

SMEL/SE/2024-25/51

August 14, 2024

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

**Sub: Notice of 22nd Annual General Meeting ('AGM') of Shyam Metals and Energy Limited**

Please find enclosed herewith the Notice of the 22nd AGM of Shyam Metals and Energy Limited ('Company') scheduled to be held on Friday, September 06, 2024 at 3:00 p.m. (IST) via Video Conference/Other Audio-Visual Means.

The said Notice forms part of the 22<sup>nd</sup> Annual Accounts of the Company for the Financial Year 2023-24. The Notice of the AGM is available on the website of the Company at <https://www.shyammetals.com/wp-content/themes/shyam/assets/investors/annual-general-meeting/Final-AGM-Notice.pdf>.

This is submitted pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking You,  
**For Shyam Metals and Energy Limited**

BIRENDRA KUMAR JAIN  
Digitally signed by BIRENDRA KUMAR JAIN  
Date: 2024.08.14 17:21:20 +05'30'

**Birendra Kumar Jain**  
**Company Secretary**  
**Membership No. ACS 8305**

Encl: as above

OUR BRANDS:



**SHYAM METALICS AND ENERGY LIMITED**

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

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

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

**SHYAM METALICS AND ENERGY LIMITED**

CIN: L40101WB2002PLC095491

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

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

website: [www.shyammetalics.com](http://www.shyammetalics.com), e-mail: [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com)**Notice of the 22<sup>nd</sup> Annual General Meeting**

Notice is hereby given that the 22<sup>nd</sup> (Twenty Second) Annual General Meeting (AGM) of the Members of Shyam Metalics and Energy Limited ("the Company") will be held on **Friday, 6<sup>th</sup> September, 2024 at 3:00 P.M.** through Video Conferencing / Other Audio-Visual Means ("VC/OAVM"), to transact the following businesses:

**ORDINARY BUSINESS:****Item No. 1 - Adoption of Audited (Standalone and Consolidated) Financial Statements**

To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Director's Report and the Auditor's Report thereon.

**Item No. 2 – Confirmation & Declaration of Dividend**

To confirm Interim Dividend @ 18% i.e. ₹ 1.80/- per equity share of ₹10 each on 24<sup>th</sup> May, 2023 and declaration of Final Dividend @ 27% i.e. ₹ 2.70/- per equity share of ₹ 10/- each for the Financial Year ended 31<sup>st</sup> March, 2024.

**Item No. 3 – Appointment of Mr. Mahabir Prasad Agarwal as a Director, liable to retire by rotation**

To appoint a Director in place of Mr. Mahabir Prasad Agarwal (DIN: 00235780) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

**Item No. 4 – Appointment of Mr. Dev Kumar Tiwari as a Director, liable to retire by rotation**

To appoint a Director in place of Mr. Dev Kumar Tiwari (DIN: 02432511) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:****Item No. 5 – Ratification of remuneration of Cost Auditor of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 55,000/- (Fifty Five Thousand Only) plus applicable taxes and reimbursement of actual out of pocket

expenses to be paid to M/s. BSS & Associates, Cost Accountants (FRN: 001066), Cost Auditors of the Company, for the financial year 2024-25, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary and incidental to give effect to the aforesaid resolution."

**Item No. 6 –Appointment of Mr. Chandra Shekhar Verma as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Chandra Shekhar Verma (DIN: 00121756), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 4<sup>th</sup> July, 2024 and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years from 4<sup>th</sup> July, 2024 to 3<sup>rd</sup> July, 2029."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary and incidental to give effect to the aforesaid resolution."

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

Sd/-

**Birendra Kumar Jain**

Company Secretary &amp; Compliance Officer

Place: Kolkata

Date: 30<sup>th</sup> July, 2024

ACS No. 8305

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 5 to 6 forms part of this Notice. Further, the relevant details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.

2. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are permitted to hold AGM through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of members at a common venue.

In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 22<sup>nd</sup> AGM of the Company will be held through VC/OAVM on **Friday, 6<sup>th</sup> September, 2024 at 3:00 P.M.** The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Trinity Tower, 7<sup>th</sup> Floor, 83 Topsia Road, Kolkata-700 046.

