

CIN No. : L51102MP1984PLC002664

Satya Shyam Trading Limited

Regd. Office :

110, Siyaganj, Indore - 452 007

Phone : (0731) 2533410, 2533602

Fax : (0731) 4045892

Email : shyamsaty@rediffmail.com

vk39@yahoo.co.in

Website: www. satyashyam.com

Ref. No. SST/ :

Dated :

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF SATYA SHYAM TRADING LIMITED (CIN: L51102MP1984PLC002664) IS SCHEDULED TO BE HELD ON WEDNESDAY, 06TH DAY OF AUGUST, 2025 AT 02:00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 110-SIYAJIGUNJ INDORE MP 452007 INDIA, TO TRANSACT THE FOLLOWING BUSINESS :-

SPECIAL BUSINESS:

- 1. To re-appoint Mr. Shiv Prasad Agarwala, (DIN: 00545387) as a Chairman & Managing Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Sections 117, 190, 196, 197, 198 and 203 read with Schedule V and the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for the re-appointment of **Mr. Shiv Prasad Agarwala, (DIN: 00545387)** as the **Chairman and Managing Director** (Key Managerial Personnel) of the Company, **not liable to retire by rotation**, for a period of **3 years**, effective from **06.08.2025 to 05.08.2028**, as approved by the Board of Directors at its meeting held on **11.07.2025**, and as recommended by the Nomination and Remuneration Committee, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice.

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and/or remuneration, including any revision in remuneration or other perquisites, as it may deem fit and as may be agreed to by **Mr. Shiv Prasad Agarwala** provided such changes are within the overall limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to Section 196(3)(a) of the Companies Act, 2013, approval of the Members be and is hereby accorded to Mr. Shiv Prasad Agarwala continuing to hold office as Chairman & Managing Director beyond the age of seventy years, he having attained the age of 78 years on August 20, 2024, during the tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to take all necessary steps, do all acts, deeds and things, and execute all such documents and writings as may be deemed necessary, proper or expedient to give effect to this resolution."

2. **To re-appoint Mr. Ashok Kumar Bansal, (DIN: 00545265) As A Whole Time Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Sections 117, 190, 196, 197, 198 and 203 read with Schedule V and the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for the re-appointment of **Mr. Ashok Kumar Bansal, (DIN: 00545265)** as a Whole Time Director of the Company, **liable to retire by rotation**, for a period of **3 years**, effective from **06.08.2025 to 05.08.2028**, as approved by the Board of Directors at its meeting held on **11.07.2025**, and as recommended by the Nomination and Remuneration Committee, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice.

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FURTHER RESOLVED THAT Mr. Ashok Kumar Bansal, (DIN: 00545265) has submitted a declaration confirming that he meets the eligibility criteria prescribed under the Companies Act, 2013, the Rules made thereunder, and the SEBI Listing Regulations, and the Board is satisfied with his qualifications and expertise.

FURTHER RESOLVED THAT the remuneration payable to **Mr. Ashok Kumar Bansal, (DIN: 00545265)** shall be such as may be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee, within the overall limits approved by the shareholders under Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or any duly constituted Committee thereof be and is hereby authorized to alter or vary the terms and conditions of his appointment and/or remuneration, from time to time, as it may deem fit, subject to the limits prescribed under the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to take all such actions and do all such deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution."

3. Ratification and Approval of Excess Managerial Remuneration Paid to Directors during FY 2024–25 and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197(3), Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), consent of the members be and is hereby accorded to ratify and approve the excess managerial remuneration of ₹32,32,181 paid to the Directors of the Company during the financial year 2024–25, which is over and above the limits prescribed under Section 197(1) read with Section 198 of the said Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters

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and things as may be considered necessary, proper or desirable to give effect to this resolution."

Registered Office: 110-Siyajigunj

Indore MP 452007 India

CIN: L51102MP1984PLC002664

E-mail: shyamsaty@rediffmail.com

Place: Indore

Date: 11.07.2025

By Order of the Board of Directors

Sd/-

Shiv Prasad Agarwala

Director

DIN: 00545387

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NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.

Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf.

