

**SMEL/SE/2025-26/87**

**November 21, 2025**

<p><b>The Secretary, Listing Department</b>  <b>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</b>  <b>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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**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.	Re-Appointment of Ms. Rajni Mishra (DIN: 07706571) as an Independent Director of the Company for the Second term of 5 (five) consecutive years.	Special Resolution
2.	Revision in the terms of remuneration of Mr. Sheetij Agarwal (DIN: 08212992), Whole-Time Director of the Company.	Ordinary Resolution
3.	Revision in the terms of remuneration of Mr. Dev Kumar Tiwari (DIN: 02432511), Whole-Time Director of the Company.	Ordinary Resolution

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, November 14, 2025 (“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, November 14, 2025 (“Cut-off date”)**. The remote e-voting facility will be available from **9.00 A.M. (IST) on Monday, November 24, 2025 till 5.00 P.M. (IST) on Tuesday, December 23, 2025.**

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](http://www.shyammetalics.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and records.

Yours faithfully,

**For Shyam Metalics and Energy Ltd.**

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

**Encl: Postal Ballot Notice**

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## SHYAM METALICS AND ENERGY LIMITED

CIN: L40101WB2002PLC095491

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

Website: [www.shyammetalics.com](http://www.shyammetalics.com)

Phone: 033-6521 6521; E-mail: [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com)

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### **POSTAL BALLOT 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 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 Re-appointment of Ms. Rajni Mishra (DIN: 07706571) as an Independent Director of the Company, Revision in remuneration of Mr. Sheetij Agarwal (DIN: 08212992), Whole Time Director of the Company and Revision in remuneration of Mr. Dev Kumar Tiwari (DIN: 02432511), Whole time 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 7<sup>th</sup> November, 2025, 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:

<b>Commencement of remote e-voting period</b>	<b>9.00 a.m. (IST) on Monday, 24<sup>th</sup> November, 2025</b>
<b>Closure of remote e-voting period</b>	<b>5.00 p.m. (IST) on Tuesday, 23<sup>rd</sup> December, 2025</b>
<b>Cut-off date for eligibility to vote</b>	<b>Friday, 14<sup>th</sup> November, 2025</b>

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Tuesday, 23<sup>rd</sup> December, 2025 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](http://www.shyammetalics.com).

The last date of e-voting, i.e. **Tuesday, 23<sup>rd</sup> December, 2025**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

**ITEM NO. 1: RE-APPOINTMENT OF MS. RAJNI MISHRA (DIN:07706571) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 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 pursuant to the recommendation of the Nomination & Remuneration Committee (NRC) and the approval of Board of Directors of the Company, Ms.

Rajni Mishra (DIN: 07706571), who was appointed as an Independent Director at the Extra Ordinary General Meeting of the Company held on 19<sup>th</sup> February, 2021 and who holds office up to 11<sup>th</sup> February, 2026 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 12<sup>th</sup> February, 2026 to 11<sup>th</sup> February, 2031 (both days inclusive).”

**“RESOLVED FURTHER THAT** the Board of Directors (the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee of the Board) and / or the Company Secretary of the Company duly authorized by the Board, 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 this resolution.”

**ITEM NO. 2: REVISION IN REMUNERATION OF MR. SHEETIJ AGARWAL (DIN-08212992), WHOLE-TIME DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Companies Act, 2013, and read with the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of Audit Committee and Board of Directors of the Company, approval of the members of the company be and hereby accorded to the revision in remuneration of Mr. Sheetij Agarwal (DIN-08212992), Whole-time Director of the Company with effect from 1st April, 2026 till his residual tenure in office, as set out in the explanatory statement annexed to the notice convening this meeting and supplementary agreement dated November 10, 2025 entered into between the Company and Mr. Sheetij Agarwal, which agreement also be and is hereby approved, with liberty to the Board of Directors (herein after referred to as “the Board” which shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or Remuneration as it may deem fit, within the maximum limits of remuneration approved by the Members of the Company”

**“RESOLVED FURTHER THAT** the remuneration payable to Mr. Sheetij Agarwal shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors (the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee of the Board) and / or the Company Secretary of the Company duly authorized by the Board, 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 this resolution.”

