

**NARANTAK DEALCOMM LIMITED**  
CIN: U67120WB1994PLC064811  
Address-5, C.R. AVENUE, PRINCEP STREET,  
KOLKATA-700072  
Phone no.: 033 4011 1000  
e-mail: shyam\_sel@rediffmail.com

**SUBHAM BUILDWELL PRIVATE LIMITED**  
CIN: U70101WB2007PTC117530  
Address- S.S. CHAMBERS, 5, C.R. AVENUE,  
PRINCEP STREET, KOLKATA, WB -700072  
Phone no.: 033 4011 1000  
e-mail id: shyam\_sel@rediffmail.com

Date: September 8, 2023

**The Managing Director,**  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
India

**The Managing Director,**  
National Stock Exchange of India Limited,  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051  
India

Dear Sir/Madam,

**Subject: Notice of the proposed Offer for Sale of equity shares of face value of ₹ 10 each (“Equity Shares”) of Shyam Metalics and Energy Limited (the “Company”) by its Promoters, Narantak Dealcomm Limited and Subham Buildwell Private Limited (“Sellers”), through the stock exchange mechanism (the “Notice”)**

Please refer to Clause 5.2 of the circular number SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 notified by the Securities and Exchange Board of India (“SEBI” and such circular, the “SEBI OFS Circular”) pertaining to “Comprehensive Framework on Offer for Sale of Shares through Stock Exchange Mechanism”, read with Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – circular no. SEBI/HO/MRD2/MRD2\_DCAP/P/CIR/2021/0000000591 dated July 5, 2021 issued by SEBI (together with SEBI OFS Circular, the “SEBI OFS Circulars”), read with (a) “Revised Operational Guidelines for Offer for Sale (OFS) Segment” issued by BSE by way of its notice bearing no. 20230127-14 dated January 27, 2023 and, to the extent applicable, the previous circulars issued by BSE in this regard; (b) “Revised operating guidelines of Offer for Sale” issued by NSE by way of its circular bearing no. NSE/CMTR/55432 and dated January 31, 2023, to the extent applicable, the previous notices issued by NSE in this regard; (together with the SEBI OFS Circulars, the “OFS Guidelines”).

Narantak Dealcomm Limited and Subham Buildwell Private Limited are the promoters of **Shyam Metalics and Energy Limited** (the “Promoter”). The Sellers proposes to sell up to 1,30,43,480 Equity Shares of the Company, (representing 5.11% of the total issued and paid up equity share capital of the Company) (“Base Offer Size”), on September 11, 2023, (“T day”) (for non-Retail Investors only) and on September 12, 2023 (“T+1 day”) (for Retail Investors and for non-Retail Investors who choose to carry forward their un-allotted bids) with an option to additionally sell up to 30,43,477 Equity Shares (representing 1.19% of the total issued and paid up equity share capital of the Company) (the “Oversubscription Option” and in the event that the Oversubscription Option is exercised, the Equity Shares forming part of the Base Offer Size and the Oversubscription Option will represent 6.31% of outstanding Equity Shares of the Company, i.e. 1,60,86,957 Equity Shares (held in dematerialized form in one or more demat accounts with the relevant depository participant), and will collectively, hereinafter be referred to as “Offer Shares” while in the event

that such Oversubscription Option is not exercised, the Equity Shares forming part of the Base Offer Size will be referred to as “Offer Shares”) through a separate, designated window of the BSE Limited (the “BSE”) and the National Stock Exchange of India Limited (“NSE”, and together with the BSE, the “Stock Exchanges”), in accordance with the OFS Guidelines (such offer for sale hereinafter referred to as the “Offer”).

In the event that the Oversubscription Option is exercised, the Equity Shares forming part of the Base Offer Size and the Oversubscription Option will collectively, hereinafter be referred to as “Offer Shares” while in the event that such Oversubscription Option is not exercised, the Equity Shares forming part of the Base Offer Size will be referred to as “Offer Shares”.

The Offer shall be undertaken exclusively through the Seller’s Broker named below on a separate window provided by the Stock Exchanges for this purpose.

The Offer is being undertaken by the Seller, *inter alia*, for achieving the minimum public shareholding in the Company as prescribed under Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Hence, in terms of the OFS Circular, the Seller is eligible to sell the Offer Shares by way of an offer for sale through the stock exchange mechanism.