In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

The Company has appointed MCS Share Transfer Agent Limited, RTA situated at 383 Lake Garden, 1st floor, Kolkata – 700045 as Registrars and Share Transfer Agents for Physical Shares.

The following information on RTA is as follows:

Telephone No. 033-40724051 / 4052/4053,

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E-mail address: mcssta@rediffmail.com

3. Members who hold shares in electronic form are requested to mention their DP ID and Client ID number and those who hold shares in physical form are requested to mention their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the EGM.

The deemed venue for the EGM shall be the Registered Office of the Company.

4. Proxy Form is annexed.
5. 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 to the Company / RTA.
6. The Information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard II issued by Institute of Company Secretary of India and Schedule IV and V of Companies Act, 2013 in respect of the Directors seeking appointment / re-appointment at the Ensuing General Meeting, forms integral part of the notice.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 29th July 2025 to Wednesday, 06th August 2025 (both days inclusive).
8. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut off date Tuesday, 29th July 2025.
9. A person, 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 of the facility of remote e-voting as well as voting as the EGM through ballot paper.
10. Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Record date

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i.e. Tuesday, 29th July 2025, may obtain the login ID and password by sending a request to the Company or RTA.

11. The electronic copies of all documents which are referred to in this Notice but not attached to it will be made available for inspection. For inspection, the Members are requested to send a request through an E-mail on shyamsaty@rediffmail.com in with Depository participant ID and Client ID or Folio number.
12. Members holding shares in physical form and who have not updated their e-mail ids with the Company are requested to update their e-mail ids by writing to the Company at shyamsaty@rediffmail.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (EG.: Driving License, Voter Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized (Demat) mode are requested to register/update their e-mail addresses with the relevant DPs. In case of any queries/difficulties in registering the e-mail address, Members may write to shyamsaty@rediffmail.com.
13. As mandated by the Securities and Exchange Board of India (SEBI) effective April 1, 2019, requests for effecting transfer of shares (except in case of transmission or transposition of shares) shall not be processed unless the shares are held in a dematerialized form with a depository. Members are advised to dematerialized shares held by them in physical mode.
14. The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on shyamsaty@rediffmail.com at least Ten days before the date of the Extra-Ordinary General Meeting (EGM) so as to enable the Management to keep the information ready and provide it at the EGM.
15. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and applicable Circulars, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at the EGM by electronic means. For this purpose, the Company has entered into an agreement with Central Depository

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Services (India) Limited (CDSL), as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using a remote e-voting system as well as e-voting on the date of the EGM will be provided by CDSL.

16. The Company shall provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
17. The members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
18. The cut-off date for the purpose of Voting (including remote e-voting) is Tuesday, 29th July 2025

The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available: -

Commencement of remote E-Voting **09:00AM IST on Sunday, 03rd August, 2025**

End of remote E-Voting **05:00 PM IST on Tuesday, 05th August, 2025**

19. Ms. Divya Jeswani, Partner of M/s ADJ & Associates., Practicing Company Secretary has been appointed as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner.
20. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
21. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.

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22. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company and on the website of CDSL the results shall simultaneously be communicated to the Metropolitan Stock Exchange.
23. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the Physical Mode. The Members, who are desirous of availing this facility, may kindly write to Company's RTA for nomination form by quoting their folio number.
24. The Members are requested to:
- Intimate changes, if any, in their registered addresses immediately.
 - Quote their ledger folio/DPID number in all their correspondence.
 - Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - Send their Email address to us for prompt communication and update the same

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THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING :

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, 03rd August, 2025 at 09:00 A.M. and ends on Tuesday, 05th August, 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th July, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.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 or joining virtual meeting & 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.3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on

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	<p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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</p>

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	<p>will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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. CDSL and NSDL

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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

CIN No. : L51102MP1984PLC002664

Satya Shyam Trading Limited

Regd. Office :

110, Siyaganj, Indore - 452 007

Phone : (0731) 2533410, 2533602

Fax : (0731) 4045892

Email : shyamsaty@rediffmail.com

vkd39@yahoo.co.in

Website: www. satyashyam.com

Ref. No. SST/ :

Dated :

- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company **at the email address viz; shyamsaty@rediffmail.com** (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

25. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 2109911

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Dated :