**ITEM NO. 3: REVISION IN REMUNERATION OF MR. DEV KUMAR TIWARI (DIN-02432511), WHOLE-TIME DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Companies Act, 2013, and read with the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of Audit Committee and Board of Directors of the Company, approval of the members of the company be and hereby accorded to the revision in the terms of the remuneration of Mr. Dev Kumar Tiwari (DIN-02432511), Whole-time Director of the Company with effect from 1st April, 2025 up till his residual tenure in office, as set out in the explanatory statement annexed to the notice convening this meeting and supplementary agreement dated November 10, 2025 entered into between the Company and Mr. Dev Kumar Tiwari, which agreement also be and is hereby approved, with liberty to the Board of Directors (herein after referred to as “the Board” which shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or Remuneration as it may deem fit, within the maximum limits of remuneration approved by the Members of the Company”

**“RESOLVED FURTHER THAT** the remuneration payable to Mr. Dev Kumar Tiwari shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors (the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee of the Board) and / or the Company Secretary of the Company duly authorized by the Board, 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 this resolution.”

**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: 07.11.2025**

## 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, 14<sup>th</sup> November, 2025 (“Cut-Off Date”)** received from Depositories and whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.shyammetalics.com](http://www.shyammetalics.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the e-voting website of KFin Technologies Limited (“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](http://www.evoting.nsdl.com). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
3. Those Members who have not yet registered 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](mailto: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](mailto:einward.ris@kfintech.com) or the company to [compliance@shyamgroup.com](mailto: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, 14<sup>th</sup> November, 2025** 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, 14<sup>th</sup> November, 2025** 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](http://www.evoting.nsdl.com). The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than **5.00 p.m. IST on Tuesday, 23<sup>rd</sup> December, 2025** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The e-voting period commences at **9:00 a.m. (IST) on Monday, 24<sup>th</sup> November, 2025** and ends at **5:00 p.m. (IST) on Tuesday, 23<sup>rd</sup> December, 2025**. 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](http://www.shyammetalics.com), besides being communicated to the Stock Exchanges, NSDL and RTA.
13. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Tuesday, 23<sup>rd</sup> December, 2025** 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](mailto:einward.ris@kfintech.com) along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

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

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

#### **General information and instructions relating to e-voting**

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

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

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

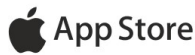
- a) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</li><li>2. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>3. 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</li></ol>

<https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>

4. 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 (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.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

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](http://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

	<p>Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000
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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?

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

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

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

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

### **General Guidelines for shareholders**

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

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

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

**Place: Kolkata**

**Date: 07.11.2025**

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

**ITEM NO. 1:**

Ms. Rajni Mishra (DIN: 07706571) was appointed as an Independent Director by the Members of the Company at the Extra Ordinary General Meeting held on 19<sup>th</sup> February, 2021, for a term of five years with effect from 12<sup>th</sup> February, 2021 up to 11<sup>th</sup> February, 2026.

The Board of Directors, based on the performance evaluation of Ms. Rajni Mishra, and as per the recommendation of the Nomination and Remuneration Committee (NRC), considered that, given her background and experience and contributions made by her during her tenure, the continued association of Ms. Rajni Mishra as an Independent Director on the Board of the Company would be beneficial to the company and it is desirable to continue to avail her services as an Independent director. Accordingly, it is proposed to re-appoint Ms. Rajni Mishra as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company effective from 12<sup>th</sup> February 2026 and ending 11<sup>th</sup> February 2031. Ms Rajni Mishra meets the criteria of Independence as provided in section 149(6) of the Act read with SEBI (listing Obligation and Disclosure Requirements) regulations, 2015 as amended ('SEBI Listing Regulations').

Further, as per section 149(11) provides that an Independent Director may hold office for up to two consecutive terms provided that reappointment shall be done on passing of a Special resolution by the Company and Disclosure of such appointment in the Board's Report.

