



SHAH METACORP LIMITED

(Formerly known as Gyscoal Alloys Limited)

Corporate Office:

2nd Floor, Mrudul Tower ,
B/h-Times of India, Ashram Road,
Ahmedabad GJ 380009 IN
Tel.:+91-79-66614508 E-mail:
account@shahgroupco.com
Web.:www.gyscoal.com
CIN: L27209GJ1999PLC036656

Regd. Office & Factory:

Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal.
Vijapur, Dist. Mehsana,
Kukarwada GJ 382830 IN
E-mail: account@shahgroupco.com

September 06, 2023

To, Bombay Stock Exchange Limited 1 st Floor, New Trading Ring, Rotunda Building, P. J. Tower, Dalal Street, Mumbai – 400 001. Scrip Code: 533275	To, National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Company Symbol: SHAH
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Dear Sir/Madam,

Sub: Notice of 24th Annual General Meeting of the Company, Record date and E-voting Cut-off date.

In Compliance with the Provision of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that the 24th Annual General Meeting (“AGM”) of the Company is scheduled to be held on Saturday, September 30, 2023 at 11.30 A.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The copy of the Notice of the 24th AGM of the Company is enclosed herewith and also available on website of the Company at www.gyscoal.com.

The Details of E-Voting:

In Compliance with provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide its members the facility to cast their votes by remote e-voting and e-voting during AGM, provided



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by NSDSL, on the resolutions as set forth in the Notice of AGM. The instructions for e-voting are also available in the Notice.

The information pertaining to the e-voting is motioned herein below:

Cut-off date for e-voting/ attending & e-voting during the AGM	Friday, September 22, 2023
Date and time of commencement of Remote e-voting	From 9.00 a.m. (IST) on Saturday, September 23, 2023.
Date and time of end of Remote e-voting	Up to 5:00 p.m. (IST) on Friday, September 29, 2023. The remote e-voting shall not be allowed beyond the said date and time.
AGM Date	Saturday, September 30, 2023 at 11.30 A.M. (IST)

We request to kindly take the same on records.

Yours faithfully,

For, Shah Metacorp Limited
(Formerly known as Gyscoal Alloys Limited)

Viral Shah
Chief Executive Officer (CEO)
PAN: AMDPS7753D
Encl: As stated



NOTICE OF THE 24TH ANNUAL GENERAL MEETING

**SHAH METACORP LIMITED
(Formerly known as Gyscoal Alloys Limited)**

CIN: L27209GJ1999PLC036656

**Registered Office: Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana
Kukarwada, Mahesana GJ 382830 IN**

Tel No.: +91 79-66614508

Website: www.gyscoal.com, E-mail: info@gyscoal.com

NOTICE

NOTICE is hereby given that the 24TH Annual General Meeting (AGM) of the Members of **SHAH METACORP LIMITED (FORMERLY KNOWN AS GYSKOAL ALLOYS LIMITED)** (“the Company”) will be held on Saturday, September 30, 2023 at 11:30 A.M (IST) through video conferencing mode /Other Audio Visual Means (“VC/OAVM”) and the venue of the meeting shall be deemed to be the Registered Office of the company at Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana Kukarwada, Mahesana GJ 382830 IN to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 including audited Balance Sheet as at March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Mona Viral Shah (DIN 02343194), who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

To consider and if thought fit, to pass the following resolution as an **ordinary resolution:**

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Mona Viral Shah (DIN 02343194), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a director of the company.”