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 2109911

Registered Office: 110-Siyajigunj

Indore MP 452007 India

CIN: L51102MP1984PLC002664

E-mail: shyamsaty@rediffmail.com

Place: Indore

Date: 11.07.2025

By Order of the Board of Directors

Sd/-

Shiv Prasad Agarwala

Director

DIN: 00545387

CIN No. : L51102MP1984PLC002664

Satya Shyam Trading Limited

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Explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the Special Business:

Item No. 1: Re-appointment of Mr. Shiv Prasad Agarwala, (DIN: 00545387) as a Chairman & Managing Director

The Board of Directors of the Company, at its meeting held on 11.07.2025, upon the recommendation of the Nomination and Remuneration Committee at its meeting held on 11.07.2025, approved the re-appointment of Mr. Shiv Prasad Agarwala as Chairman and Managing Director (Key Managerial Personnel) of the Company for a period of three (3) years, from 06.08.2025 to 05.08.2028 subject to the approval of the shareholders by way of Special Resolution at the forthcoming Extra-Ordinary General Meeting.

The current term of Mr. Shiv Prasad Agarwala expired on 31.03.2025, and the Board considers it appropriate to re-appoint him for a further term of three years. Mr. Shiv Prasad Agarwala is a Promoter Director and has been associated with the Company as Managing Director since 29.12.1988. He holds a degree in Science and has played a pivotal role in steering the Company to its current position of growth and stability. The Company has performed well under his able leadership.

Mr. Shiv Prasad Agarwala has submitted his consent to act as a Director under Section 152 of the Companies Act, 2013, along with declarations confirming that:

He is not disqualified under Section 164 of the Act.

He has not been debarred from holding the office of a director by SEBI or any other regulatory authority.

His name does not appear in the list of willful defaulters issued by the Reserve Bank of India.

As per Section 196(3)(a) of the Companies Act, 2013:

"No company shall appoint or continue the employment of any person as managing director, whole-time director or manager who has attained the age of seventy years: Provided that such appointment can be made by passing a special resolution and the accompanying explanatory statement shall indicate the justification for appointing such person."

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Mr. Shiv Prasad Agarwala has attained the age of 78 years on August 20, 2024 (Date of Birth: 20/08/1946). Hence, his continuation in office as Chairman and Managing Director beyond the age of 70 requires approval of the shareholders by Special Resolution, in line with Section 196(3)(a) read with Schedule V of the Companies Act, 2013.

The Board believes that his continued association with the Company will be immensely beneficial, given his deep knowledge of the industry, extensive experience, strategic foresight, and valuable contributions to Board-level discussions and business operations. He fulfills the conditions for appointment under the Companies Act, 2013 and the rules made thereunder.

The remuneration payable to Mr. Shiv Prasad Agarwala shall be in accordance with the provisions of Schedule V and other applicable provisions of the Act, and shall be as set out in the resolution and/or agreement approved by the Board.

Except Mr. Binod Kumar Bansal, Mr. Ashok Kumar Bansal, Mr. Raj Bansal, none of other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Accordingly, the Board recommends the Special Resolution set out in Item No. 1 of the Notice for the approval of the members.

Terms of Remuneration and Perquisites for Mr. Shiv Prasad Agarwala

The remuneration payable to Mr. Shiv Prasad Agarwala, Chairman & Managing Director, as approved by the Board and subject to approval of shareholders, is as follows:

1. Salary:

To be fixed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, subject to a maximum of ₹ 2,00,000 per month.

2. Commission:

Commission on net profits of the Company, as may be determined by the Board, subject to the overall ceiling prescribed under the Companies Act, 2013.

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Dated :

3. Allowances & Perquisites:

Particulars	Details
Housing	Rent-free accommodation or house rent allowance in lieu thereof, as per Company policy.
Medical Allowance	Reimbursement of medical expenses incurred for self and family.
Leave and LTA	Leave and leave travel allowance as per Company rules, including encashment of unavailed leave.
Club Fees	Fees of clubs, subject to a maximum of two clubs. Admission and life membership fees shall not be reimbursed.
Car Telephone	8 Use of Company's car with driver for official duties and telephone(s) at residence. Personal long-distance calls and use of car for private purposes shall be billed by the Company.

