

# Strengthening our **Core**



Innovation



Expansion



Resilience





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Forward-looking statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information.

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# Strengthening our core

Ever since inception, we have always focused on innovation to enrich our products range, capture market opportunities and serve the growing demand for steel and allied products. Our operational efficiency, discipline, cost management, and a balanced product mix have helped us navigate a challenging macro-economic scenario.

Our resilient business model, prudent capex strategy and value-added portfolio are aligned to emerging opportunities in the sector. Operating in a commoditised industry with a cost-effective model, coupled with strong capital allocation are sources of competitive advantages for us.

Our strategy has always been to incur capital expenditure (CAPEX) in small phases to ensure the balance sheet remains strong and resilient. We continue to monitor the liquidity, solvency and capital efficiency ratios to safeguard our business model and the interests of all stakeholders. We are strengthening our core business model with innovation, expansion and resilience in an uncertain business environment.

SMEL has always been profit-making – we have never had a loss-making year despite operating in a cyclical industry.

Our strengths and competitive advantages have enabled us to rise from being India's 35th largest steel producer to 6th largest steel producer within two decades.

## DELIVERING VALUE BY STRENGTHENING OUR CORE

Over the last three decades since inception, we have gradually strengthened our core capabilities to become a leading integrated metal producer in India. We operate across the entire value chain from raw material processing to manufacturing finished products in carbon steel, stainless steel, ferro alloys, and aluminium.

Our strategically located plants in West Bengal, Odisha and Madhya Pradesh, are supported by captive power generation, railway sidings, and strong logistics infrastructure. This enables us to maintain cost efficiency, ensure product quality, and respond swiftly to market demand.

Over the years, we have built a diversified product portfolio including TMT bars, wire rods, structural steel, ferro alloys, stainless steel long and flat products and aluminium foils. Our operations are underpinned by disciplined capital allocation, with all growth investments funded through internal accruals. We continue to expand into value-added segments such as ductile iron pipes, colour-coated sheets, and battery foil to leverage emerging demand.

### Resilient to the core for decades

Since inception, we have remained consistently profitable, even in down cycles. Our focus remains on enhancing operating leverage, maintaining financial resilience and creating long-term value through strategic integration, sustainability and capacity expansion. At Shyam Metals, we prioritise responsible resource management and proactively address the specific needs of our clients in India and many other parts of the world, which includes USA, Japan, Korea, Italy, Nepal and Bangladesh.



### VISION

We aspire to be the global industry benchmark through value creation, process innovation, enhanced stakeholder participation & relentless pursuit of opportunity.



### MISSION

Consistent with the vision and values of our founder Shri. M. P. Agarwal, Shyam Metals strives to leverage its cost-efficiency and effective utilisation of natural and human resource to attain high productivity for strengthening India's industrial base. Shyam Metals believes in empowering people and induction of dynamic management practices to scale the heights of success and business excellence.



### CORE STRENGTHS

We operate 'Ore to Metal' integrated steel plants with captive railway siding	Our plants are strategically located plants with proximity to mineral belts, national highways and ports;	PAT positive since inception with 14% volume growth in finished steel in FY 2025;
Strong and positive cash position;	~83% of power sourced from captive power plants;	Eminent Promoters and Management possessing extensive decades-long experience in the metal industry
Disciplined capital allocation	Consistent EBITDA	Backward Integration & Forward Integration with presence across the Value Chain