The details of the Offer, in accordance with the requirements of Clause 5.2 of the SEBI OFS Circular, are set forth below. Other important information in relation to the Offer is set out below under the heading “Important Information”, and the information included therein constitutes an integral part of the terms and conditions of the Offer. Bidders/ prospective purchasers, as well as their brokers, are required to read the information included in this Notice in its entirety along with the OFS Guidelines, before participating in the Offer.

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1.	Name of the Seller (Promoter / Promoter Group)	Narantak Dealcomm Limited and Subham Buildwell Private Limited (“Promoters”)
2.	Name of the company whose shares are proposed to be sold and ISIN	Name: Shyam Metalics and Energy Limited ISIN: INE810G01011
3.	Name of the stock exchanges where orders shall be placed	BSE and NSE
4.	Name of the designated stock exchange	BSE
5.	Name of the designated clearing corporation	NSE Clearing Limited
6.	Dates and time of the opening and closing of the Offer	The Offer shall take place on a separate window of the Stock Exchanges on September 11, 2023 (“T” day) and September 12, 2023 (“T+1” day), from 9:15 a.m. to 3:30 p.m. (Indian Standard Time) on both days, as per

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details given below.

**For non-Retail Investors (defined below)**

Only non-Retail Investors shall be allowed to place their bids on T day, i.e., September 11, 2023. While placing their bids, non-Retail Investors may indicate their willingness to carry forward their un-allotted bids to T+1 day for allocation to them in the unsubscribed portion of Retail Category (defined below).

The Offer shall take place during trading hours on a separate window of the Stock Exchanges on T Day, i.e., September 11, 2023 commencing at 9:15 a.m. and shall close at 3:30 p.m. Indian Standard Time on the same date.

Those non-Retail Investors who have placed their bids on T Day and have chosen to carry forward their bids to T+1 day, shall be allowed to carry forward and also revise their bids on T+1 day as per the OFS Guidelines.

**For Retail Investors (defined below) and for non-Retail Investors who choose to carry forward their un-allotted bids to T+1 Day**

The Offer shall continue to take place during trading hours on a separate window of the Stock Exchanges on T+1 day, i.e., September 12, 2023 commencing at 9:15 a.m. and shall close on the same date at 3:30 p.m. Indian Standard Time on the same date.

Only Retail Investors (defined below) shall be allowed to place their bids on T+1 day, i.e., September 12, 2023. Further, those non-Retail Investors who have placed their bids on T day and have chosen to carry forward their unallotted bids to T+1 day, shall be allowed to revise their bids on T+1 day as per the OFS Guidelines.

7. Allocation methodology

The allocation shall be at or above the Floor Price (*defined below*) on a price priority basis at multiple clearing prices, in accordance with the SEBI OFS Circular except in case of Retail Investors, who shall have an option to bid at or above the Cut-Off Price (defined below).

Indicative price for the non-Retail category shall be displayed separately. There shall be no indicative price for the Retail Category.

No single bidder, other than mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended ("**Mutual Funds**") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999 as amended ("**Insurance Companies**"), shall be allocated more than 25% of the Offer Shares.

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In case of oversubscription in the non-Retail Category, the Seller may choose to exercise the Oversubscription Option, which will be intimated to the Stock Exchanges after trading hours (at or before 5 p.m.) on T day. Accordingly, allocation to Bidders in the non-Retail Category shall be done from the Offer Shares forming part of the Base Offer Size and the Oversubscription Option. Further, in the event the Oversubscription Option is exercised, the Equity Shares forming part of the Base Offer Size and the Oversubscription Option will, collectively, hereinafter be referred to as "**Offer Shares**". In case the Oversubscription Option is not exercised, the Equity Shares forming part of the Base Offer Size will hereinafter be referred to as "**Offer Shares**".

In case of oversubscription in the non-Retail Category on T+1 day, if the aggregate number of Offer Shares bid for at a particular clearing price is more than available quantity, then the allocation for such bids will be done on a proportionate basis.

**Non-Retail Category Allocation Methodology**

The non-Retail Investors shall have an option to carry forward their un-allotted bids from T Day to T+1 day provided such non-Retail Investors choosing to carry forward their un-allotted bids to T+1 day indicate their willingness to carry forward their un-allotted bids, on T day. Further, such non-Retail Investors can also revise their bids on T+1 day in accordance with the SEBI OFS Circular.

The allocation to the non-Retail Investors shall be at a price equal to the Cut-Off Price or higher as per the bids.

