACS- 17190), partner of M/s. MKB & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.

12. Upon completion of scrutiny of the votes, the Scrutinizer will submit his final report to the Chairman of the Company or any other person authorized by the Chairman as soon as possible after the last date of e-voting but not later than 2 (two) working days from the conclusion of e-voting. The Results of the E-voting/Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company, i.e. [www.shyammetalics.com](http://www.shyammetalics.com), besides being communicated to the Stock Exchanges, NSDL and RTA.
13. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Thursday, 11<sup>th</sup> January, 2024** i.e., the last date specified for receipt of votes through the e-voting process. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
14. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com) mentioning their names, folio numbers, DP ID and Client ID.
15. In accordance with the MCA Circulars, the Members are requested to take note of the following:  
Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with RTA, by following the procedure given below:
- Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
  - Select the company name: Shyam Metalics And Energy Limited
  - Enter DP ID & client ID (in case shares are held in electronic form)/physical folio no. (in case shares are held in physical form) and Permanent Account Number ("PAN")
  - In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the share certificate numbers in respect of the shares held by you.
  - Enter the email address and mobile number.
  - System will check the authenticity of the DP ID & client ID/physical folio no. and PAN/ share certificate number, as the case may be and send the one-time password ("OTP") to the said mobile number and email address for validation.
  - Enter the OTP received by SMS and email to complete the validation process. (Please note that the OTP will be valid for 5 minutes only).
  - In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
  - System will confirm the email address for the limited purpose of serving this Postal Ballot Notice and the e-voting instructions along with the user ID and password
- Alternatively, Members may send an email request to [einward.ris@kfintech.com](mailto: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](mailto:einward.ris@kfintech.com) or contact RTA at toll free number: **1800-309-4001**.
16. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

## General information and instructions relating to e-voting





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

### Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="553 600 1443 993">1. Existing <b>IDeAS</b> 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 “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="553 999 1443 1182">2. If you are not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp</a>. Upon successful registration, please follow above point no. 1.</li><li data-bbox="553 1188 1443 1614">3. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="553 1621 1443 1724">4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p data-bbox="756 1730 1203 1761"><b>NSDL Mobile App is available on</b></p> <p data-bbox="756 1791 1203 1833"> <b>App Store</b>  <b>Google Play</b></p> <div data-bbox="797 1864 935 2003"></div> <div data-bbox="1032 1864 1170 2003"></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000 and 022 -2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 225 533



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

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

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

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

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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

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

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

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

### **General Guidelines for shareholders**

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

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

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

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

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

**Place: Kolkata**  
**Date: 10.11.2023**

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

**RESOLUTION 1 and 2:**

To strengthen the composition of the Board and to bring in new innovative thought process, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 10<sup>th</sup> November 2023 appointed Mr. Sheetij Agarwal (DIN: 08212992) as an Additional Director effective from the said date in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder ("the Act").

The Board, based on the recommendations of the Nomination and Remuneration Committee, subject to the approval of the Members of the Company, also approved the appointment and remuneration of Mr. Sheetij Agarwal as the Whole-time Director, for a term of 5 (five) years effective 10<sup>th</sup> November, 2023 and whose office shall be liable to retire by rotation.

Mr. Sheetij Agarwal aged 25 Years is a Bachelor of Science in Business Administration from D'Amore Mckim School of Business, Northeastern University. He overlooks and spearheads Strategy & Business Development at Shyam Metalics and Energy Limited. He also manages the Aluminium plant at Pakuria, West Bengal. He aspires to hone his passion for connecting his vision for the business with sustainability at Shyam Metalics.

He is also a key person in developing a strategic roadmap to augment the Company's position as a global trailblazer in the steel industry. He offers his expertise on market intelligence, evaluative growth opportunities, capital investments, and brand alliances for the Company. He brings a distinctive perspective to the business with a vision to scale the organization to greater heights. Sheetij is primarily responsible for establishment of Company's footprint in the domestic market and over 40 international markets. Before joining Strategy & Business Development at Shyam Metalics, he had a stint as an ETF Analyst at Brown Brothers Harriman.