#### Key highlights

**6th**

Largest Steel producer

**4th**

Largest Sponge Iron Player,

**₹15137.50 Crores**

Revenue

**15.13 MTPA**

Combined production capacity

**~83% of power**

Sourced from Captive

**17,248**

Employee strength

**AA/Positive**

Crisil Credit rating

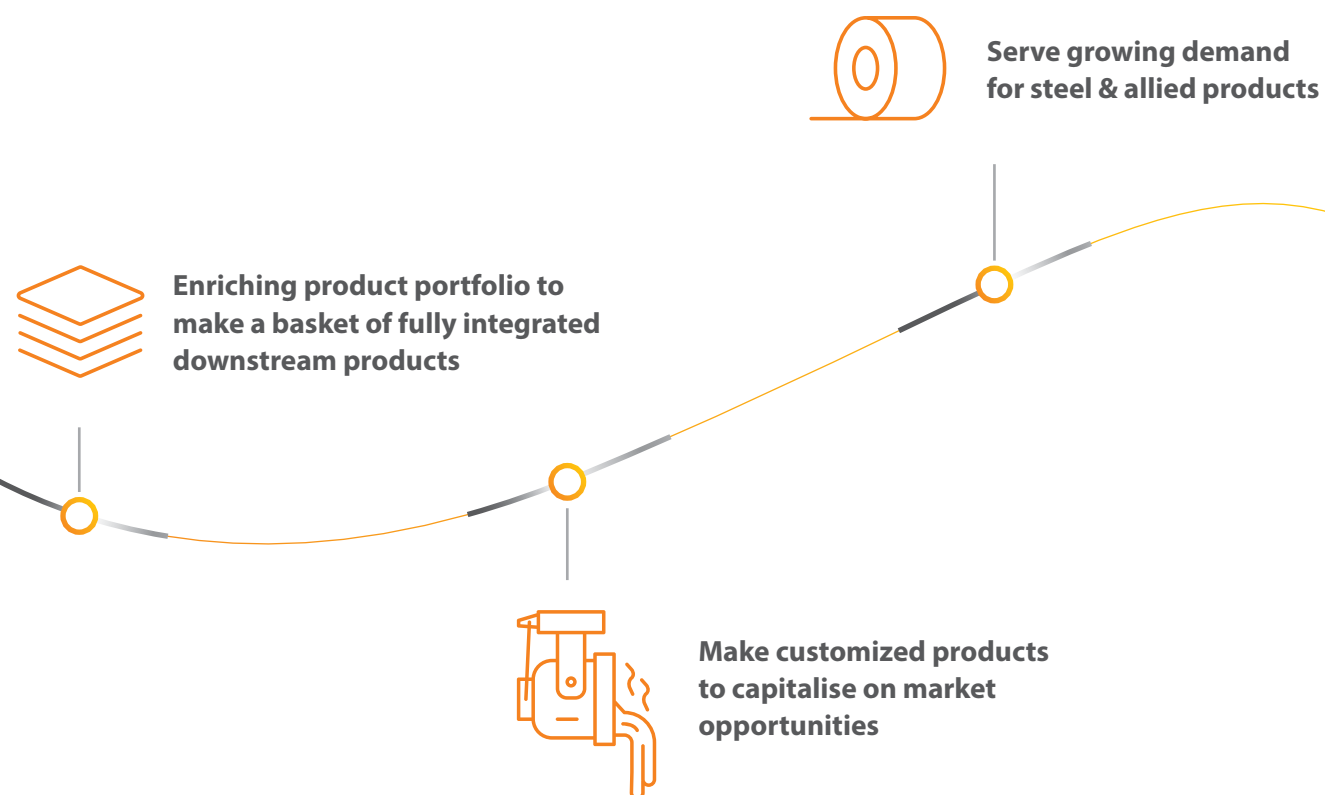
**25**

Presence across countries



## STRENGTHENING OUR CORE WITH A DIVERSIFIED PRODUCT MIX

Powered by innovation, we have gradually enriched our product portfolio to prepare a bouquet of fully integrated downstream products. We focus on making customised products to capitalise on market opportunities, and serve the growing demand for steel and allied products.



Our strategy has always been to incur capital expenditure (CAPEX) in small phases to ensure the balance sheet remains strong and resilient. We continue to monitor the liquidity, solvency and capital efficiency ratios to safeguard our business model and the interests of all stakeholders. We are strengthening our core business model with innovation, expansion and resilience in an uncertain business environment.



TMT Bars

We manufacture SEL Tiger TMT bars using advanced thermomechanical processes that meet BIS standards. These bars offer strength, ductility, and weldability, making them suitable for a wide range of construction applications. Their design supports structural requirements in high-seismic and load-intensive zones.



Roofing Sheets

Our colour-coated roofing sheets are designed to provide durability and weather resistance. These products are used across residential, commercial, and industrial projects, combining long-term protection with design flexibility.



Aluminium Foil

SEL Tiger Foil is a food-grade aluminium foil developed for safe and hygienic storage and packaging. It supports everyday use in homes, food services, and institutional kitchens while meeting quality and compliance standards.



Wire Rods

SEL Tiger wire rods are produced with consistent tensile strength and dimensional precision. They serve applications in fabrication, binding, fasteners, and various industrial processes.



Structural Steel

Our structural steel offerings under the SEL Tiger range include angles, channels, and beams. These are manufactured for use in heavy construction and infrastructure projects, where reliability and dimensional accuracy are critical.



Stainless Steel Rebars

SEL Tiger stainless steel rebars are developed for use in coastal, marine, and high-humidity zones. These corrosion-resistant bars are suitable for long-lifecycle infrastructure and public works projects.

