

NOTICE OF 41ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF SATYA SHYAM TRADING LIMITED (CIN: L51102MP1984PLC002664) IS SCHEDULED TO BE HELD ON MONDAY, SEPTEMBER 29, 2025, AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 110-SIYAJIGUNJ INDORE MP 452007 INDIA, TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS:ITEM NO. 1 – TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025:

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2025 together with the Reports of the Board of Directors and Auditors' thereon.

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

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

ITEM NO. 2 – APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION:

To appoint a Director in place of Mr. Binod Kumar Bansal (DIN: 00545240) who retires by rotation and being eligible for re-appointment on same terms and condition, offers himself for re-election.

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

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Binod Kumar Bansal (DIN: 00545240) as a director, who is liable to retire by rotation.

SPECIAL BUSINESS: -ITEM NO. 3 – RATIFICATION OF ADDITIONAL MANAGERIAL REMUNERATION PAID AND CORRECTION OF EXCESS REMUNERATION DISCLOSURE:

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and

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subject to such other approvals, consents and permissions as may be necessary, the Company hereby ratifies and approves the payment of an additional sum of ₹18,00,000 (Rupees Eighteen Lakhs only) to Mr. Ashok Kumar Bansal, Whole-time Director, by way of medical reimbursement, which is separate from and in addition to the managerial remuneration of ₹35,40,000 (Rupees Thirty-Five Lakhs Forty Thousand only) already paid to the Directors for the Financial Year 2024-25.

RESOLVED FURTHER THAT the said payment, being in excess of the limits prescribed under Section 197 of the Companies Act, 2013, is hereby confirmed, approved and ratified by the members, it being clarified that the same falls within the monetary limits prescribed under Section II of Part II of Schedule V of the Act, and has been placed before the shareholders for approval as required under the SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT the Company also takes note of the correction of the excess remuneration amount mentioned in the explanatory statement of the earlier EGM notice dated 06th August 2025, wherein an excess amount of ₹32,32,181 was mistakenly disclosed. The correct excess remuneration paid to Directors for the Financial Year 2024-25, computed in accordance with Sections 197 and 198, amounts to ₹28,79,816, and the same is hereby noted, rectified and ratified.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

ITEM NO. 4- APPROVAL AND RATIFICATION OF MATERIAL RELATED PARTY TRANSACTIONS FOR FY 2024-25:-

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 Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to ratify and approve the related party transactions entered into by the Company during the financial year 2024-2025 with the following entities in which directors are interested:

- Purchase of goods from North Dinajpur Tea Agro Private Limited (entity in which directors have significant influence), amounting to ₹10.48 crore in FY 2024-25;
- Sale of goods to New Tea Marketing Private Limited (entity in which directors have significant influence), amounting to ₹39.57 crore in FY 2024-25.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to take all such steps and actions as may be necessary, proper or desirable to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of himself, and the proxy need not be a member. A blank form of proxy is enclosed at the end of the report and if intended to be used, it should be returned duly completed and signed at the registered office of the Company not less than forty-eight (48) hours before the scheduled time of the commencement of 41st Annual General Meeting i.e. by 11:00 AM on 29th September 2025.

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. The proxy holder shall provide identity proof at the time of attending the Meeting.

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 etc. intending to attend the Meeting through their authorised representatives are requested to send to the Company, a certified true copy of the Board Resolution, Power of Attorney or such other valid authorisation, authorising them to attend and vote on their behalf at the Meeting not later than 48 (forty-eight) hours before commencement of the meeting authorizing such person to attend and vote on its behalf at the meeting. The route map for the venue of the AGM is enclosed at the end of the report.

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. Following information of RTA is as follows:

Telephone No. 033-40724051 / 4052/4053,

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 AGM.
4. Proxy Form is annexed. Members are requested to bring their duly filled in attendance slip with copy of Annual Report to the place of meeting.

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5. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All the above documents will also be available electronically for inspection upto the date of AGM. Members seeking to inspect such documents can send an e-mail to shyamsaty@rediffmail.com at least seven days before the date of the Meeting.
6. 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.
7. 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 Annual General Meeting, forms integral part of the notice.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, 21st September, 2025 to Monday, 29th September, 2025 (both days inclusive).
9. 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 of date Sunday, 21st September, 2025**.
10. 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 only shall be entitled to avail the facility of remote e-voting as well as voting as the AGM through ballot paper.
11. Any persons, 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 i.e. 21st September, 2025, may obtain the login ID and password by sending a request at Company or RTA.
12. 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.
13. 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.