Accordingly, the Board of Directors on the recommendation of Nomination and Remuneration Committee, in their meeting held on 7<sup>th</sup> November, 2025 has reappointed Ms. Rajni Mishra as an Independent Director of the Company. However, such reappointment is subject to the approval of the Shareholders by way of Special Resolution.

The Company has also received a written notice from a Member under Section 160(1) of the Companies Act, 2013, proposing her candidature for the office of Director.

Ms. Rajni Mishra is a seasoned corporate professional with extensive experience in company law, corporate governance, and strategic management. A Science graduate from the University of Calcutta and an MBA in Human Resource Management from the West Bengal University of Technology, she blends analytical insight with a deep understanding of organizational dynamics. A qualified Company Secretary and a proud member of the Institute of Company Secretaries of India (ICSI), Ms. Mishra has served as the Company Secretary of a listed entity, where she played a pivotal role in strengthening compliance frameworks, promoting transparent governance practices, and enhancing stakeholder communication. She also serves as an Independent Director on the boards of several prominent companies, offering valuable guidance on corporate strategy, ethical governance, and sustainability initiatives. With professional experience encompassing mergers and amalgamations, corporate restructuring, legal compliance, CSR, and corporate sustainability, Ms. Mishra brings a holistic and strategic perspective to boardrooms and senior management forums. Her expertise in company law and governance frameworks has

been instrumental in navigating complex regulatory landscapes while ensuring that business objectives remain aligned with principles of responsibility and sustainable growth.

The Company has received from Ms. Rajni Mishra (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 she is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of SEBI Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her 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 she 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. Ms. Rajni Mishra has also confirmed that she 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, Ms. Rajni Mishra fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for her re-appointment as Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that her association would be of immense benefit to the Company and hence, it is desirable to re-appoint her as an Independent Director for a second term commencing 12th February 2026 and ending 11th February 2031.

Details of Ms. Rajni Mishra whose reappointment as an Independent is proposed at Item No. 1 is provided in the Annexure to the Notice pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standards ("SS-2"), issued by the Institute of Companies Secretaries of India.

A copy of the draft letter of appointment of Ms. Rajni Mishra, proposed to be re-appointed as an Independent Director of the Company, setting out the terms and conditions of her re-appointment, is available for inspection by the members in electronic form as per the instructions provided in the Note No. 14 of this Notice.

The said draft letter of appointment is also available for viewing on the Company's website at [www.shyammetalics.com](http://www.shyammetalics.com)

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

Accordingly, the Board recommends the Resolution for approval of the shareholders by way of **Special Resolution** set forth in the item no. 1 of this Notice.

## **ITEM NO. 2:**

The Members of the Company, by way of Postal Ballot resolution passed on 11<sup>th</sup> January, 2024, appointed Mr. Sheetij Agarwal (DIN: 08212992) as a Whole-time Director of the Company for a period of five years commencing from 10<sup>th</sup> November, 2023 and ending on 9<sup>th</sup> November, 2028 ('current term') on the following terms & conditions including remuneration:

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

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

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

During FY 2024–25, the Company recorded a 39.33% increase in net profit. Steel production increased by 7.48% year-on-year, reaching a record 4.97 MTPA compared to 4.63 MT in FY 2023–24. Sales of steel products also reached an all-time high of 2.00 MTPA, reflecting a 3.75% year-on-year increase from 1.93 MTPA in FY 2023–24.

In recognition of Mr. Sheetij Agarwal's significant contributions to the Company's growth, operational excellence and profitability, the Board of Directors, upon the recommendation of the Nomination & Remuneration Committee and the Audit Committee, approved a revision in his remuneration for the remaining duration of his current term, effective 1st April 2026, subject to approval of the Members.

### **The details of increased remuneration are furnished below:**

- a) **Annual remuneration:** in the range of Rs. 2,00,00,000/- p.a. to Rs. 5,00,00,000/- p.a. and variable incentive not exceeding Rs. 1,00,00,000/- p.a. as approved by the Board of Directors of the Company.

- b) Coverage for Hospitalization, Life and Accident Insurance in line with the applicable company policy.
- c) Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time.
- d) Other out of pocket expenditures as may be incurred on actual basis.