A minimum of 25% of the Offer Shares shall be reserved for Mutual Funds and Insurance Companies, subject to receipt of valid bids at or above the Floor Price (defined below). In the event of any under subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to other bidders in the non-Retail Category.

In case of oversubscription in the non-Retail Category, the Seller may choose to exercise the Oversubscription Option, which will be intimated to the Stock Exchanges after trading hours (at or before 5 p.m.) on T Day. Accordingly, allocation to Bidders in the non-Retail Category shall be done from the Offer Shares forming part of the Base Offer Size and the Oversubscription Option. Further, in the event the Oversubscription Option is exercised, the Equity Shares forming part of the Base Offer Size and the Oversubscription Option will, collectively, hereinafter be referred to as "**Offer Shares**". In case the Oversubscription Option is not exercised, the Equity Shares forming part of the Base Offer Size will

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hereinafter be referred to as “Offer Shares”.

In case of oversubscription in the non-Retail Category on T+1 day, if the aggregate number of Offer Shares bid for at a particular clearing price is more than available quantity, then the allocation for such bids will be done on a proportionate basis.

#### **Retail Category Allocation Methodology**

For the purpose of this Notice, Retail Investor shall mean an individual investor who places bids for Offer Shares of total value of not more than ₹200,000 aggregated across Stock Exchanges (“Retail Investor”).

10% of the Offer Shares shall be reserved for allocation to Retail Investors (“Retail Category”).

A Retail Investor may enter a price bid or opt for bidding at the “Cut-Off Price”. For this purpose, “Cut-Off Price” means the lowest price, as shall be determined, at which the Offer Shares are sold in the non-Retail Category, based on all valid bids received on T Day and their bid below the Cut-Off Price shall not be considered for Allocation. The cut off price shall be determined separately for bids received in the Retail Category and for bids received in the Non-Retail Category. Provided that Retail Investors shall be allowed to place their bids at Floor Price on T+1 day, in case of under-subscription in the Non-Retail Category.

If the Retail Category is fully subscribed, bids by Retail Investors below Cut-Off Price or the Floor Price, whichever is applicable, will be rejected.

In case of oversubscription in the Retail Category, if the aggregate number of Offer Shares bid for at a particular clearing price / Cut-Off Price, as the case may be, is more than the available number of Equity Shares at such price, then the allocation for such bids will be done on a proportionate basis at such clearing price (at or above the Cut-Off Price) / the Cut-Off Price, as the case may be.

**Any unsubscribed portion of the Retail Category, after allotment to Retail Investors, shall be eligible for allocation to non-Retail Investors who have chosen to carry forward their un-allotted bids to T+1 day. Such non-Retail Investors are required to indicate their willingness to carry forward their bid on T day.**

8.	Total number of Equity Shares being offered in the Offer	1,30,43,480 Equity Shares, representing 5.11% of the total paid up equity share capital of the Company (the “Base Offer Size”).
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		<b>Name of the Seller</b>	<b>No. of Equity Shares being offered for sale</b>	<b>% of total paid up Equity Share capital</b>
		Narantak Dealcomm Limited	53,32,663	2.09%
		Subham Buildwell Private Limited	77,10,817	3.02%
		<b>Total</b>	<b>1,30,43,480</b>	<b>5.11%</b>

9. Maximum number of shares the Seller may choose to sell over and above made at point 8 above

Up to 30,43,477 Equity Shares of the Company of face value of ₹ 10 each, representing 1.19 % of the total paid up equity share capital of the Company (the “**Oversubscription Option**”).

Name of the Seller	No. of Equity Shares being offered for sale	% of total paid up Equity Share capital
Narantak Dealcomm Limited	12,44,287	0.49%
Subham Buildwell Private Limited	17,99,190	0.70%
<b>Total</b>	<b>30,43,477</b>	<b>1.19%</b>

The Sellers shall intimate the Stock Exchanges of its intention to exercise the Oversubscription Option after the trading hours (at or before 5 p.m.) on T day.