**3. 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 THE AGM IS BEING HELD IN ACCORDANCE WITH THE 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 THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

5. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by e-mail at [raj@manojbanthia.com](mailto:raj@manojbanthia.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Alternatively, the Institutional/Corporate 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.

6. In case of joint holders attending the AGM through VC/OAVM, only such joint holders who are higher in the order of the names

as per the Register of Members of the Company, as on the cut-off date i.e., **Friday, 30<sup>th</sup> August, 2024**, will be entitled to vote at the Meeting.

7. In accordance with the aforesaid MCA Circulars and the applicable SEBI Circulars, the Notice of the AGM along with the Report & Annual Accounts for FY 2023-24 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants. The Company shall send physical copy of the Report & Annual Accounts for FY 2023-24 to those Members who request for the same at [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com) or to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) mentioning their Folio No./DP ID and Client ID. The Notice convening the 22<sup>nd</sup> AGM along with the Report & Annual Accounts for FY 2023-24 will also be available on the website of the Company at [www.shyammetalics.com](http://www.shyammetalics.com) and websites of the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of NSDL at <https://www.evoting.nsdl.com/>.

8. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, and the certificate from Secretarial Auditors of the Company under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 certifying that the "SMEL Employee Stock Incentive Plan - 2023" ("ESIP - 2023") sub divided into SMEL Performance ESOP Scheme ("ESOP - 2023") and SMEL Loyalty ESOP Scheme ("ESOP II - 2023") are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021 as amended, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. **Friday, 6<sup>th</sup> September 2024**. Members seeking to inspect such documents can send an email to [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com).

9. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer the process to be followed for updating bank account details.

10. Members may note that the Board, at its meeting held on May 14, 2024, has recommended a final dividend of ₹ 2.70/- per equity share for the financial year ended March 31, 2024. The record date for the purpose of final dividend is Friday, 30<sup>th</sup> August 2024. The final dividend, once approved by the members in the ensuing AGM, will be paid within the stipulated timeline prescribed by the Companies Act, 2013. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized

mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

11. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

\*i) As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under Section 206AB of the Finance Act, 2021.

ii) As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2024-25 does not exceed 5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%\*\* (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962.
- Copy of the Tax Residency Certificate for financial year 2023-24 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders.
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf ([incometaxindia.gov.in](https://www.incometaxindia.gov.in))]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders.

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%\*\* (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

\*\* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The aforementioned documents are required to be sent to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or to the Company at [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com) on or before 29<sup>th</sup> August, 2024. No communication would be accepted from members after 29<sup>th</sup> August, 2024, regarding tax-withholding matters. Shareholders may write to [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com) for any clarifications on this subject. TDS certificates in respect of tax deducted, if any, can be subsequently downloaded from the shareholder's portal. Shareholders can also check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in/iec/foportal> or "View Your Tax Credit" on <https://www.tdscpc.gov.in>

12. Members are requested to address all correspondence, including dividend-related matters, to RTA, KFin Technologies Limited, Unit: Shyam Metalics and Energy Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032, Contact No.:+91 040 6716 2222, Email id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
13. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com). Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
14. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Mr. Raj Kumar Banthia (Membership No. ACS 17190), Partner of M/s. MKB & Associates, Practicing Company Secretaries, as the scrutinizer ("**Scrutinizer**") for conducting the e-voting process in a fair and transparent manner.
- 15. Remote e-voting will commence at 9:00 A.M. (IST) on Monday, 2<sup>nd</sup> September, 2024 and will end at 5:00 P.M. (IST) on Thursday, 5<sup>th</sup> September, 2024.**
16. The Scrutinizer will submit his report to the Chairman of the Company 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),

within 2 (two) working days 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.shyammetalics.com](http://www.shyammetalics.com).

17. The facility for e-voting will also be made available during the AGM to the Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting earlier and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
18. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. On Friday, 30<sup>th</sup> August 2024 may obtain the login ID and password by sending a request to [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.
19. 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, KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), to receive copies of the Annual Report 2023-24 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to KFin Technologies Limited, Unit: Shyam Metalics and Energy Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode
	Form ISR-1
	Update of signature of securities holder
	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014
	Form SH-13

Type of holder	Process to be followed
	Declaration to opt out
	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee
	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode
	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.

Note: All the above-mentioned Forms can be downloaded from the Company's website i.e. [www.shyammetalics.com](http://www.shyammetalics.com).