### Building with Clarity and Consistency

Our SEL Tiger products are backed by consistent quality standards and technical communication, ensuring that buyers whether institutional or individual have clear visibility into product performance and specifications.

### Expanding Reach, Enabling Growth

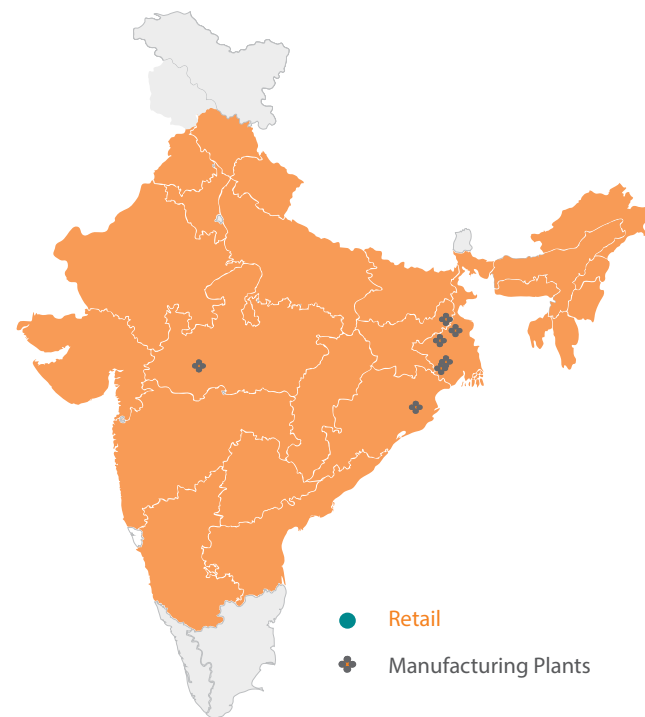
With strong support from our integrated manufacturing setup, SEL Tiger continues to grow across key regional markets. The brand serves as a unifying platform across product lines, helping us meet diverse customer requirements in a consolidated and structured way.

## A REMARKABLE JOURNEY OF INNOVATION, EXPANSION AND RESILIENCE





## LOCATIONS WE OPERATE FROM



### Manufacturing facilities



#### Sambalpur, Odisha

Iron Pellets, Sponge Iron (DRI), Billets, TMT Bars, Structural Steel, Wire Rods, Pipes, Ferro Alloys, Captive Power Plant



#### Jamuria, West Bengal

Iron Pellets, Sponge Iron (DRI), Billets, TMT Bars, Structural Steel, Wire Rods, Pipes, Ferro Alloys, Captive Power Plant