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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.

- 14. 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.
- 15. 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 Annual General Meeting (AGM) so as to enable the Management to keep the information ready and provide it at the AGM.
- 16. 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 41st AGM by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.
- 17. 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 casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- 18. The members who have casted 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.
- 19. The remote e-voting facility will be available during the following period:

| | |
|---------------------------------|--|
| Commencement of remote E-Voting | 09:00 AM IST on Friday, 26 th Sept., 2025 |
| End of remote E-Voting | 05:00 PM IST on Sunday, 28 th Sept., 2025 |
- 20. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.
- 21. The Company has fixed Sunday, 21st September, 2025, as the "Cut-off date" for identifying the members who shall be eligible for participation in the AGM and voting through remote e-voting during the remote e-voting period during the AGM. A person whose name is recorded in the register of members or in depositories as on the cut-off date shall be entitled to attend the AGM and to vote on the resolutions as set forth in the notice.

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22. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
23. The voting rights of the members shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date. A person who is not a member as on the cut-off date should treat notice of this meeting for information purposes only.
24. Details of Scrutinizer: **Ms. Divya Jeswani**, (COP-20495), Partner of M/s ADJ & Associates, Company Secretaries, Indore has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer's decision on the validity of the vote shall be final.
25. Once the vote on a resolution stated in this notice is cast by a member through remote e-voting, the member shall not be allowed to change it subsequently.
26. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.
27. 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 AGM, 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.
28. 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.
29. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July 2025 has decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, and could not be re-lodged upto March 31, 2021. The special window shall be open for a period of six months from July 07, 2025 to January 06, 2026. Shareholders are requested to re-lodge such cases, latest by 06.01.2026, with the Registrar & Share Transfer Agent (RTA) of the Company MCS Share Transfer Agent Limited, RTA situated at 383 Lake Garden, 1st floor, Kolkata – 700045 Telephone No. 033-40724051 / 4052/4053, E-mail address: mcssta@rediffmail.com. Transferred Shares will only be issued in demat mode once all the documents are found in order by RTA. The lodger must have a demat account and provide its Client Master List ('CML'), along with the transfer documents and share certificate, while lodging the documents for transfer with RTA. Transfer requests submitted after January 06, 2026 will not be accepted by the RTA/Company.
30. As per amended Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter which providing the weblink including the exact path, where complete

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details of Annual Report are available, will be sent by the Registrar and Share Transfer of the Company to those shareholders who have not registered their email address(es), at their address registered with the Company.

31. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/131 dated 31 July 2023 (updated as on August 04, 2023) has specified that a shareholder shall first takeup his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same. The Company has designated an e-mail ID i.e. shyamsaty@rediffmail.com to enable the investors to register their complaints/send correspondence, if any.
32. 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 R & T Agent for nomination form by quoting their folio number.
33. The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio/DPID number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.

Shareholder instructions for E-Voting:

THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:-

- i. The voting period begins on Friday, 26th September, 2025 at 09:00 A.M. and ends on Sunday, 28th September, 2025 at 05:00 P.M. 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 21st September, 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

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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.

- 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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 | <div><div>1.</div><div>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.</div></div> <div><div>2.</div><div>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.</div></div> <div><div>3.</div><div>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</div></div> |

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| | <p>(Token) 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 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 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</p> |

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| | 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. |
| Individual Shareholders (holding securities in demat mode) | 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. |

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

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

| 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 21 09911 |
| 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 or call at 022 - 4886 7000 and 022 - 2499 7000 |

- v. Login method for Remote e-Voting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

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

- 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,

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- 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:

| | |
|---|--|
| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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) | 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. <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 **SATYA SHYAM TRADING LIMITED** on which you choose to vote.
- 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.

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- 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. **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.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
34. **Process for those members whose Email IDS/Mobile No. are not registered:** The Members who have not registered their E-mail addresses are requested to register them with the Company to receive e-communication from the Company. For registering E-mail Address, the Members are requested follow the below steps:
- A. 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.
- B. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

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- C. 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

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 at toll free no. 1800 2109911

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, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 2109911.