4. Limits on Remuneration:

The aggregate remuneration, perquisites, and commission shall be subject to the overall ceiling prescribed under Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

5. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure, he shall be paid the above salary, perquisites, and allowances as minimum remuneration in accordance with Section II of Part II of Schedule V of the Companies Act, 2013, or any statutory modification(s) thereof.

Item No. 2 : Re-appointment of Mr. Ashok Kumar Bansal, (DIN: 00545265) As A Whole Time Director

The Board of Directors of the Company, at its meeting held on 11.07.2025, upon the recommendation of the Nomination and Remuneration Committee at its meeting held on 11.07.2025, approved the re-appointment of **Mr. Ashok Kumar Bansal** as Whole-Time Director (Key Managerial Personnel) of the Company for a period of three (3)

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years, from 06.08.2025 to 05.08.2028 subject to the approval of the shareholders by way of Special Resolution at the forthcoming Extra-Ordinary General Meeting.

Remuneration, Benefits, and Perquisites:

- **Salary:** To be determined by the Board within the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 subject to a maximum of ₹2,00,000 per month.
- **Sitting Fees:** Not applicable to Executive Directors.
- **Minimum Remuneration:**
In the event of loss or inadequacy of profits in any financial year, the remuneration, perquisites, benefits, allowances, and amenities payable to Mr. Ashok Kumar Bansal shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013.

Brief Profile of Mr. Ashok Kumar Bansal:

Mr. Ashok Kumar Bansal has been an integral part of **Satya Shyam Trading Limited** since 01/10/2000. He holds a Masters degree in Business Administration and has specialized in liaison and administrative functions, bringing efficient coordination and operational discipline to the organization.

Directorships in Private Companies:

The disclosures required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the appointment of Mr. Bansal, are provided in the annexure attached to this Notice.

Declarations:

The Company has received:

- Consent from Mr. Ashok Kumar Bansal to act as Director in terms of Section 152 of the Companies Act, 2013.

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- A declaration confirming that he is not disqualified under Section 164 and is not debarred from holding office by SEBI or any other regulatory authority.
- Confirmation that his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.

Shareholder Approval under the Companies Act, 2013:

In accordance with the provisions of the Companies Act, 2013 and the applicable rules made thereunder, the appointment of a Director (including Whole-Time Directors) requires the approval of the shareholders in a general meeting.

Accordingly, the Board recommends the resolutions set out at Item No. 2 of this Notice for the approval of the members, by way of a Special Resolution.

Except Mr. Binod Kumar Bansal, Mr. Ashok Kumar Bansal, Mr. Raj Bansal, none of other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Item No. 3 : Ratification and Approval of Excess Managerial Remuneration Paid to Directors during FY 2024-25

The total managerial remuneration paid by the Company during FY 2024-25 amounts to ₹47,40,000. However, as per Section 197(1) read with Section 198 of the Companies Act, 2013, the permissible managerial remuneration to directors of a listed company should not exceed 11% of net profits as calculated under Section 198, which in this case amounts to ₹15,07,819. Accordingly, the remuneration paid during the year exceeds the statutory limits by ₹32,32,181.

The excess remuneration was paid due to business exigencies and based on the performance of the managerial personnel. In accordance with the provisions of Section 197(3), the excess amount may be ratified by the shareholders through a special resolution.

Hence, the Board recommends this resolution for approval by the members of the Company.

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Dated :

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives, except the concerned managerial personnel to the extent of their respective remuneration, is concerned or interested in the said resolution.

Registered Office: 110-Siyajigunj

Indore MP 452007 India

CIN: L51102MP1984PLC002664

E-mail: shyamsaty@rediffmail.com

Place: Indore

Date: 11.07.2025

By Order of the Board of Directors

Sd/-

Shiv Prasad Agarwala

Director

DIN: 00545387

CIN No. : L51102MP1984PLC002664

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Dated :

