

SMEL/SE/2025-26/116

February 11, 2026

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

Dear Sir/Madam,

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

1.	Appointment of Mr. Subrata Bhattacharya (DIN: 03050155) as Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 1 st February, 2026 till 31 st January, 2031.	Special Resolution
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In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent only in electronic form to the Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company’s Registrar and Share Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on **Friday, February 6, 2026** (“**Cut-off date**”). The Company has also made arrangements for those members who have not yet registered their email address to get the same registered by following the procedure prescribed in the Notice.

The Company has engaged the services of National Securities Depositories Limited (“**NSDL**”) to provide e-voting facility to its members. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on **Friday, February 6, 2026** (“**Cut-off date**”). The remote e-voting facility will be available from **9.00 A.M. (IST) on Thursday, February 12, 2026 till 5.00 P.M. (IST) on Friday, March 13, 2026**.

OUR BRANDS



SHYAM METALICS AND ENERGY LIMITED

Regd. Office: P-19, (Plate No.: D-403), Taratala Road, CPT Colony, Kolkata, West Bengal – 700088

CIN: L40101WB2002PLC095491 GSTIN: 19AAHCS5842A1ZE

T: +91 33 6521 6521 Email: contact@shyamgroup.com Web: www.shyammetalics.com Follow us on:

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

This is for your information and records.

Yours faithfully,

For Shyam Metalics and Energy Ltd.

Birendra Kumar Jain
Company Secretary and Compliance Officer
(Membership No. F13320)

Encl: Postal Ballot Notice

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CIN: L40101WB2002PLC095491

Regd. Off: P-19, Plate No. D-403 CPT Colony, Taratala Road, Kolkata - 700 088

Website: www.shyammetalics.com

Phone: 033-6521 6521; E-mail: compliance@shyamgroup.com

POSTAL BALLOT NOTICE

(Notice Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies(Management and Administration) Rules, 2014)

Dear Shareholder(s),

NOTICE is hereby given that pursuant to Section 108 and 110 of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent Circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**"MCA"**) (**hereinafter collectively referred to as "MCA Circulars"**), that the resolution seeking approval for appointment of Mr. Subrata Bhattacharya (DIN: 03050155) as an Independent Director of the Company, through Postal Ballot by voting through electronic means (**"remote e-voting"**) only:

An Explanatory Statement pursuant to Section 102 read with section 110 and other applicable provisions, if any, of the Act, Regulation 36 of Listing Regulations and **"SS-2"** pertaining to the said resolutions setting out the material facts and reasons / rationale thereof, form part of this and appended to this Postal Ballot Notice (**"Postal Ballot Notice"**)

The Board of Directors of the Company, at its meeting held on 24th January, 2026, appointed Mr. Raj Kumar Banthia (ACS-17190), partner of M/s. MKB & Associates, Practicing Company Secretaries, as the Scrutinizer (**"Scrutinizer"**) for conducting the Postal Ballot through the process of remote e-voting in a fair and transparent manner.

In accordance with the provisions of the relevant MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes to this Postal Ballot Notice and cast their vote electronically.

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

The e-voting facility will be available during the following period:

Commencement of remote e-voting period	9.00 A.M. (IST) on Thursday, 12th February, 2026
Closure of remote e-voting period	5.00 P.M. (IST) on Friday, 13th March, 2026
Cut-off date for eligibility to vote	Friday, 6th February, 2026

The e-voting facility will be disabled by NSDL immediately after **5.00 p.m. IST on Friday, 13th March, 2026** and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after completion of scrutiny of the e-voting. The results shall be declared within 2 (two) working days from the conclusion of e-voting and shall be communicated to BSE Limited ("BSE"), and National Stock Exchange of India Limited ("NSE"), National Securities Depository Limited ("NSDL"), KFin Technologies Ltd, Registrar and Share Transfer Agent and will be displayed on the Company's website at www.shyammetalics.com.