The remuneration payable to Mr. Sheetij Agarwal shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time. The proposed remuneration shall also be within the limit specified under the provisions of Regulation 17 of the SEBI Listing Regulations. Further, in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.

The supplemental agreement dated 10<sup>th</sup> November, 2025 entered into between the Company and Mr. Sheetij agarwal, for revision in terms and conditions including remuneration is available for inspection by the Members in electronic form as per the instructions provided in the Note No. 14 of this Notice.

The Audit Committee has, on the basis of a thorough scrutiny of relevant details / documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions” dated 13<sup>th</sup> October, 2025, at its Meeting held on 7<sup>th</sup> November, 2025, reviewed and approved the said transaction(s), and recommended the same to the Board of Directors, subject to approval of the Members, while noting that such transaction(s) shall be on arms’ length basis and in the ordinary course of business of the Company. The Board, therefore, seeks approval of the Shareholders for the said transaction. The mandatory disclosure which is required to be made to the Shareholders in accordance with the Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions” dated 13<sup>th</sup> October, 2025 is annexed to this Notice.

Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13<sup>th</sup> October, 2025 is provided as follows:

Particulars of Related Party Transaction (“RPT”) to be entered between Shyam Metalics and Energy Limited (“the Company”) and Mr. Sheetij Agarwal (“Whole Time Director”):

<b>Sr.No.</b>	<b>Description</b>	<b>Details</b>
a)	Type, material terms and particulars of contracts or arrangement	The Company has proposed a revision in the terms of the remuneration of Mr. Sheetij Agarwal, Whole Time Director of the Company.
b)	Name of the related party and its relationship with the listed entity or	Mr. Sheetij Agarwal, who belongs to the Promoter Group and is the Whole

	its subsidiary, including nature of its concern or interest (financial or otherwise);	Time Director of the Company.
c)	Tenure of the proposed transaction (particular tenure shall be specified)	For remaining tenure of his appointment i.e. from 1 <sup>st</sup> April, 2026 to 9 <sup>th</sup> November, 2028
d)	Value of the proposed transaction	Annual remuneration: in the range of Rs. 2,00,00,000/- p.a. to Rs. 5,00,00,000/- p.a. and variable incentive not exceeding Rs. 1,00,00,000/- p.a. as approved by the Board of Directors of the Company
e)	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The proposed annual remuneration constitutes 0.03% of the Company's annual consolidated turnover FY 2025.  (for RPTs to be entered during FY 2025-26)
f)	Justification for why the proposed transaction is in the interest of the listed entity	The revised remuneration aligns with industry benchmarks and recognizes the Whole Time Director's significant role in driving operational excellence, expansion initiatives, and strategic growth. The compensation is necessary to retain experienced leadership and is in the best interests of the Company and its stakeholders.
g)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
h)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
i)	Any other information that may be relevant	All important information forms part of the Explanatory Statement for the proposed RPTs.

Other details in respect of Mr. Sheetij Agarwal, in terms of Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the ICSI are annexed to this notice.

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

Accordingly, the Board recommends the Resolution for approval of the shareholders by way of **Ordinary Resolution** set forth in the item no. 2 of this Notice.

**ITEM NO. 3:**

The Members of the Company, by way of Postal Ballot resolution passed on 07<sup>th</sup> June, 2022, re-appointed Mr. Dev Kumar Tiwari (DIN-02432511) as a Whole-time Director of the Company for a period of five years commencing from 1<sup>st</sup> April, 2022 and ending on 31<sup>st</sup> March, 2027 ('current term') on the following terms & conditions including remuneration:

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

Mr. Dev Kumar Tiwari has more than 19 years of experience in manufacturing the steel & ferro alloys industry, Project implementation and operational activity. He has Bachelor degree in Arts, with honors, from the Bihar University. He is responsible for the overall project implementation and operations at the Sambalpur Plant.

During FY 2024–25, the Company recorded a 39.33% increase in net profit. Steel production increased by 7.48% year-on-year, reaching a record 4.97 MTPA compared to 4.63 MT in FY 2023–24. Sales of steel products also reached an all-time high of 2.00 MTPA, reflecting a 3.75% year-on-year increase from 1.93 MTPA in FY 2023–24.