20. Effective from April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, KFin Technologies Limited, at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The forms for updating the same are available at [www.shyammetalics.com](http://www.shyammetalics.com).
21. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, 29<sup>th</sup> August, 2024 through e-mail on [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com). The same will be replied by the Company suitably.
22. Members who would like to express their views or ask questions with respect to the agenda item(s) of the meeting may register themselves as the speaker by sending an email to the company at [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com) from their registered email address, mentioning their names, DP ID and client ID/folio no. and mobile no., only those members who have registered themselves as speakers in between 9:00 A.M. 30<sup>th</sup> August, 2024 till 5:00 P.M. (IST) on 03<sup>rd</sup> September, 2024 will be able to express their views/ask questions/seek clarification at the meeting. The Company reserves the right to restrict the no. of questions and/or the no. of speakers, depending upon availability of time for smooth conduct of the AGM.
23. The Shareholders can join the AGM through 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 1,000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), 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 serve' basis.

24. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
25. The Register of Members and the Share Transfer books of the Company will remain closed from **Saturday, 31<sup>st</sup> August 2024 to Friday, 6<sup>th</sup> September 2024(both days inclusive)** for the purpose of 22<sup>nd</sup> AGM.
26. In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed **Friday 30<sup>th</sup> August 2024** as the "**Cut-off date**" to determine the eligibility to vote by remote e-voting or e-voting at the AGM. Only those people whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
27. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in name, address, email id, mobile no., PAN, Bank Mandates, demise of any member as soon as possible, etc. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
28. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name, etc.
29. The Securities and Exchange Board of India (SEBI) vide circular dated 20<sup>th</sup> April, 2018 has also mandated to obtain account details along with cancelled cheque to update the securities holder's data. The original cancelled cheque shall bear the name of the securities holder failing which securities holder shall submit copy of bank passbook/statement attested by the bank. The respective DP's (Demat Holding) or the RTA (in case of Physical Holding) shall then update the bank details in its records after due verification. The unpaid dividend shall be paid via electronic bank transfer. In cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. that are required for making electronic payment, are not available or the electronic payment instructions have failed or have been rejected by the bank, the issuer companies or their RTA may ask the banker to make payment through physical instrument such as banker's cheque or demand draft to such securities holder incorporating his bank account details. The Company before processing the request for payment of Unclaimed / Unpaid Dividend, has been in practice of obtaining necessary particulars of Bank Account of the Payee.
30. During FY 2023-24, SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.shyammetalics.com/investors/sebi-online-dispute-resolution-platform/>

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

### **Item No. 5**

In terms of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Cost Records and Audit) Rules, 2014 ("Rules"), as amended from time to time, the Company is required to undertake the audit of its cost records for products covered under the Rules. Such cost audit shall be conducted by a Cost Accountant in practice.

M/s. BSS and Associates (Firm Registration Number 001066) [previously known as M/s. Abhimanyu Nayak & Associates, Cost Accountants (Firm Registration Number – 101052)] has been the Cost Auditors of the Company for more than five years. Considering the past performance of the cost auditors during previous years in examining and verifying the cost accounting records maintained by the Company in line with the requirements of the relevant provisions of the Act and the Rules made thereunder, the Audit Committee of the Company considered and recommended to the Board, the appointment of M/s. BSS and Associates, Cost Accountants as the Cost Auditors of the Company for FY 2024-25, with a remuneration of ₹ 55,000 plus applicable taxes and reimbursement of out-of-pocket expenses.

Based on the recommendation of the Audit Committee, the Board at its Meeting held on 14<sup>th</sup> May, 2024, approved the appointment of M/s. BSS and Associates, Cost Accountants (FR No. 001066), as the Cost Auditors of the Company for the financial year 2024-25 with a remuneration of ₹ 55,000 (Rupees Fifty Five Thousand Only) and applicable taxes and reimbursement of out-of-pocket expenses incurred, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

M/s. BSS & Associates, Cost Accountants, have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

The Resolution as at Item no. 5 of the Notice is therefore set out as an Ordinary Resolution for approval and ratification by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Resolution set forth in Item No. 5 for the approval of the Members.