The last date of e-voting, i.e. **Friday, 13th March, 2026**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

ITEM NO. 1: APPOINTMENT OF MR. SUBRATA BHATTACHARYA (DIN: 03050155) AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 1ST FEBRUARY, 2026 TILL 31ST JANUARY, 2031

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule IV of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the Articles of Association of the Company and upon recommendation of the Nomination & Remuneration Committee (NRC) and approval of Board of Directors of the Company, Mr. Subrata Bhattacharya (DIN: 03050155), aged about 64 Years, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who was appointed as an Additional Director in the capacity of Independent Director of the Company with effect from **1st February, 2026** pursuant to Section 161 of the Act and who holds office upto the ensuing General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 1st February, 2026 to 31st January, 2031 (both days inclusive)."

“RESOLVED FURTHER THAT the Board of Directors (the ‘Board’ which term includes a duly constituted Committee of the Board of Directors) and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to the aforesaid resolution.”

**By order of the Board
For Shyam Metalics and Energy Limited
Sd/-
Birendra Kumar Jain
Company Secretary & Compliance Officer
M. No. FCS 13320**

Place: Kolkata

Date: 24th January, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with section 110 of the Act, Regulation 36 of Listing Regulations and SS-2 stating all material facts and the reasons / rationale for the proposed resolutions is annexed herewith.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, 6th February, 2026 (“Cut-Off Date”)** received from Depositories and whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.shyammetals.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the e-voting website of KFin Technologies Limited (“KFin”) at <https://evoting.kfintech.com>. The Postal Ballot Notice shall also be available on the website of the National Securities Depository Limited (“NSDL”), www.evoting.nsdl.com. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
3. Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 (Form for registering PAN, KYC details or changes / updation thereof) along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company’s RTA at the below mentioned address or by e-mail to einward.ris@kfintech.com from their registered email address.
4. Members may note that pursuant to the MCA Circulars, the Company has additionally enabled a process for the limited purpose of receiving shareholder communications and the Members (holding physical shares, if any) may update their email address by intimating the RTA at einward.ris@kfintech.com or the company to compliance@shyamgroup.com.
5. In accordance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 6th February, 2026** will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. Once the vote on the resolutions is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their shareholding of the paid-up equity share capital as on **Friday, 6th February, 2026** being the Cut-Off Date.
8. In compliance with the provisions of Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL, www.evoting.nsdl.com. The instructions for e-voting are provided as part of this Postal Ballot Notice.

9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than **5.00 P.M. IST on Friday, 13th March, 2026** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The e-voting period commences at **9:00 A.M. (IST) on Thursday, 12th February, 2026 and ends at 5:00 P.M. (IST) on Friday, 13th March, 2026**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
11. The Board of the Company has appointed Mr. Raj Kumar Banthia (ACS- 17190), partner of M/s. MKB & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process (including remote e-voting), in a fair and transparent manner.
12. Upon completion of scrutiny of the votes, the Scrutinizer will submit his final report to the Chairman of the Company, or any other person authorized by the Chairman within 2 (two) working days from the conclusion of e-voting. The Results of the E-voting/Postal Ballot along with the Scrutinizer’s Report will also be displayed on the website of the Company, i.e. www.shyammetalics.com, besides being communicated to the Stock Exchanges, NSDL and RTA.
13. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Friday, 13th March, 2026** i.e., the last date specified for receipt of votes through the e-voting process. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
14. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email from their registered email address to **compliance@shyamgroup.com** mentioning their names, folio numbers, DP ID and Client ID.
15. In accordance with the MCA Circulars, the Members are requested to take note of the following:
Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with RTA, by following the procedure given below:
 - Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - Select the company name: Shyam Metalics and Energy Limited
 - Enter DP ID & client ID (in case shares are held in electronic form)/physical folio no. (in case shares are held in physical form) and Permanent Account Number (“PAN”)
 - In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the share certificate numbers in respect of the shares held by you.
 - Enter the email address and mobile number
 - System will check the authenticity of the DP ID & client ID/physical folio no. and PAN/ share certificate number, as the case may be and send the one-time password (“OTP”) to the said mobile number and email address for validation
 - Enter the OTP received by SMS and email to complete the validation process. (Please note that the OTP will be valid for 5 minutes only)

- In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
- System will confirm the email address for the limited purpose of serving this Postal Ballot Notice and the e-voting instructions along with the user ID and password.

Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or contact RTA at toll free number: **1800-309-4001**.

16. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at einward.ris@kfintech.com.