Therefore, considering his valuable contribution towards the growth of the company and increased profit of the company during FY 2024-25, the Board of Directors upon recommendation of the Nomination & Remuneration Committee at its meeting held on 7<sup>th</sup> November, 2025, has approved the increase in remuneration of Mr. Dev Kumar Tiwari for remaining period of his current term w.e.f. 1<sup>st</sup> April, 2025, subject to approval of the Members.

**The details of increased remuneration are furnished below:**

- a) **Salary:** in the range of Rs. 50 lacs per annum to Rs. 1.50 crores per annum. The annual increments will be decided by the Board of Directors of the Company on the basis of his performance within the above-mentioned limit on the recommendation of Nomination and Remuneration Committee.
- b) **Perquisites:** Provision of car with Driver for official and personal purpose, leave (encashment of unavailed leave at the end of tenure), payment of telephone and mobile expenses, the company will make contribution towards Provident Fund, Gratuity, Medical allowances and personal accident insurance.

The remuneration payable to Mr. Dev Kumar Tiwari shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time. Further, in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.”

The supplemental agreement entered into between the Company and Mr. Dev Kumar Tiwari, for revision in terms and conditions including remuneration is available for inspection by the Members in electronic form as per the instructions provided in the Note No. 14 of this Notice.

Other details in respect of Mr. Dev Kumar Tiwari, in terms of Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the ICSI are annexed to this notice.

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

Accordingly, the Board recommends the Resolution for approval of the shareholders by way of **Ordinary Resolution** set forth in the item no. 3 of this Notice.

### Details of Directors seeking appointment/re-appointment at the Postal Ballot

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

Categories	Details of Director		
Name	Ms. Rajni Mishra	Mr. Sheetij Agarwal	Mr. Dev Kumar Tiwari
<b>Director Identification Number (DIN)</b>	07706571	08212992	02432511
<b>Date of Birth/Age</b>	01/01/1987	14/09/1998	01/01/1971
<b>Qualification</b>	Ms. Rajni Mishra is a Company Secretary (CS) and a Science graduate from the University of Calcutta and an MBA in Human Resource Management from the West Bengal University of Technology.	Mr. Sheetij Agarwal has pursued Bachelor of Science in Business Administration from D'Amore Mckim School of Business, Northeastern University.	Mr. Dev Kumar Tiwari holds a Bachelor's Degree in Arts (Honours) from Bihar University, Muzaffarpur.
<b>Date of first appointment on the Board of the Company</b>	12.02.2021	10.11.2023	10.04.2009
<b>Experience (approx.)</b>	12 Years	5 Years	19 Years
<b>Nature of expertise</b>	She is prominent figure in professional field, having experience spanning mergers and amalgamations, corporate restructuring, legal compliance, corporate social responsibility (CSR), and corporate sustainability.	Mr. Sheetij Agarwal is a key person in developing a strategic roadmap to augment Shyam Metalics's position as a global trailblazer in the steel industry. He also offers his expertise on market intelligence, evaluative growth opportunities, capital investments, and brand alliances for Shyam Metalics. He is primarily responsible for the establishment of the company's footprint in the domestic market and over 40 international markets.	Prior to being a Director of Shyam Metalics and Energy Limited, Mr. Dev Kumar Tiwari was a mechanical engineer in the company's subsidiary, Shyam Sel and Power Limited for 7 years. He is responsible for project implementation and operations of Sambalpur manufacturing plant.
<b>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such</b>	refer explanatory statement	NA	NA