#### Item No. 6

The Board of Directors of the company in its meeting held on 4<sup>th</sup> July 2024 appointed Mr. Chandra Shekhar Verma (DIN: 00121756) as an Additional Director of the Company w.e.f. 4<sup>th</sup> July, 2024. In terms of Section 161 of the Companies Act (the Act), read with clause 46 of the Article of Association of the Company, Mr. Verma will hold office of the Additional Director upto the date of this Annual General Meeting. The company has received a notice under section 160 of the Act from a member signifying his candidature as a Director at the ensuing Annual General Meeting. The notice is available for inspection by the members of the company following the procedure as mentioned in the notes to the notice.

The Board of Directors pursuant to the recommendation of the Nomination and Remuneration Committee of Board of Directors also appointed Mr. Chandra Shekhar Verma, as an Independent Director of the Company from a term of Five (5) years with effect from 4<sup>th</sup> July, 2024 and whose office shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Chandra Shekhar Verma fulfills the conditions specified in the Companies Act and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Mr. Verma has also given to the Board, a declaration of his meeting the criteria of independence as provided in Section 149(6) of the Act. The draft letter of appointment of the Independent Director would be available for inspection on the website of the Company.

Mr. Chandra Shekhar Verma is a reputed professional and has profound knowledge and experience of more than four decades in the Public Sector Undertakings, particularly in Steel Sector. His professional journey certifies him a true techno-commercial professional and a distinguished leader who has held significant roles in the prestigious organizations of the country.

Mr. Verma served as the Chairman & Managing Director (CMD) of Steel Authority of India Limited (SAIL) and CMD of National Mineral Development Corporation Limited (NMDC) and International Coal Ventures Private Limited (ICVL). He has also served as a Director (Finance) in Bharat Heavy Electricals Limited (BHEL) and ITI Limited.

Throughout his career, Mr. Verma has been recognized for his exceptional contribution to the industry and received prestigious awards such as the 'CEO of the Year' Platts Global Metals Awards in May 2014, the IIM-JRD Tata Award for his Excellence in Corporate Leadership in Metallurgical Industries, SCOPE Award for "Excellence & Outstanding Contribution to the Public Sector Management"

– Individual Category 2010-2011, CEO of the Year Award by Indian Institute of Material Management (IIMM) in 2011, CNBC-TV18, Best CFO Award for the year 2008-09 and Icon of the Year Award by ICWAI in 2010.

He holds multiple degrees like M.Com., MBA from Recognized University and is a fellow member of Institute of Cost Accountants of India (ICMAI) and Institute of Company Secretaries of India (ICSI), additionally holds a bachelor degree of law and legislatures (LLB).

He was the first President of the Indian Steel Association, the apex body of the Indian Steel Industry from June 2014 to June 2015. He was the Chairman of the 'National Committee of Steel' of Confederation of Indian Industries (CII) from 2010 to 2015. He was the Council member of Scientific and Industrial Research Society (CSIR) headed by Hon'ble Prime Minister of India. He was also member of Board of Governors and Society of Indian Institute of Management (IIM) Raipur.

After considering the qualifications, skill sets, experience, independence, knowledge, ability to devote sufficient time, the Nomination & Remuneration Committee selected and recommended to the Board the appointment of Mr. Chandra Shekhar Verma as an Independent Director in line with the strategic approach and the Company's commitment to long term sustainability and seamless leadership transitions and Company's dedication to maintain a dynamic and resilient Board, poised to navigate challenges and explore the opportunities across the globe.

The Board believes that his appointment as an Independent Director shall strengthen the strategic advisory Board and contribute to the critical decision-making process to ensure company's continued growth and development and further, his experience, leadership and guidance will contribute significantly to achieve the vision of the company and propel the company's strategic development into next phase of growth.

Accordingly, the Board recommends the resolution of Mr. Chandra Shekhar Verma as an Independent Director, for the approval of the shareholders of the company.

Except Mr. Chandra Shekhar Verma and his relatives, no other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in Item no. 6 of this Notice.

The appointment of Independent Director requires approval of the members of the Company by way of Special Resolution pursuant to Regulation 25(2A) of the LODR regulations. As such, the Board of Directors recommends the Special Resolution set out in the Item No. 6 of the Notice for your approval.