SPECIAL BUSINESSES

3. Alteration of the Objects Clause of the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to Section 4 and Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and read with applicable rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate

authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the consent of Members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Object Clause of the Memorandum of Association of the Company by inserting following paragraph number 6 after paragraph number 5 of Clause III (A):

Alteration of existing Object by adding following object as new segment:

“6. To carry on business in India or abroad as manufacturers, producers, processors, makers, convertors, refiners, importers, exporters, traders, buyers, sellers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in chemicals, intermediates, agriculture products & chemical used in industry, science, photography, agriculture, horticulture and forestry; unprocessed artificial resins, unprocessed plastics; manures; fire extinguishing compositions; tempering and soldering preparations; chemical substances for preserving foodstuffs; tanning substances; adhesive used in industry such as Ferrous chloride, Ferrous sulphate, Calcium chloride, all chemicals heavy or fine, organic, inorganic, biological or any other formulations, derivatives and compounds thereof from mineral origin or from other chemicals or from by-products or waste products of other trades and industries and other branded preparations and compounds, derivatives and formulations thereof and consumers products based thereon; pharmaceutical specialties, surgical specialties, cosmetics, germicides, detergents, acids; Dyes, Dyestuff chemicals, chemical compounds (organic and inorganic), intermediates etc in all forms, and chemical products of any nature and kind whatsoever, and all by-products and heavy chemicals of various kinds (solid, liquid, gaseous), tannin extracts, essences, solvents, plastics of all types, dyes stuffs, intermediates, textile auxiliaries, colors, dyes, paints, varnishes, vat and other organic dye stuff, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, bio chemicals, sizing, bleaching and other preparations used for industrial, agricultural based for commercial and non- commercial basis.”

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any of its duly authorized Committees) and / or Company Secretary or any officer(s) so authorised by the Board, be and are hereby SEVERALLY authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and any alterations to the aforesaid resolution as may be advised by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

4. To approve increase in authorized share capital of the Company and consequent amendment of Memorandum of Association 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 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), and the rules made thereunder (including any amendment thereto or re-enactment thereof), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if any, the approval of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) equity shares of Rs. 1/- each (Rupees One Only) each to Rs. 70,00,00,000/- (Rupees Seventy Crores) divided into 70,00,00,000 (Seventy Crore) equity shares of Face Value of Rs. 1/- (Rupees One Only) each by addition of 20,00,00,000 (Twenty Crore) Equity Shares of Face Value of Rs. 1/- (Rupees One Only) each.

RESOLVED FURTHER THAT subject to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and subject to such other approval(s) from the concerned Statutory Authority(ies), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorized Share Capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy Crores) divided into 70,00,00,000 (Seventy Crore only) Equity shares of Face Value of Rs. 1/- (Rupees One Only) each.”

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) be and is hereby severally authorized to do all deeds, matters, things, acts and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with Stock Exchanges or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard.”

5. To Re-appoint Mr. Mahendra Shukla (DIN: 09461897) as an Executive Director of the company to fix his remuneration for a period of 3 (Three) years:

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 197, 198 and 203 read together with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the re-appointment of Mr. Mahendra Shukla (DIN: 09461897) as an Executive Director of the Company, liable to retire by rotation for a period of 3 (Three) years effective from October 01, 2023 to September 30, 2026, be and is hereby approved, on such terms and remuneration as set out in the explanatory statement to this notice and forming part of this notice with a liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment so as the total remuneration payable to him shall not exceed the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force

and as agreed by and between the Board of Directors and Mr. Mahendra Shukla without any further reference to the Company in General Meeting.;

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and the remuneration payable to Mr. Mahendra Shukla may exceed five percent of the net profits of the Company (computed in accordance with the Act), but shall not exceed ten percent of the net profits of the Company (computed in accordance with the Act) payable to all Executive Directors taken together, if applicable and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to him for a period not exceeding three years from October 01, 2023 to September 30, 2026, subject to the limits and conditions prescribed in Schedule V to the Act for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Mr. Mahendra Shukla as Executive Director within the overall limits under the Act and to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution”.