General information and instructions relating to e-voting

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

Step 1: Access to NSDL e-Voting system

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

- a) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process
- b) Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
- c) 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="613 264 1404 684">1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. <li data-bbox="613 716 1404 1136">2. 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. <li data-bbox="613 1167 1404 1314">3. 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 <li data-bbox="613 1346 1404 1839">4. 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. <li data-bbox="613 1871 1404 1908">5. Shareholders/Members can also download NSDL Mobile App

	<p>“NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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

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

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

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

4. Your User ID details are given below:

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

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

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

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

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

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@shyamgroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested

scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@shyamgroup.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Master circular dated 11th November, 2024 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
M. No. FCS 13320**

Place: Kolkata

Date: 24th January, 2026

Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013

Mr. Subrata Bhattacharya (DIN: 03050155) was appointed by the Board of Directors of the Company as an Additional Director of the Company under the category of Independent Director for a term of 5 (Five) consecutive years with effect from February 1, 2026 at its meeting held on January 24, 2026 Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders not liable to retire by rotation. As per Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of independent director shall be subject to the approval of shareholders by special resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Subrata Bhattacharya will hold office up to the date of the ensuing Annual General Meeting and is eligible for appointment as Director, not liable to retire by rotation, subject to the approval of the shareholders. However, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the Board also decided to seek approval of the Shareholders for the aforesaid appointment through Postal Ballot under Section 110 of the Companies Act, 2013.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from Member, proposing his candidature for the office of Director. Members can inspect the same by sending an email to compliance@shyamgroup.com.

Mr. Subrata Bhattacharya is a distinguished Senior Metallurgist and visionary executive with over 39 years of multi-disciplinary experience across the steel and stainless-steel industries. He has held several senior leadership roles across R&D, operations, sales & marketing, procurement, projects, logistics, and international business, contributing significantly to the growth and global positioning of leading Indian steel companies. An alumnus of NIT Durgapur with a B. Tech and M. Tech in Metallurgy, he began his career at the Alloy Steels Plant (SAIL), where he received the 1993 "Best Young Metallurgist of India" award by the Ministry of Steel & Mines for developing nuclear-grade steel for BARC. His technical legacy is defined by development of copper-bearing 200 series stainless steel, a grade that now represents 20% of global production. He has served as Whole-time Director (Sales & Marketing, Procurement, Projects, Service Centres, International Operations and Logistics) at Jindal Stainless Limited from 2015 to 2021 and earlier as Director – Operations from 2007 to 2012. Prior to this, he served as Chief Executive Officer of Viraj Profiles Limited, India's largest stainless-steel long product manufacturer, from 2012 to 2014.

The Company has received from Mr. Subrata Bhattacharya (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'); (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. Mr. Subrata Bhattacharya has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Subrata fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as Independent Director of the Company and is independent of the Management. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his inclusion of the Board will add immense value to the company and strengthen the Board composition through his deep industry knowledge, strategic insight, and leadership experience and hence, it is desirable to appoint him as an Independent Director for a term of 5 (five) consecutive years from February 1, 2026 to January 31, 2031.

Brief resume, the nature of expertise in specific functional areas, names of companies in which he holds directorships, committee memberships/chairmanships, his shareholding, and other details as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Companies Act, 2013 and Secretarial Standard on General Meetings (“SS-2”) is annexed to this notice.

Copy of draft letter of appointment of Mr. Subrata Bhattacharya setting out the terms and conditions of appointment shall be available for inspection by the Members in electronic mode. Members can inspect the same by sending an email to compliance@shyamgroup.com.

The resolution seeks the approval of members for the appointment of Mr. Subrata Bhattacharya as an Independent Director of the Company for a term of 5 (five) years effective 01st February, 2026 to 31st January, 2031 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation. As an Independent Director, he shall not be paid any other remuneration except sitting fees for attending the meetings of the Board of Directors or Committee thereof and reimbursement of expenses incurred, if any, for participating in such meetings from time to time.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Subrata Bhattacharya as Independent Director of the Company, as a special resolution.

Except Mr. Subrata Bhattacharya and his relatives, none of the other Director and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution in relation to appointment of Mr. Subrata Bhattacharya, as Independent Director, as a **Special Resolution** for approval of the Members.