#### Mangalpur, West Bengal

Sponge Iron, Ferro Alloys, Captive Power Plant



#### Pakuria, West Bengal

Aluminium Foil



#### Giridih, Jharkhand

Aluminium Foil



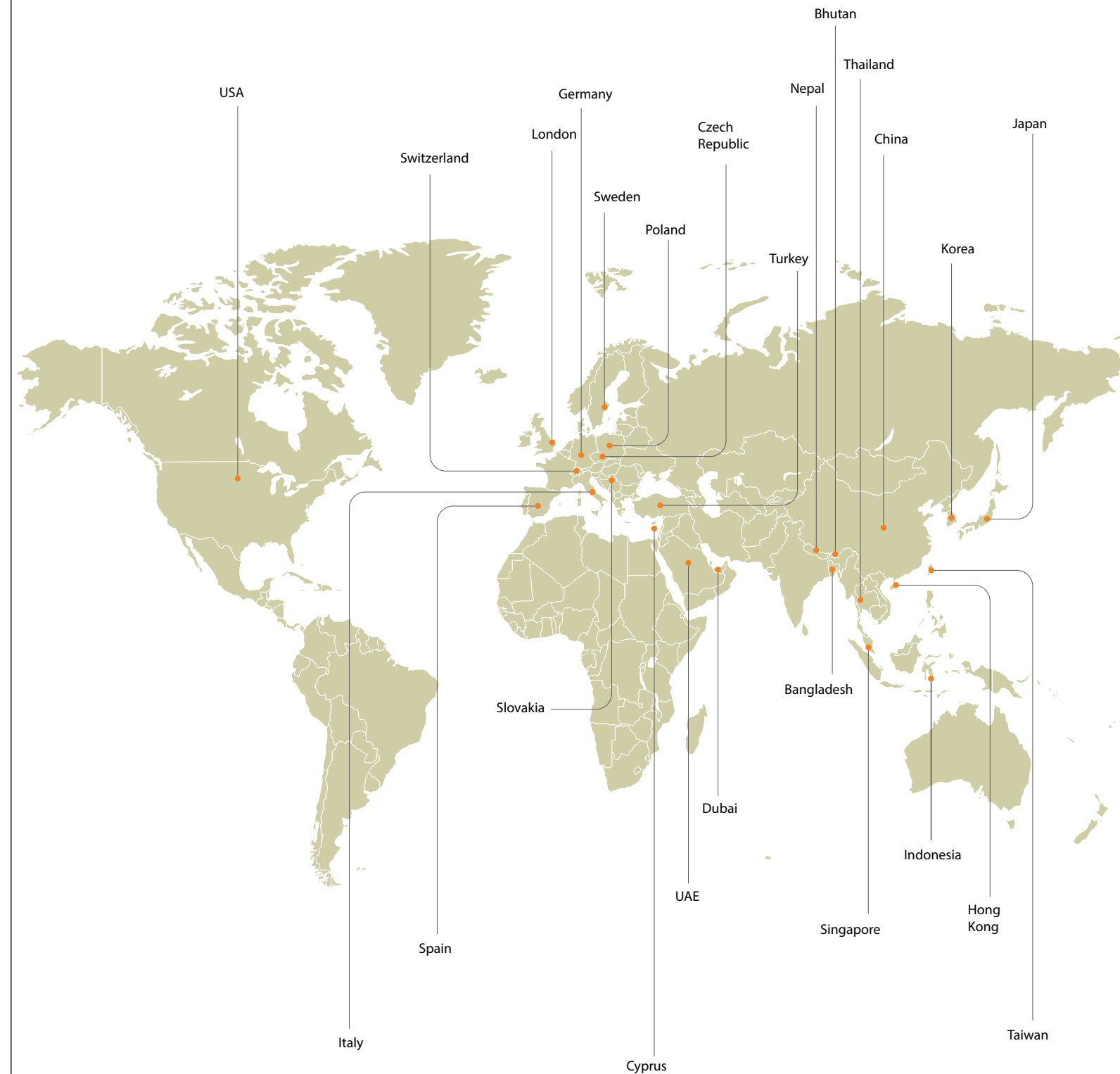
#### Pithampur, Madhya Pradesh

Stainless Steel - Wire Rod/Rebar  
Stainless Steel - Billets



#### Kharagpur, West Bengal

Sponge Iron and Captive Power Plant



**25 countries**

Where we export our products

**10%**

Revenue share from exports business in FY 2025





A forward-looking and disciplined

# capex

## strategy

Our journey of innovation, expansion and resilience down the decades was accelerated by a disciplined, self-funded CAPEX strategy. We have invested ₹6,584 crores as of FY25, which is 66% of our planned outlay of ₹10,025 crores. These investments are focused on high-margin, value-added segments such as battery foil, aluminium flat rolled products, stainless steel wire rods, and ductile iron pipes.

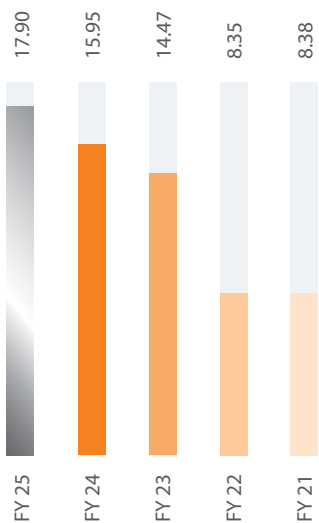
Key milestones include the commissioning of a 1,50,000 TPA DRI plant and a 20 MW captive power unit at Ramsarup, West Bengal. Our overall captive power capacity is being scaled up to 697 MW, enabling cost optimisation and integration across the value chain.

# OUR GRAND OPERATIONAL CANVAS

Our expanded capacities across key product lines enable us to offer a wide range of integrated solutions. This strategic scale-up has directly contributed to consistent year-on-year growth in both production and sales, reinforcing our focus on long-term growth and efficient operations.