Registered Office:

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CIN: L51102MP1984PLC002664

E-mail: shyamsaty@rediffmail.com

Place: Indore

Date: September 04, 2024

By Order of the Board of Directors

Sd/-

Shiv Prasad Agarwala

Managing Director

DIN: 00545387

Registered Office: 110-Siyajigunj Indore MP 452007 India

CIN: L51102MP1984PLC002664

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EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

ITEM NO. 3:-

The members of the Company are informed that during the Financial Year 2024-25, the Company has paid managerial remuneration aggregating to ₹35,40,000 to its Directors. In addition, a sum of ₹18,00,000 (Rupees Eighteen Lakhs only) was reimbursed to Mr. Ashok Kumar Bansal, Whole-time Director, towards medical expenses.

The said payment of medical reimbursement, being in the nature of perquisite and forming part of overall managerial remuneration under Section 197 of the Companies Act, 2013, has resulted in the aggregate remuneration of Directors exceeding the limits prescribed under the said Section. While such payment is within the monetary ceiling prescribed under Section II of Part II of Schedule V of the Act (for companies having effective capital between ₹5 crores and ₹100 crores), the same requires approval of the shareholders by way of special resolution in terms of Section 197 of the Act read with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, it is clarified that in the explanatory statement to the EGM Notice dated 06th August 2025, an inadvertent error occurred in disclosing the amount of excess remuneration as ₹32,32,181. The correct figure, as computed in accordance with Sections 197 and 198 of the Act, is ₹28,79,816, which is now being placed before the shareholders for noting and ratification.

Accordingly, approval of the members is sought by way of special resolution for ratifying and approving the aforesaid payment of ₹18,00,000 to Mr. Ashok Kumar Bansal, Whole-time Director, along with the correction of remuneration disclosure.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Ashok Kumar Bansal (to the extent of his remuneration), is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out at Item No. 3 as a Special Resolution for approval by the members.

ITEM NO. 4:-

The Company has entered into transactions with its related parties during FY 2024-2025 in the ordinary course of business and on an arm's length basis. Details of such transactions are as under:

- Purchase of goods worth ₹10.48 crore from North Dinajpur Tea Agro Pvt Ltd (entity in which directors have significant influence).
- Sale of goods worth ₹39.57 crore to New Tea Marketing Pvt Ltd (entity in which directors have significant influence).

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Although these transactions were conducted in the ordinary course of business and on arm’s length terms, the approval of the members is being sought under Section 188 of the Companies Act, 2013, as a matter of good governance and abundant caution.

It is clarified that since the Company is listed on the SME Exchange, the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 relating to material related party transactions are not applicable. However, compliance with Section 188 of the Companies Act, 2013 continues to be mandatory.

The Audit Committee and the Board of Directors have reviewed and approved these transactions and recommend the same for shareholder approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than those interested in the transactions, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set out at Item No. 4 as a Special Resolution for approval by the members.

ATTENDANCE SLIP OF 41ST ANNUAL GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

| | |
|--|--|
| Name of the Shareholder: | |
| Registered Address: | |
| No. of Shares Held: | |
| Registered Folio No./ DP ID-Client ID: | |

I/we certify that I/ We am/are the registered Member(s)/Proxy for the registered Member(s) of the Company.

I/We hereby record my/our presence at the 41st Annual General Meeting of the Company to be held on **Monday, September 29, 2025, at 11:00 A.M.** at the **Registered Office** of the Company situated at 110-Siyajigunj Indore MP 452007 India.

Signed this _____ Day of _____ 2025

.....

(Member’s/ Proxy’s Name (In Block Letters) (Members/ Proxy’s Signature)

- Notes:
- a. Shareholder / Proxy desiring to attend the meeting must bring duly filled in and signed Attendance Slip to the meeting and hand over at the entrance.

b. Shareholder / Proxy desiring to attend the meeting should bring his / her copy of the Notice along with Annual Report for reference at the meeting.