Details of Directors seeking appointment at the Postal Ballot

[In Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India]

Categories	Details of Director
Name	Mr. Subrata Bhattacharya
Present Appointment	Independent Director
Director Identification Number (DIN)	03050155
Date of Birth/Age	20/10/1961 (64 Years)
Qualification	Mr. Subrata Bhattacharya completed his B.Tech. (Metallurgical Engineering) degree from NIT (formerly REC) Durgapur and M. Tech. in extractive Metallurgy from the NIT Durgapur.
Date of first appointment on the Board of the Company	01.02.2026
Experience (approx.)	39 Years
Nature of expertise	Mr. Subrata has vast experience in steel and stainless-steel industry. Proven expertise in R&D, operations, sales, procurement, projects, and global business.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	<p>The Board of Shyam Metalics and Energy Limited has identified that an Independent Director of the Company should possess a blend of strategic, technical, governance, and leadership capabilities relevant to the metals and manufacturing sector. The key skills and competencies considered essential for the role include:</p> <ul style="list-style-type: none"> • Deep understanding of the steel and metallurgical industry value chain, including operations, technology, marketing, procurement, and sustainability; • Experience in corporate strategy, risk management, and business transformation in large industrial organisations; • Ability to provide oversight on governance, regulatory compliance, and stakeholder management; • Exposure to global business practices, international markets, and supply chain management; • Leadership experience at Board and senior management levels with demonstrated integrity and independent judgement. <p>Mr. Subrata Bhattacharya eminently meets the above requirements in view of his extensive professional experience and accomplishments spanning nearly four decades in the steel and</p>

	<p>stainless-steel industry.</p> <p>He has held Board-level and senior leadership positions in leading Indian steel organizations, including serving as Whole-time Director of Jindal Stainless Limited, where he was responsible for Sales & Marketing, Procurement, Projects, Service Centres, International Operations, and Logistics. His earlier roles as Director–Operations and head of the Steel Melting Shop provided him with in-depth understanding of complex manufacturing processes, cost optimisation, quality management, and safety systems.</p> <p>Considering his domain expertise, Board experience, leadership credentials, and understanding of the metals sector, the Board is of the opinion that Mr. Subrat Bhattacharya possesses the requisite skills, capabilities, and independence of judgement to effectively discharge the role and responsibilities of an Independent Director of Shyam Metals and Energy Limited and to contribute meaningfully to the Company’s long-term growth and stakeholder value creation.</p>
Background Details/Job Profile & Suitability/Recognition & Awards	<p>He has served as Whole-time Director (Sales & Marketing, Procurement, Projects, Service Centres, International Operations and Logistics) at Jindal Stainless Limited from 2015 to 2021 and earlier as Director – Operations from 2007 to 2012. Prior to this, he served as Chief Executive Officer of Viraj Profiles Limited, India’s largest stainless-steel long product manufacturer, from 2012 to 2014.</p> <p>Awarded in 1993 as "Best Young Metallurgist of India" by the Ministry of Steel & Mines for developing nuclear-grade steel for BARC. His technical legacy is defined by his world-first development of copper bearing 200 series stainless steel, a grade that now represents 20% of global production.</p>
Terms & Conditions of appointment	Appointed as an Independent Director for a term of 5 (five) consecutive years w.e.f. 1 st February, 2026, till 31 st January, 2031 not liable to retire by rotation.
Details of remuneration sought to be paid	As stated in the explanatory statement for his appointment.
Remuneration last drawn	Not Applicable
Comparative remuneration profile, profile of the position and person	The Independent Director shall not be paid any other remuneration except sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of his appointment.

Pecuniary relationship directly or indirectly with the Company	Mr. Subrata Bhattacharya has no direct or indirect pecuniary relationship with the Company.
Number of Board meeting attended during the year 2025-26 till date	N.A.
Disclosure of relationship with other directors/KMP	None of the other Director and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution
Shareholding of Director in Shyam Metalics and Energy Limited	Nil
List of Directorship in other companies as on the date of this Notice.	Nil
List of Membership/ Chairmanship of Committees of other companies as on the date of appointment	Nil
Listed entities from which the Director has resigned in the past three years	Nil

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

Sd/-

**Birendra Kumar Jain
Company Secretary & Compliance Officer**

Place: Kolkata

Date: 24th January, 2026

M. No. FCS 13320