10. Name of the broker(s) on behalf of the Seller (the “ <b>Seller’s Broker</b> ”)	ICICI Securities Limited (Broker Code: NSE – 07730/ BSE – 0103)
11. Floor Price	The floor price for the Offer shall be ₹ 414 (Rupees Four Hundred and Fourteen) per Equity Share (“ <b>Floor Price</b> ”). The Stock Exchanges are required to ensure that the Floor Price is immediately informed to the market.
12. Conditions for withdrawal of the Offer	The Seller reserves the right to not proceed with the Offer at any time prior to the time of opening of the Offer on T Day. In such a case, there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale through stock exchange mechanism is made. The Stock Exchanges shall suitably disseminate details of such withdrawal.
13. Conditions for cancellation of the Offer	The Offer may be cancelled by the Seller in full (i) if the Seller fail to get sufficient demand at or above the floor price, or (ii) if there is a default in the settlement obligation, or (iii) on T day, post bidding, if the Seller fails to get sufficient demand from non-retail investors at or above the floor price on T day. The decision to either accept or reject the Offer shall

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be at the sole discretion of the Seller.

In the event sufficient number of valid bids are not received from non-Retail investors for the Offer Shares at or above the Floor Price or in case of defaults in settlement obligation, the Seller reserves the right to either conclude the Offer to the extent of valid bids received or cancel the Offer in full. The decision to either accept or reject the Offer shall be at the sole discretion of the Seller.

Cancellation request for bidding from the Seller will be accepted up to 5:00 p.m. on T Day by the Stock Exchanges.

14. Conditions for participating in the Offer	<ol style="list-style-type: none"> <li>1. Non-institutional investors bidding shall deposit 100% of the bid value in cash up-front with the clearing corporation at the time of placing bids for the Offer.</li> <li>2. Institutional investors have an option of placing bids without any upfront payment. In case of institutional investors who place bids with 100% of the bid value deposited upfront, custodian confirmation shall be provided within trading hours. In case of institutional investors who place bids without depositing 100% of the bid value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions and the SEBI OFS Circular.</li> <li>3. In respect of bids in the Retail Category, margin for bids placed at the Cut-Off Price, shall be at the Cut-Off Price determined based on the bids received on T Day for the Non-Retail Category and for price bids at the value of the bid. Clearing corporation shall collect margin to the extent of 100% of order value in cash or cash equivalents at the time of placing bids. Pay-in and pay-out for bids by Retail Investors shall take place as per normal secondary market transactions and applicable laws including OFS Guidelines.</li> <li>4. Retail Investors may enter a price bid or opt for bidding at the Cut-Off Price. In case of under subscription in the Non-Retail Category after allocation, the Retail Investors shall be allowed to place their bids at Floor Price.</li> <li>5. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments.</li> <li>6. Individual investors shall have the option to bid in the Retail Category and/ or the non-Retail Category. However, if the cumulative bid value by an individual investor across the Retail Category and the non-Retail Category exceeds ₹200,000, the bids in the Retail Category will be rejected, and only bids in the Non-Retail</li> </ol>
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Category will be eligible for allocation. Further, if the cumulative bid value by an individual investor in the Retail Category across BSE and NSE in aggregate exceeds ₹200,000, such bids shall be rejected.

7. Modification or cancellation of orders

(a) Orders placed by Retail Investors (with 100% of the bid value deposited upfront) can be modified or cancelled any time during the trading hours on T+1 day.

(b) Orders placed by institutional and non-institutional investors, with 100% of the bid value deposited upfront: Such orders can be modified or cancelled any time during the trading hours on T day, and in respect of any un-allotted bids which they have indicated to be carried forward to T+1 day, orders can be modified on T+1 day in accordance with the OFS Guidelines;

(c) Orders placed by institutional investors without depositing 100% of the bid value upfront: Such orders cannot be modified or cancelled by the investors or stock-brokers, except for making upward revision in the price or quantity any time during the trading hours on T day, and in respect of any un-allotted bids which they have indicated to be carried forward to T+1 day, orders can be modified (only by making upward revision in the price or quantity) on T+1 day in accordance with the OFS Guidelines.

(d) Bids carried forward by non-Retail Investors to T+1 Day may be revised in accordance with the OFS Guidelines

In case of any permitted modification or cancellation of the bid, the funds shall be released / collected on a real-time basis by the clearing corporation.

8. Bidder shall also be liable to pay any other fees, as may be levied by the Stock Exchanges, including securities transaction tax, exchange turnover charges, SEBI fees and applicable stamp duty.

9. Multiple orders from a single bidder shall be permitted, subject to the conditions prescribed in paragraph 6 above.

10. In case of default in pay-in by any bidder, an amount aggregating to 10% of the order value shall be charged as penalty from the investor and collected from the broker. This amount shall be credited to the Investor Protection Fund of the Stock Exchanges.