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FORM NO. MGT - 11 PROXY FORM

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

| | |
|-------------------------------|--|
| Name of the member(s): | |
| Registered address: | |
| No. of Shares held: | |
| Folio No / DP Id & Client Id: | |
| Joint Holder (s): | |
| E-mail Id: | |

I / We, being the member (s) of _____ shares of SATYA SHYAM TRADING LIMITED, hereby appoint:

1. Name:
E-mail ID:
Or failing him / her

Address:
Signature:
2. Name:
E-mail ID:
Or failing him / her

Address:
Signature:
3. Name:
E-mail ID:

Address:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting (AGM) of the Company to be held on **Monday, September 29, 2025, at 11:00 A.M.** at the **Registered Office** of the Company situated at 110-Siyajigunj Indore MP 452007 India.

| Resolution No. | Optional* | |
|---|-----------|---------|
| | For | Against |
| Ordinary Business: | | |
| 1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2025 together with the Reports of the Directors' and Auditors' thereon. | | |
| 2. To appoint a Director in place of Mr. Binod Kumar Bansal (DIN: 00545240) who retires by rotation and being eligible for re-appointment on same terms and condition, offers himself for | | |

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| | | |
|---|--|--|
| re-election | | |
| 3. Ratification of additional managerial remuneration paid and correction of excess remuneration disclosure | | |
| 4. Approval and Ratification Of Material Related Party Transactions For FY 2024–25 | | |

Signed this _____ Day of _____ 2025

Signature of Shareholder(s) : _____

Signature of Proxy holder(s) : _____

Notes

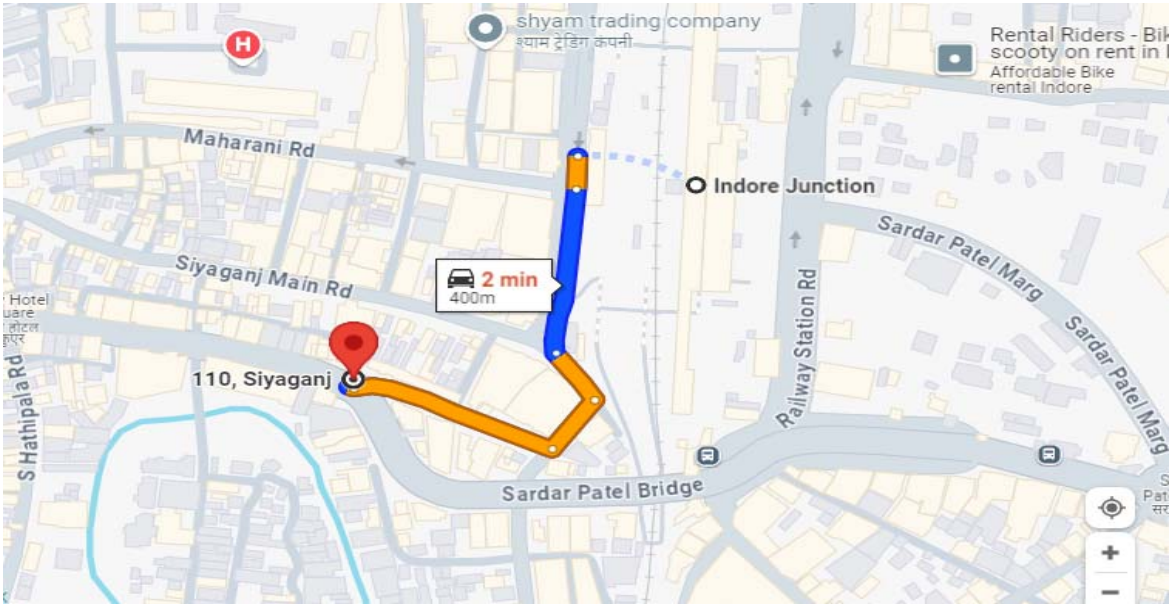
1. A person can act as a proxy on behalf of member’s up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the proxy form shall not act as proxy for any other person or Member.
3. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. This form of Proxy, in order to be effective, should be duly completed and deposited at the **Registered Office** of the Company situated at 110-Siyajigunj Indore MP 452007 India not less than FORTY-EIGHT HOURS (48) before the commencement of the Meeting.
6. All alterations made in the Form of Proxy should be initialed.
7. Please affix appropriate Revenue Stamp before putting signature.
8. In case of multiple proxies, proxy later in time shall be accepted.
9. A proxy need not be a shareholder of the Company.

Please affix
Revenue Stamp
of Rs. 1/-

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ROUTE MAP

LANDMARK: SATYA SHYAM TRADING LIMITED



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