6. To Re-appoint Ms. Mona Shah (DIN: 02343194) as an Executive Director and Chairperson of the company to fix her remuneration for a period of 5 (Five) years:

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 197, 198 and 203 read together with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the re-appointment of Ms. Mona Shah (DIN: 02343194) as an Executive Director and Chairperson of the Company, liable to retire by rotation for a period of 5 (Five) years effective from October 01, 2023 to September 30, 2028, be and is hereby approved, on such terms and remuneration as set out in the explanatory statement to this notice and forming part of this notice with a liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment so as the total remuneration payable to him shall not exceed the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Ms. Mona Shah without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and the remuneration payable to Ms. Mona Shah may exceed five percent of the net profits of the Company (computed in accordance with the Act), but shall not exceed ten percent of the net profits of the Company (computed in accordance with the Act) payable to all Executive Directors taken together, if applicable and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to him, subject to the limits and conditions prescribed in Schedule V to the Act for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Ms. Mona Shah as Executive Director, Chairperson within the overall limits under the Act and to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution”.

REGISTERED OFFICE:

Plot No. 2/3 GIDC Ubkhal,
Kukarwada, Tal. Vijapur, Dist.
Mehsana Kukarwada
Mahesana GJ 382830 IN
(CIN: L27209GJ1999PLC036656)

**BY THE ORDER OF BOARD OF DIRECTORS,
SHAH METACORP LIMITED
(FORMERLY KNOWN AS GYSCOAL ALLOYS LIMITED)**

Sd/-
Mona V Shah
Chairperson and Director
(DIN - 02343194)

DATE: SEPTEMBER 05, 2023

PLACE: AHMEDABAD

NOTES:

1. The 24th Annual General Meeting (AGM) is being held through video conferencing/other audiovisual means (VC/OAVM) in accordance with the procedure prescribed in circular number 20 | 2020 dated May 05, 2020, read with circular number 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May 2022 and latest being 10/2022 dated 28th December, 2022 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per notes.

2. The name of the Company changed from Gyscoal Alloys Limited to Shah Metacorp Limited w.e.f. June 02, 2023. The resolution for change in name of the company was approved by the shareholders in their Extra Ordinary general Meeting (EGM) held on May 12, 2023, the certificate issue by Ashok Dhariwal & Co. (Registration No. 100648W), Statutory Auditor pursuant to Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 dated April 3, 2023 Annexed forming part of Notice for consideration and noting. It was also placed on website of the Company at the time of EGM.
3. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.
4. Pursuant to the provisions of the Companies Act, 2013 (“Act”) a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
5. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the M/s. Link Intime India Private Limited, the Registrar and Transfer Agent, by email through its registered email address to rnt.helpdesk@linkintime.co.in or cs@shahgroupco.com.
6. Copies of the Balance Sheet, the Statement of Profit and Loss, the Directors’ Report, the Auditor’s Report and every other document required by law to be annexed or attached to the Balance Sheet for the financial year ended March 31, 2023, are annexed / attached.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.

10. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Integrated Report & Annual Accounts 2022-23 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Notice convening the AGM along with the Integrated Report & Annual Accounts 2022-23 will also be available on the website of the Company at www.gyscoal.com, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and Notice of AGM can be accessed from the website of NSDL at www.evoting.nsdl.com. Printed copies of the annual report (including the Notice) are not being sent to the members in view of the e-AGM circulars.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address with pin code, if any, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form.

12. The members are requested to send all their communications to the Registrar & Share Transfer Agent M/s Link Intime India Private Limited, 506 TO 508, Amarnath Business Centre – 1, Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off, Chimanlal Girdharlal Rd, Sardar Patel Nagar, Ellisbridge, Ahmedabad, Gujarat 380006 or at the Corporate Office of the Company at 2nd Floor, Mrudul Tower, Behind Times of India, Ashram Rd, Shreyas Colony, Navrangpura, Ahmedabad, Gujarat 380009.

13. For any communication, the shareholders may also send requests to the Company's investor email id: cs@shahgroupco.com.

14. The Board of Directors have appointed M/s. Chirag Shah & Associates, Practising Company (Membership No. FCS 5545) as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, www.Gyscoal.com.

15. Electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under the Companies Act, 2013, will be available for inspection by the members on request by sending an e-mail on cs@shahgroupco.com. The members desiring any information relating to the accounts or having any questions, are requested to write to the Company on cs@shahgroupco.com at least seven days before the date of the Annual General Meeting (AGM) so as to enable the Management to keep the responses ready and expeditiously provide them at the AGM, as required.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI

(Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

1. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
2. Members holding shares as on cut-off date, i.e. as on Friday, 22 September, 2023, may cast their votes electronically. The e-voting period commences on Saturday, 23 September, 2023 (9:00 a.m. IST) and ends on Friday, 29 September, 2023 (5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
3. The remote e-voting period begins on Saturday, 23 September, 2023 at 09:00 A.M. and ends on Friday, 29 September, 2023 at 05:00 P.M. During this period, Members holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commences Saturday, 23 September, 2023 to Friday, 29 September, 2023 or e-Voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
4. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 30 minutes after the conclusion of the Meeting.
5. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
6. 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.

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

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

• **Details on Step 1: Access to NSDL e-voting System:**

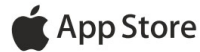
a) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for

casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- 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 <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- 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.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be 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.

b) Login Method for e-Voting and joining virtual meeting 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. b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

• **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.

Important note:

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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 Company by e-mail to cs@shahgroupco.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@shahgroupco.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 cs@shahgroupco.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

7. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against

company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@shahgroupco.com. The same will be replied by the company suitably. Those shareholders who have registered themselves as speaker shareholder only be allowed to express their views/ask questions during the meeting.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or can contact NSDL on evoting@nsdl.co.in / 1800 1020 990 and 1800 22 44 30.

REGISTERED OFFICE:

Plot No. 2/3 GIDC Ubkhal,
Kukarwada, Tal. Vijapur, D
Mehsana Kukarwada
Mahesana GJ 382830 IN
(CIN: L27209GJ1999PLC036656)

**BY THE ORDER OF BOARD OF DIRECTORS,
SHAH METACORP LIMITED**

(FORMERLY KNOWN AS GYSKOAL ALLOYS LIMITED)

Sd/-

Mona V Shah
Chairperson and Director
(DIN - 02343194)

DATE: SEPTEMBER 05, 2023

PLACE: AHMEDABAD

Annexure to the Notice

**Details of the Directors seeking re-appointment at the 24th Annual General Meeting
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015, and SS - 2 - Secretarial Standard on General Meeting:**

1. Ms. Mona Shah (DIN: 02343194)

Name of the Director	Mona Viral Shah
DIN	02343194
Date of Birth	09/05/1976
Date of first Appointment on the Board	11/02/2022
Names of other Listed entities in which he/she also holds the directorship and Chairman/ Membership of Committees in other Indian Public Limited Companies as on 31.03.2023 other than this company* (C=Chairman, M=Member)	Nil
Education Qualification	M.com, B.com
Terms and conditions of re-appointment	She is appointed as a Executive Director of the Company and is liable to retire by in terms of Section 152 of the Companies Act, 2013 and terms are as per the Nomination & Remuneration Policy of the Company as displayed on the Company's website i.e. www.gyscoal.com and as per explanatory statement.
Details of remuneration sought to be paid and remuneration last drawn, if applicable	Nil
Number of meetings of the Board of Directors attended during the F.Y. 2022-23	7 (Seven)
Brief Resume of the Director including nature of expertise in specific function areas and their experience etc.	Ms. Mona Shah aged of 47 years, is the Executive Director and chairperson of the Company. She possesses long and rich experience in business. She is Having a varied experience in the field of Finance of over 7 years. Mrs. Shah is competently managing Sampati Securities Limited's Current Business Deals and Financial transactions.

	Mrs. Shah believes in expanding horizons of the business. Hence, she also maintains her focus on new business areas and increasing assets of the company.
Number of Shares held in the Company:	5,00,164 Equity Shares
Relationships between Directors inter-se	She is related to Mr. Viral Shah, Chief Executive Officer.
Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018 issued by BSE and NSE respectively.	She is not debarred from holding the office of Key Managerial Personnel by virtue of any SEBI order or any other such authority.