11. The Equity Shares of the Company other than the Offer Shares shall



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	<p>continue trading in the normal market. However, in case of market closure due to incidence of breach of "Market wide index-based circuit filter", the Offer shall also be halted.</p> <p>12. In accordance with the SEBI OFS Circular, the Promoters and members of the Promoter Group of the Company, are not allowed to participate in the Offer (apart from the OFS by the Seller), and accordingly, any bid from the Promoters or members of the Promoter Group of the Company shall be rejected.</p>
15. Settlement	<p>1. Settlement shall take place on a trade for trade basis. For bids received from non-Retail Category on T day, being non-institutional investors and institutional investors who place orders with 100% of the order value deposited upfront, settlement shall take place on T+1 Day, in accordance with the OFS Guidelines. In the case of institutional investors who place bids on T Day without depositing 100% of the order value upfront, settlement shall be as per the existing rules for secondary market transactions (i.e., on T+1 day).</p> <p>2. For the bids received on T+1 Day from non-Retail Investors who choose to carry forward their un-allotted bids to T+1 day with 100% of the order value deposited upfront, the settlement shall take place on T+2 Day.</p> <p>3. For the bids received on T+1 Day from the Retail Category, the settlement shall take place on T+2 Day.</p> <p>4. For the bids received on T+1 Day from the un-allotted institutional Investors who choose to carry forward their bid on T+1 day without depositing 100% of the order value upfront, the settlement shall take place on T+2 day.</p>

### IMPORTANT INFORMATION

The Offer is directed personally to each prospective bidder (including individuals, funds or otherwise) registered with the broker of the Stock Exchanges who makes a bid (each a "**Bidder**") and neither the Offer nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to buy, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of persons within or outside India.

The Offer is being made in reliance on the OFS Guidelines. There will be no "**public offer**" of the Offer Shares in India under the applicable laws in India including the Companies Act, 2013, and the rules and clarifications issued thereunder, as amended from time to time (the "**Companies Act**") or in any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a "prospectus" or an "offer document" with the Registrar of Companies in India and/or SEBI and/or the Stock Exchanges or any other statutory/regulatory/listing authority, in India or abroad, under the applicable

laws in India including the Companies Act, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and no such document will be circulated or distributed to any person in any jurisdiction, including in India.

Each Bidder shall be deemed to acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information available with SEBI, the Stock Exchanges, on the Company's website or otherwise in the public domain, together with the information contained in this Notice.

The Offer is subject to further terms set forth in the contract note to be provided to the successful Bidders. Bidders should consult their own tax advisors regarding the tax implications to them of acquiring the Offer Shares.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale securities, in any jurisdiction (collectively, "**Other Jurisdictions**") in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, in or to persons in any Other Jurisdictions unless permitted pursuant to an exemption under the relevant local law/s or regulation/s in any such jurisdiction. Prospective purchasers should seek appropriate legal advice prior to participating in the Offer. The Offer Shares have not been and will not be registered under any securities law of any Other Jurisdictions.

The Offer Shares have not been and will not be registered under: (a) the United States Securities Act of 1933, as amended (the "**Securities Act**"), or under the securities laws of any state of the United States, and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable state securities laws or (b) any other securities law of Other Jurisdictions. The Offer Shares are being offered and sold outside the United States in "offshore transactions" in reliance upon Regulation S under the Securities Act ("**Regulation S**").

No representation is made as to the availability of any such exemption at the time of any sale or resale of the Offer Shares.

By submitting a bid in connection with the Offer or receiving the Offer Shares, Bidders will be deemed to have acknowledged that none of the Seller's Brokers, the Seller, the Company nor any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates, have provided the Bidders with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Offer Shares, and that the Bidders have obtained their own independent tax advice and evaluated the tax consequences in relation to the Offer Shares.