Other details in respect of appointment of Independent Director in terms of Regulation 36(3) of the LODR Regulations, 2015, Companies Act, 2013 and Secretarial Standards on General Meetings is Annexed to this notice.

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

Sd/-  
**Birendra Kumar Jain**  
Company Secretary & Compliance Officer  
ACS No. 8305

Place: Kolkata  
Date: 30<sup>th</sup> July, 2024

## ANNEXURE TO THE NOTICE

### Details of Directors seeking Appointment/Re-appointment at the 22<sup>nd</sup> Annual General Meeting

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and Secretarial Standard on General Meetings (SS)-2.

Name of the Director	Mr. Mahabir Prasad Agarwal	Mr. Dev Kumar Tiwari	Mr. Chandra Shekhar Verma
Present Appointment in the category of	Non-Executive & Non-Independent Director	Executive Director	Independent Director
Director Identification Number (DIN)	00235780	02432511	00121756
Date of Birth	05/04/1946	01/01/1971	29/09/1959
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	06/04/2018	10/04/2009	04/07/2024
Qualification	Bachelor's degree in Commerce	Bachelor's degree in Arts (Honours)	CS, CMA, LLB, Master's degree in Commerce and Business
Experience in specific functional area/Brief Resume	<p>Mr. Agarwal is a Promoter of the Company and a first-generation entrepreneur having more than 50 years of experience in Steel &amp; Ferro Alloys industries.</p> <p>He has the foresight to lead the company on a transformational journey in the growth path of the company.</p> <p>He is the founder of Shyam Metalics Group and had been a director of the Subsidiary, Shyam SEL and Power Limited (SSPL), since its inception and is one of the initial shareholders of the Company.</p> <p>He is actively involved in the CSR activities of the Company and its subsidiaries.</p>	<p>He is a Whole-Time Director of the Company with the overall responsibility of the operations of the Sambalpur manufacturing plant.</p> <p>He has vast knowledge of Operations, Commercials, Corporate Governance, Risk Management, HR, IR etc.</p> <p>Prior to his appointment as Director, he had served in the company as a mechanical engineer in Shyam SEL and Power Limited (SSPL).</p> <p>He has vast experience of over 23 years in the steel and ferro alloys industry. He is also responsible for project implementation at the Sambalpur plant.</p>	<p>Mr. Verma is a reputed professional and has profound knowledge and experience of more than four decades in the Public Sector undertakings, particularly in the Steel Sector.</p> <p>His professional journey certifies him a true techno-commercial professional and a distinguished leader who has held significant roles in the prestigious organizations of the country.</p> <p>He has been a Board level appointee for more than 14 years in Schedule A companies.</p> <p>Mr. Verma served as the Chairman &amp; Managing Director (CMD) of Steel Authority of India Limited (SAIL) and CMD of National Mineral Development Corporation Limited (NMDC) and International Coal Ventures Private Limited (ICVL)</p> <p>Please refer the Explanatory Statement for his detailed profile.</p> <p>The appointment of Mr. Verma as an Independent Director shall strengthen the strategic advisory Board and contribute to the critical decision-making process to ensure company's continued growth and development and further, his experience, leadership and guidance will contribute significantly to achieve the vision of the company and propel the company's strategic development into next phase of growth.</p>
Terms and Conditions of Appointment / Re-appointment	His tenure as a director is subject to retirement of Directors in terms of Section 152 of the Companies Act, 2013. He is liable to retire by rotation.	His tenure as a director is subject to retirement of Directors in terms of Section 152 of the Companies Act, 2013. He is liable to retire by rotation.	Appointed for a term of 5 years effective from 04/07/2024 till 03/07/2029. Other details provided in the explanatory Statement of this notice at Item no 6.