2. Mr. Mahendra Kumar Shukla (DIN: 09461897)

Name of the Director	Mahendra Shukla
DIN	09461897
Date of Birth	09/05/1976
Date of first Appointment on the Board	11/02/2022
Names of other Listed entities in which he/she also holds the directorship and Chairman/ Membership of Committees in other Indian Public Limited Companies as on 31.03.2023 other than this company* (C=Chairman, M=Member)	Nil
Education Qualification	Master degree in the field of Arts with specialization of Economics. Diploma in Labour Welfare. Post graduate diploma in Management.
Terms and conditions of re-appointment	As per the Nomination & Remuneration Policy of the Company as displayed on the Company's website i.e. www.gyscoal.com .
Details of remuneration sought to be paid and remuneration last drawn, if applicable	Rs. 1.70 Lakh (includes reimbursement of expenses)
Number of meetings of the Board of Directors attended during the F.Y. 2022-23	7 (Seven)
Brief Resume of the Director including nature of expertise in specific function areas and their experience etc.	Mr. Mahendra Shukla's rich experience and in-depth knowledge regarding various fields like Production, Human Resource Management, Economics, and strength of

	<p>handling projects will be in the best interest of the company.</p> <p>Mr. Shukla has worked with below listed reputed organization:</p> <ol style="list-style-type: none"> 1. Simplex Coke Group 2. Eurocoustic Products Ltd. 3. Jindal Saw Group (Seamless & JTIL) 4. Steelco Gujarat Ltd (Comcraft Group) 5. Welspun Gujarat Stahl Rohern Ltd 6. PT Ispat indo 7. Ram Krishna Foreigns Ltd 8. Usha Martin Ltd 9. Samanvay (Bhopal)
Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018 issued by BSE and NSE respectively.	He is not debarred from holding the office of Key Managerial Personnel by virtue of any SEBI order or any other such authority.
Number of Shares held in the Company:	Nil
Relationships between Directors inter-se	He is not related to any Director.

*Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included

REGISTERED OFFICE:

Plot No. 2/3 GIDC Ubkhal,
Kukarwada, Tal. Vijapur, D
Mehsana Kukarwada
Mahesana GJ 382830 IN
(CIN: L27209GJ1999PLC036656)

**BY THE ORDER OF BOARD OF DIRECTORS,
SHAH METACORP LIMITED
(FORMERLY KNOWN AS GYSKOAL ALLOYS LIMITED)**

Sd/-

Mona V Shah
Chairperson and Director
(DIN - 02343194)

DATE: SEPTEMBER 05, 2023

PLACE: AHMEDABAD

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

The Explanatory statement pursuant to section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice are as follows:

Item No. 3 Alteration of the Objects Clause of the Memorandum of Association of the Company:

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The Company wants to enter in to new segment of Agricultural chemical and product and other chemical products and current object falling in segment of steel and alloys business. Accordingly, Board of directors at their meeting held on August 14, 2023 approved change in object by adding new segment products along with existing object.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The “Main Object” clause of the Memorandum of Association (“MOA”) of the Company is being amended by inserting new object as a paragraph number 6 after paragraph number 5 of Clause III (A) as per resolution.

The Board at its meeting held August 14, 2023 has approved amendment and alteration of the MOA of the Company and the Board now seek Members’ approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of Members through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board, recommends passing of this Special Resolutions as set out at Item No. 3 of this Notice, for your approval.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 3 of the Notice except to the extent of their shareholding in the Company.

Item No.4: To approve increase in authorized share capital of the Company and consequent amendment of Memorandum of Association of the Company:

The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only)

divided into 500000000 (Fifty Crores) Equity Shares of Rs.1/- (Rupee One) each.

Considering the overall business growth and future expansion and the operational needs of the Company, the Board of Directors at their meeting held on August 26, 2023 proposed to raise additional capital up to Rs. 70,00,00,000 (Rupees Seventy Crores) by creation of 20,00,00,000 (Twenty Crore) additional equity share of Rs.1/- each (Rupee One), subject to shareholders approval.