By submitting a bid in connection with the Offer or receiving any Offer Shares, each Bidder will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, and (c) made the representations, warranties, agreements and acknowledgements set out immediately below, as appropriate:

- It understands that the Offer Shares have not been and will not be registered under the Securities Act or under the securities laws of any state of the United States and are being offered and sold to it in a transaction that does not require registration under the Securities Act;
- It is empowered, authorized and qualified to purchase the Offer Shares;
- (i) It was outside the United States (within the meaning of Regulation S) at the time the offer of the Offer Shares was made to it and it was outside the United States when its purchase order for the Offer Shares was originated and (ii) if it is a broker-dealer outside the United States acting on behalf of its customers, each of its customers has confirmed to it that such customer was outside the United States at the time the offer of the Offer Shares was made to it and such customer was outside the United States when such customer's buy order for the Offer Shares was originated;
- If it is a person in a member state of the European Economic Area ("EEA"), it represents and agrees that it is a "qualified investor" within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC) (as amended, including by Directive 2017/73/EU) ("Qualified Investor");
- It also represents and agrees that any Offer Shares that may be acquired by it in any offer of the Offer Shares will not be acquired on behalf of persons in the EEA other than Qualified Investors or persons in the UK and other member states (where equivalent legislation exists) for whom it has authority to make decisions on a wholly discretionary basis, nor have the Offer Shares been acquired with a view to their offer or resale in the EEA to persons where this would result in a requirement for publication by the Company or Broker of a prospectus pursuant to Article 3 of the Prospectus Directive.
- It did not submit a bid for and will not be acquiring the Offer Shares as a result of any "directed selling efforts" (as defined in Regulation S);
- It is buying the Offer Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Offer Shares, it agrees that it will not offer, sell, pledge or otherwise transfer the Offer Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to another available exemption from the registration requirements under the Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India;
- It understands that no representation is made by the Seller or the Seller's Brokers as to the availability of any such exemption at the time of any such offer, sale, pledge or transfer;
- It is not an affiliate (as defined in Rule 405 under the Securities Act) of the Company or a person acting on behalf of an affiliate of the Company;
- It is not, and is not acting on behalf of a "Benefit Plan Investor" as defined in the Employee Retirement Income Security Act of 1974, as amended;
- Where it is submitting a bid as fiduciary or agent for one or more investor or managed accounts, it represents and warrants that it was authorised in writing by each such managed account to purchase the Offer Shares for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgments herein for and on behalf of each such account, reading the reference to 'it' to include such accounts;
- The placing of orders for the purchase of the Offer Shares and resultant purchase on successful allocation is and will be lawful under the laws of the jurisdictions in which it places such orders to purchase Offer Shares, in which it is resident, and in which the sale and purchase of the Offer Shares is consummated, including under all applicable Indian laws, regulations and guidelines, including the

OFS Guidelines;

- It will not hold or seek to hold the Seller or the Seller's Brokers or any of their respective affiliates responsible or liable for any misstatements in or omissions from any publicly available information concerning the Company or the Offer or otherwise responsible or liable in any manner whatsoever in respect of any losses incurred in connection with transactions entered into by the brokers acting on its behalf in connection with the purchase of the Offer Shares;
- It agrees to indemnify and hold the Seller and the Seller's Brokers harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Offer Shares;
- It understands that by its purchase or holding of the Offer Shares it is assuming and is capable of bearing the risk of loss that may occur with respect to the Offer Shares, including the possibility that it may lose all or a substantial portion of its investment in the Offer Shares, and it will not look to Seller's Brokers for all or part of any such loss or losses it may suffer; and
- It acknowledges that the Seller and the Seller's Brokers and their respective affiliates, and others will rely upon the truth and accuracy of the foregoing representations, warranties, agreements and acknowledgements and agrees that if any of such representations, warranties, agreements and acknowledgements is no longer accurate it will promptly notify the Seller.

Any resale or other transfer, or attempted resale or other transfer, of the Offer Shares made other than in compliance with the above-mentioned restrictions shall not be recognized by the Company.

Thanking You,

This signature page forms an integral part of the notice regarding offer for sale by way of the stock exchange mechanism of equity shares of Shyam Metals and Energy Limited by Narantak Dealcomm Limited and Subham Buildwell Private Limited (collectively, the “Sellers”).

**On behalf of Narantak Dealcomm Limited**

  
Authorized Signatory

Name: **Mahabir Prasad Agarwal**

Designation: Director



This signature page forms an integral part of the notice regarding offer for sale by way of the stock exchange mechanism of equity shares of Shyam Metalics and Energy Limited by Narantak Dealcomm Limited and Subham Buildwell Private Limited (collectively, the “Sellers”).

**On behalf of Subham Buildwell Private Limited**



Authorised Signatory

Name: **Mahabir Prasad Agarwal**

Designation: Authorised Signatory