Name of the Director	Mr. Mahabir Prasad Agarwal	Mr. Dev Kumar Tiwari	Mr. Chandra Shekhar Verma
Details of remuneration sought to be paid	NA	42,43,465/-	Eligible for sitting fees as approved by the Board.
Last drawn remuneration (F.Y. 2023-2024)	NA	42,43,465/-	NA
Directorship in Companies as on 31 <sup>st</sup> March, 2024 (including this company)	<ol style="list-style-type: none"> <li>1. Shyam Metalics and Energy Limited</li> <li>2. Narantak Dealcomm Limited</li> <li>3. Suhag Overseas Trading Pvt. Ltd.</li> <li>4. Britasia Hydro Power Private Limited</li> <li>5. Kalinga Energy &amp; Power Limited</li> <li>6. Shyam Century Multi Projects Pvt. Ltd.</li> <li>7. Whispering Developers Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Shyam Metalics and Energy Limited</li> <li>2. Shyam Greenfield Developer Pvt. Ltd.</li> <li>3. Sygma Tubes &amp; Pipes Pvt. Ltd.</li> <li>4. Ramsarup Industries Limited</li> <li>5. Star Metalworks Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. SML Isuzu Limited</li> <li>2. IKIO Lighting Limited</li> <li>3. Royalux Lighting Private Limited</li> <li>4. Spartan Fonvoyance Private Limited</li> <li>5. Firstadvantage Consulting Group Limited</li> <li>6. Multi Commodity Exchange of India Limited</li> </ol>
Disclosure of relationship between directors inter-se	<p>He is father of Mr. Brij Bhushan Agarwal, Vice-Chairman &amp; Managing Director.</p> <p>Grandfather of Mr. Sheetij Agarwal, Whole-time Director.</p> <p>Uncle of Mr. Sanjay Agarwal, Joint Managing Director.</p>	None	None
Chairman/Member in the Committees of the Boards of companies as on 31 <sup>st</sup> March, 2024	<p>Shyam Metalics and Energy Limited</p> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee - Chairman</li> <li>2. Nomination &amp; Remuneration Committee – Member</li> <li>3. Executive Committee - Chairman</li> </ol>	Nil	<p><b>SML Isuzu Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> <li>2. Corporate Social Responsibility Committee – Chairman</li> <li>3. Risk Management Committee - Member</li> <li>4. Independent Directors Committee - Member</li> </ol> <p><b>IKIO Lighting Limited</b></p> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee – Member</li> <li>2. Nomination &amp; Remuneration Committee – Member</li> <li>3. Stakeholders Relationship Committee - Chairman</li> <li>4. Independent Directors Committee – Member</li> </ol> <p><b>Multi Commodity Exchange of India Limited</b></p> <ol style="list-style-type: none"> <li>1. Nomination &amp; Remuneration Committee – Chairman</li> <li>2. Stakeholders Relationship Committee – Chairman</li> <li>3. Regulatory Oversight Committee – Chairman</li> <li>4. Investment Committee – Member</li> <li>5. Standing Committee on Technology – Member</li> <li>6. Public Interest Directors – Members</li> </ol>

<b>Name of the Director</b>	<b>Mr. Mahabir Prasad Agarwal</b>	<b>Mr. Dev Kumar Tiwari</b>	<b>Mr. Chandra Shekhar Verma</b>
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil
Number of shares held in the Company as on 31 <sup>st</sup> March, 2024	2525	Nil	Nil
Number of meetings of the Board attended during the year (F.Y. 2023- 2024)	During FY 2023-24, Mr. Agrawal attended all five Board Meetings that were held.	During FY 2023-24, Mr. Tiwari attended all five Board Meetings that were held.	NA

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

The remote e-voting period begins on Monday, 2<sup>nd</sup> September, 2024 at 09:00 A.M. and ends on Thursday, 5<sup>th</sup> September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 30<sup>th</sup> August, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 30<sup>th</sup> August, 2024.

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

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

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

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

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

**NSDL Mobile App is available on**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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?**

- 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.
- 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, 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.*

- 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*****.

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

5. Password details for shareholders other than Individual shareholders are given below:

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically 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.

### General Guidelines for shareholders

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

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

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

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, 29<sup>th</sup> August, 2024 through e-mail on [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com). The same will be replied by the Company suitably.
6. Members who would like to express their views or ask questions with respect to the agenda item(s) of the meeting may register themselves as the speaker by sending an email to the company at [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com) from their registered email address, mentioning their names, DP id and client id/folio no. and mobile no., Only those members who have registered themselves as speakers in between 9:00 A.M. 30<sup>th</sup> August, 2024 till 5:00 P.M. (IST) on 3<sup>rd</sup> September, 2024 will be able to express their views/ask questions/seek clarification at the meeting. The Company reserves the right to restrict the no. of questions and/or the no. of speakers, depending upon availability of time for smooth conduct of the AGM.