<b>requirements</b>			
<b>Background Details/Job Profile &amp; Suitability/Recognition &amp; Awards</b>	Ms. Rajni Mishra is a Company Secretary (CS) and a Science graduate from the University of Calcutta and an MBA in Human Resource Management from the West Bengal University of Technology.	Mr. Sheetij Agarwal has pursued Bachelor of Science in Business Administration from D'Amore Mckim School of Business, Northeastern University. He offers his expertise on market intelligence, evaluative growth opportunities, capital investments, and brand alliances for Shyam Metalics.	Mr. Dev Kumar Tiwari holds a Bachelor's Degree in Arts (Honours) from Bihar University, Muzaffarpur. He is responsible for project implementation and operations of Sambalpur manufacturing plant.
<b>Terms &amp; Conditions of appointment/re-appointment</b>	Tenure as an Independent Director upto 11th February, 2031, not liable to retire by rotation.	Whole-Time Director for a period of five years upto 9 <sup>th</sup> November, 2028 liable to retire by rotation.	Whole-Time Director for a period of five years upto 31 <sup>st</sup> March, 2027 liable to retire by rotation.
<b>Details of remuneration sought to be paid</b>	As stated in the explanatory statement for her appointment.	As stated in the resolution to approve revised remuneration and explanatory statement thereto.	As stated in the resolution to approve revised remuneration and explanatory statement thereto.
<b>Remuneration last drawn</b>	NA	₹ 60 Lakh Per annum	₹ 50 Lakh Per annum
<b>Comparative remuneration profile, profile of the position and person</b>	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 her appointment.	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.
<b>Pecuniary relationship directly or indirectly with the Company</b>	Ms. Rajni Mishra has no direct or indirect pecuniary relationship with the Company except getting the sitting fees for attending the Board and Committee Meetings.	Mr. Sheetij Agarwal belongs to Promoter Group and is the Whole Time Director of the Company. The relevant details of remuneration may be referred in the explanatory statement.	Mr. Dev Kumar Tiwari is Whole Time Director of the Company. The relevant details of remuneration may be referred in the explanatory statement.
<b>Number of Board meeting attended during the year 2025-26 till date</b>	3/3	2/3	2/3
<b>Disclosure of relationship with other directors/KMP</b>	Ms. Rajni Mishra is not related to any other existing Directors/KMP's of the Company.	Mr. Sheetij Agarwal is related to Mr. Brij Bhushan Agarwal (Father) Mr. Sanjay Kumar Agarwal (Uncle) Directors of the Company	Mr. Dev Kumar Tiwari is not related to any other existing Directors/KMP's of the Company.

<b>Shareholding of Director in Shyam Metals and Energy Limited</b>	Nil	Nil	Mr. Dev Kumar Tiwari holds 20,800 shares in Shyam Metals and Energy Limited
<b>List of Directorship in other companies as on the date of this Notice.</b>	<ol style="list-style-type: none"> <li>1. Swastik Plywood Limited</li> <li>2. Western Carriers (India) Limited</li> <li>3. Alpine Commercial Co Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Subham Buildwell Private Limited</li> <li>2. Damodar Aluminium Private Limited</li> <li>3. SS Alufoils Private Limited</li> <li>4. Glowing Realty Private Limited</li> <li>5. Dorite Tracon Pvt Ltd</li> <li>6. SMEL Industrial Park Private Limited</li> <li>7. Subham Capital Private Limited</li> <li>8. SMEL Steel Structural Private Limited</li> <li>9. Narantak Dealcomm Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1. Ramsarup Industries Limited</li> <li>2. Sygma Tubes and Pipes Private Limited</li> <li>3. Shyam Greenfield Developer Private Limited</li> <li>4. Star Metalworks Private Limited</li> <li>5. SMEL Steel Structural Private Limited</li> <li>6. Natural Resources Energy Private Limited</li> </ol>
<b>List of Membership/ Chairmanship of Committees of other companies as on the date of appointment *</b>	<p>Swastik Plywood Limited-Members in Audit Committee and Stakeholders Relationship Committee.</p> <p>Western Carriers (India) Limited-Members in Audit Committee</p> <p>Alpine Commercial Co Ltd.-Members in Audit Committee</p>	None	None
<b>Listed entities from which the Director has resigned in the past three years</b>	None	None	None

\*Pursuant to Regulation 26 of the Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Committee have been considered.

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

**Birendra Kumar Jain  
Company Secretary & Compliance Officer  
FCS No. 13320**

**Place: Kolkata  
Date: 07.11.2025**