It is therefore proposed to increase the Authorized Share Capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crores only) to Rs. 70,00,00,000 (Rupees Seventy Crore only) equity share of Rs.1/- each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

It is requested to note that the draft of the Altered Memorandum of Association of the Company shall be open for inspection of the members at the Registered Office of the Company during 11:00 AM (IST) to 5:00 PM (IST) on all working days from the date of dispatch of the Notice till the last date for voting.

Pursuant to section 13, 61 of the Companies Act, 2013, the proposed increase in Authorized Capital and the consequential changes in Clause V of the Memorandum will require the approval of the Members of the Company.

The Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No. 4 of the Notice to increase the Authorized Share Capital of the Company for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this resolution except to the extent of their shareholding in the Company.

Item No.5: To Re-appoint Mr. Mahendra Shukla (DIN: 09461897) as an Executive Director of the company to fix his remuneration for a period of 3 (Three) years:

The Members, at the Extra Ordinary general meeting held on Monday, May 09, 2022, had appointed Mr. Mahendra Shukla as Executive Director of the Company. In compliance to amendment of Regulation 17 of Listing Regulations the Board approved, on the basis of recommendation of Nomination and Remuneration committee the re-appointment of Mr. Mahendra Shukla for the terms of 3 years in their Meeting held on September 05, 2023.

The Nomination & Remuneration Committee of the Company at its meeting held on September 05, 2023 recommended and the Board at its meeting held on September 05, 2023 have re-appointed Mr. Mahendra Shukla as Executive Director of the Company for a period of Three years with effect from October 01, 2023 on the following terms and conditions, subject to the approval of the shareholders in General Meeting.

The brief particulars of re-appointment and remuneration payable to Mr. Mahendrs Shukla as Executive Diector are as follows:

The Company has received from Mr. Mahendra Shukla (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,

(ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

The terms and conditions of his appointment are as follows:

- a. Period of Appointment Three years from October 01, 2023 to ending on September 30, 2026.
- b. Remuneration Details: Monthly Salary Maximum 10,00,00/- (Rupees One Lakh Only) including Bonus, cash allowances and Incentives with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit. Other facilities, if any It includes Company's Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company. These shall not be included in computation of above limits of remuneration. Minimum Remuneration Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Mahendra Shukla, the remuneration by way of Salary, Bonus and Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or reenactment (s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time.
- c. Termination: He can be terminated by either party giving 1 months' notice in writing of such termination.
- d. Duties and Responsibilities: Mr. Mahendra Shukla shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the re-appointment of Mr. Mahendra Shukla as a Executive director w.e.f. October 01, 2023.

The above may be treated as written memorandum setting out the terms of re-appointment of Mr. Mahendra Shukla under section 190 of the Companies Act, 2013.

Brief resume and other details of Mr. Mahendra Shukla are provided in annexure to this Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Company received a notice from a Member in writing in accordance with Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, he and is hereby appointed as Executive Director of the Company, liable to retire by rotation. Mr. Mahendra Shukla (DIN: 09461897) is not disqualified from being re-appointment as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Board recommends the resolution set forth in Item no. 5 for the approval of members.

Mr. Mahendra Shukla is deemed to be interested in the said resolution as it relates to his re-appointment. None of the relative is interested in the said resolution. None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Special Resolution, as set out in Item no. 5 of this Notice.

Item No.6: To Re-appoint Ms. Mona Shah (DIN: 02343194) as an Executive Director and Chairperson of the company to fix her remuneration for a period of 5 (Five) years:

The Members, at the Extra Ordinary general meeting held on Monday, May 09, 2022, had appointed Ms. Mona Shah (DIN: 02343194) as Executive Director and Chairperson of the Company. In compliance to amendment of Regulation 17 of Listing Regulation the Board approved, on the basis of recommendation of Nomination and Remuneration committee the re-appointment of Ms. Mona Shah for the terms of 5 years in their Meeting held on September 04, 2023.