Details of Directors seeking Appointment/Re-appointment at the Extra-Ordinary General Meeting (In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Shiv Prasad Agarwala	Ashok Kumar Bansal
DIN	00545387	00545265
Date of birth	20.08.1946	02.02.1959
Qualification	B.Sc.	MBA
Date of Appointment	06.08.2025	06.08.2025
Keyskills, expertise and competencies	Mr. Shiv Prasad Agarwala has vast experience in Tea Industry. He has been associated with the Company since 1988. He has also been connected with so many companies on executive or non-executive basis within Tea Industry	Mr. Ashok Kumar Bansal has vast experience in Tea Industry. He has been associated with the Company since 2000. He has also been connected with so many companies on executive or non-executive basis within Tea Industry
Other Directorships (excluding Pvt. Companies and section 8 companies) as on date	1. Atal Tea Co (1943) Ltd 2. Bijalimoni Plantation Ltd. 3. New Tea Co Ltd 4. Matidhar Tea and Finance Ltd.	1. Hindusthan Building Society Ltd 2. Ank Leasing And Finance Ltd 3. Atal Tea Co (1943) Ltd 4. New Tea Co Ltd
Chairman / Member of the Committees of other public Companies as on date	No	No
Shareholding (No. of Shares)	10112	4800
Inter-se Relationship between Directors/manager/KMP's	He is related to Mr. Raj Bansal, Mr. Binod Kumar Bansal, Mr. Ashok Kumar Bansal and Mr. Siddharth Bansal. He is also related to all promoters of the Company.	He is related to Mr. Shiv Prasad Agarwala, Mr. Binod Kumar Bansal, Mr. Raj Bansal and Mr. Siddharth Bansal. He is also related to all promoters of the Company.

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Listed entities from which the Director has resigned in the past three years	None	None
Name of listed Companies from such Director resigned/Retired during last three(3) years	None	None
Terms, Remuneration proposed to be paid & Conditions of Appointment	As mentioned in the Resolution set out at Item No.1 of the Notice read with Explanatory statement pursuant to Section 102 of the Act.	As mentioned in the Resolution set out at Item No.2 of the Notice read with Explanatory statement pursuant to Section 102 of the Act.
Date of 1 st Appointment on the Board	29/12/1988	01/10/2000

Registered Office: 110-Siyajigunj Indore MP
452007 India

CIN: L51102MP1984PLC002664

E-mail: shyamsaty@rediffmail.com

Place: Indore

Date: 11.07.2025

By Order of the Board of Directors

Sd/-

Shiv Prasad Agarwala

Director

DIN: 00545387

CIN No. : L51102MP1984PLC002664

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Dated :

FORM MGT - 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L51102MP1984PLC002664

Name of the Company: SATYA SHYAM TRADING LIMITED

Registered Office: 110-SIYAJIGUNJ, INDORE - 452007, Madhya Pradesh

I/We, being the member (s) of the company holding Equity shares/CCPS, hereby appoint

Name:

Address:

E-mail Id:

Signature:

Or failing him/her

Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on/my behalf at the Extra General Meeting of the Company, to be held on **Wednesday, the 06th day of August, 2025 at 02.00 PM** at the Registered Office of the Company and any adjournment thereof in respect of such resolutions as are indicated below -

1. To re-appoint Mr. Shiv Prasad Agarwala, (DIN: 00545387) as a Chairman & Managing Director
2. To re-appoint Mr. Ashok Kumar Bansal, (DIN: 00545265) As A Whole Time Director.
3. Ratification and Approval of Excess Managerial Remuneration Paid to Directors during FY 2024-25

Affix
revenue
stamp

CIN No. : L51102MP1984PLC002664

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Dated :

Signed on the _____ day of _____ 2025

Signature of Shareholder

Signature of Proxy Holder(s)

NOTE - This form of Proxy in order to be valid and effective has to be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

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Dated :

ATTENDANCE SLIP

The Board of Directors,

SATYA SHYAM TRADING LIMITED

110-SIYAJIGUNJ, INDORE - 452007, Madhya Pradesh

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra General Meeting of the Company held on **Wednesday, the 06th day of August at 02.00 PM** at the registered office of the Company at 110-Siyaji Gunj, Indore-452007, Madhya Pradesh, India.

Member's / Proxy's Signature

CIN No. : L51102MP1984PLC002664

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Dated :

ROUTE MAP LANDMARK: SATYA SHYAM TRADING LIMITED