Pursuant to the provisions of Section 161(1) of the Act and Regulation 17(1C) of Listing Regulations, Mr. Sheetij Agarwal will hold the office of a Director only up to the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier.

The Company has received from Mr. Sheetij Agarwal (i) consent in writing to act as the Wholetime Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under 164(2) of the Act. Mr. Agarwal has also confirmed that he has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for his appointment as Whole-time Director.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Sheetij Agarwal to be appointed as the Wholetime Director of the Company as per the provisions of the Act.

The material terms of appointment and remuneration as contained in the Agreement dated 10<sup>th</sup> November, 2023 entered with Mr. Sheetij Agarwal are given below:

**Period:** For a term of 5 (five) years effective 10<sup>th</sup> November, 2023 till 9<sup>th</sup> November, 2028.

**Nature of Duties:** Mr. Sheetij shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board and/or Managing Director from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board and/or Managing Director in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries, including performing duties from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a Company.

## **Remuneration**

1. Annual remuneration - in the range of Rs. 60,00,000/- p.a. to Rs. 2,00,00,000/- p.a. and variable incentive not exceeding Rs. 1,00,00,000/- p.a. as approved by the Board of Directors of the Company
2. Coverage for Hospitalisation, Life and Accident Insurance in line with the applicable company policy.
3. Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time.
4. Reimbursement of expenses on mobile phone and internet.
5. Other out of pocket expenditures as may be incurred on actual basis.

## **Minimum Remuneration**

In any financial year, if the Company has no profits or its profits are inadequate, the Company shall pay the remuneration mentioned above as minimum remuneration.

A copy of the agreement between Mr. Sheetij Agarwal and the Company containing terms of his appointment referred in this Notice will be available for inspection without any fees by the Members up to the date of passing of these resolutions. The Members may write an email to [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com) for inspection of the same.

Additional information in respect of Mr. Sheetij Agarwal pursuant to Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is given in Annexure to this Notice.

Except Mr. Mahabir Prasad Agarwal, Brij Bhushan Agarwal, Mr. Sanjay Kumar Agarwal and Mr. Sheetij Agarwal (being the appointee) and their respective relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested in the said Resolution.

The Board believes that introduction of Mr. Sheetij Agarwal to the Board would be immensely beneficial to the Company and hence recommends this resolution for approval of the members as set forth in the Notice.

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

**Place: Kolkata**  
**Date: 10.11.2023**

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

**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>Mr. Sheetij Agarwal</b>
Present Appointment in the capacity of	Whole-time Director
Director Identification Number	08212992
Date of Birth	14/09/1998
Nationality	Indian
Experience in specific functional area / brief resume	Mr. Sheetij Agarwal aged 25 Years is a Bachelor of Science in Business Administration from D'Amore Mckim School of Business, Northeastern University. He overlooks and spearheads strategy & Business Development at Shyam Metalics and Energy Limited. He also manages the Aluminium plant at Pakuria, West Bengal. He aspires to hone his passion for connecting his vision for the business with sustainability at Shyam Metalics.
Relationship with other Directors and Key Managerial Personnel.	Mr. Brij Bhushan Agarwal (Father) Mr. Mahabir Prasad Agarwal (Grand Father) Mr. Sanjay Kumar Agarwal (Uncle)
Qualification	Bachelor of Science in Business Administration from D'Amore Mckim School of Business, North eastern University.
Date of first Appointment on the Board	10 <sup>th</sup> November, 2023
Terms and Conditions of Appointment	Proposed to be appointed as the Whole Time Director for a period of 5 years as per Notice convening the postal ballot read with explanatory statement thereto.
Remuneration last drawn	Not applicable
Details of remuneration sought to be paid	As per explanatory statement
Directorship held in other Listed Companies	NIL
Name of committee in which the person holds the chairmanship/membership	NIL
Listed entities from which the Director has resigned in the past three years	NIL
Shareholding in the Company	NIL
Number of meetings of the Board attended during the year	1 (One)