The Nomination & Remuneration Committee of the Company at its meeting held on September 04, 2023 recommended and the Board at its meeting held on September 04, 2023 have re-appointed Ms. Mona Shah as Executive Director of the Company for a period of Five years with effect from October 01, 2023 on the following terms and conditions, subject to the approval of the shareholders in General Meeting.

The brief particulars of re-appointment and remuneration payable to Ms. Mona Shah as Executive Director and Chairperson are as follows:

The Company has received from Ms. Mona Shah (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

The terms and conditions of appointment are as follows:

- a. Period of Appointment Five years from October 01, 2023 to ending on September 30, 2028.
- b. Remuneration Details: Monthly Salary Maximum 10,00,000/- (Rupees One Lakh Only) including Bonus, cash allowances and Incentives with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit. Other facilities, if any It includes Company's Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company. These shall not be included in computation of above limits of remuneration. Minimum Remuneration Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Ms. Mona Shah, the remuneration by way of Salary, Bonus and Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or reenactment (s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time.
- c. Termination: She can be terminated by either party giving 1 months' notice in writing of such

termination.

- d. **Duties and Responsibilities:** Ms. Mona Shah shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to her, subject to superintendence, control and guidance of Board of Directors.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the re-appointment of Ms. Mona Shah as an Executive Director and Chairperson w.e.f. October 01, 2023.

The above may be treated as written memorandum setting out the terms of re-appointment of Ms. Mona Shah under section 190 of the Companies Act, 2013.

Brief resume and other details of Ms. Mona Shah are provided in annexure to this Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Company received a notice from a Member in writing in accordance with Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby re-appointed as Executive Director and chairperson of the Company, liable to retire by rotation. Ms. Mona Shah is not disqualified from being re-appointment as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Board recommends the resolution set forth in Item no. 6 for the approval of members.

Ms. Mona Shah is deemed to be interested in the said resolution as it relates to her re-appointment. Mr. Viral Shah, CEO of the relative is interested in the said resolution. None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Special Resolution, as set out in Item no. 6 of this Notice.

REGISTERED OFFICE:

Plot No. 2/3 GIDC Ubkhal,
Kukarwada, Tal. Vijapur, D
Mehsana Kukarwada
Mahesana GJ 382830 IN
(CIN: L27209GJ1999PLC036656)

**BY THE ORDER OF BOARD OF DIRECTORS,
SHAH METACORP LIMITED**

(FORMERLY KNOWN AS GYSKOAL ALLOYS LIMITED)

Sd/-

Mona V Shah
Chairperson and Director
(DIN - 02343194)

DATE: SEPTEMBER 05, 2023

PLACE: AHMEDABAD

TO WHOM SO EVER IT MAY CONCERN

We, the Statutory Auditors of Gyscoal Alloys Limited (hereinafter referred to as "the Company"), have examined the relevant records of the Company and information provided by management of the Company in relation to issue a certificate for compliance with the conditions at Sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") for change of Company's name from GYSCOAL ALLOYS LIMITED to SHAH METACORP LIMITED.

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions of Regulation 45 of Listing Regulations, we do hereby confirm that:

(a) a time period of at least one year has elapsed from the last name change:

The Company has not changed its name in the last year.

(b) at least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name; or

Not Applicable, since there is no change in the activity / project of the company in the preceding one-year period.

(c) the amount invested in the new activity / project is atleast fifty percent of the assets of the listed entity:

Not Applicable, since there is no change in the activity / project of the company.

This certificate is issued at the request of the Company pursuant to the requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for onward submission to the Stock Exchanges, where the equity shares of the Company are listed.

For Ashok Dhariwal & Co.
Chartered Accountants
(Registration No. 100648W)



Harit Dhariwal

CA Harit Dhariwal
Partner

Membership No. 130279
UDIN: 23130279BGWHFK4585

Date: 03.04.2023

Place: Ahmedabad