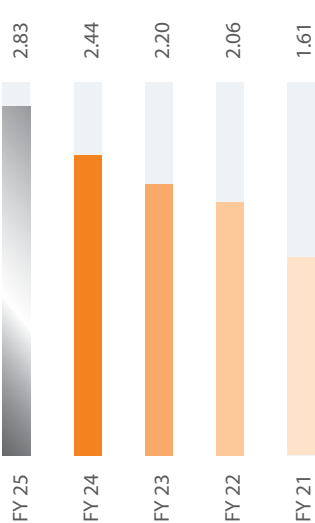
## CRUDE STEEL PRODUCTION

(Lakh MT)



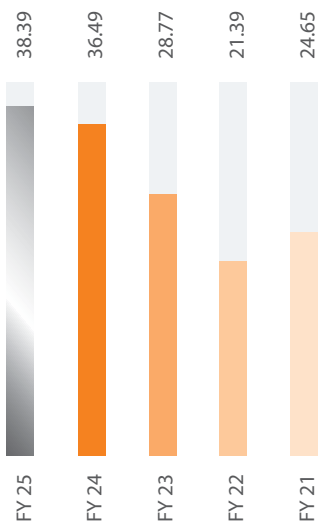
## FERRO ALLOYS PRODUCTION

(Lakh MT)



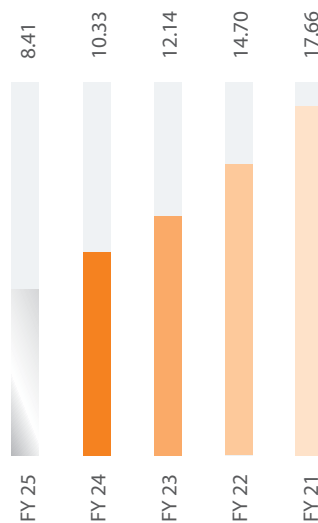
## PELLET PRODUCTION

(Lakh MT)



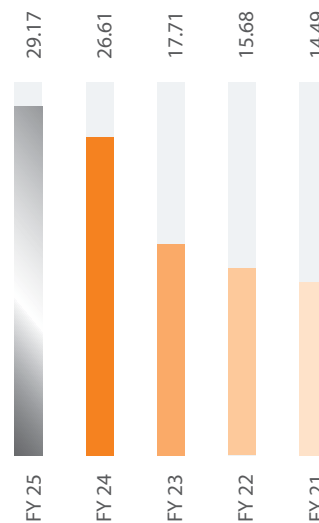
## PELLET SALES

(Lakh MT)



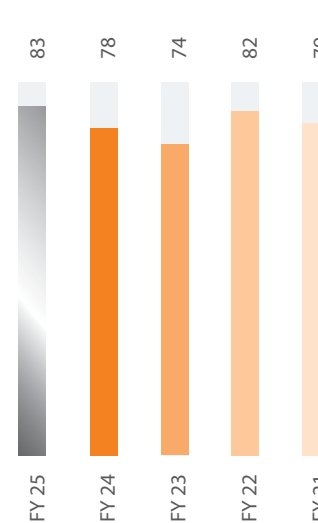
## NET POWER GENERATION

(Lakh MT)



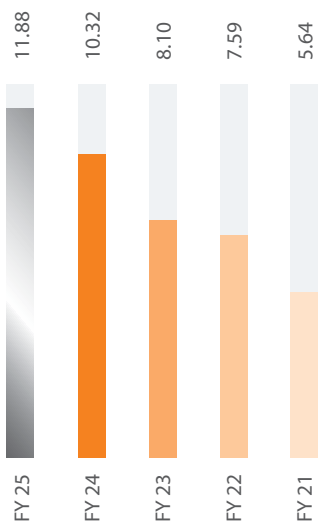
## CAPTIVE POWER TO TOTAL POWER CONSUMED

(in %)



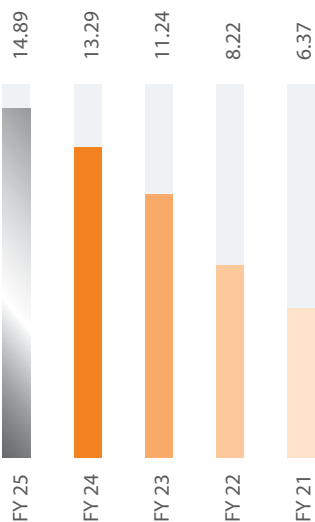
## UPSTREAM AND INTERMEDIARIES

(Lakh MT)



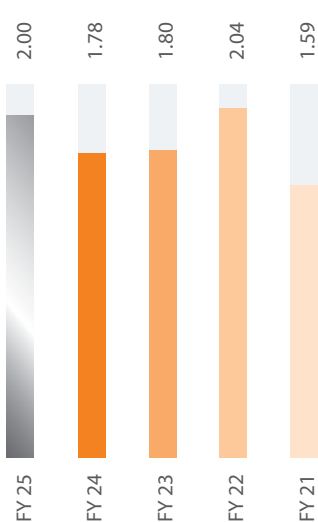
## LONG STEEL SALES

(Lakh MT)



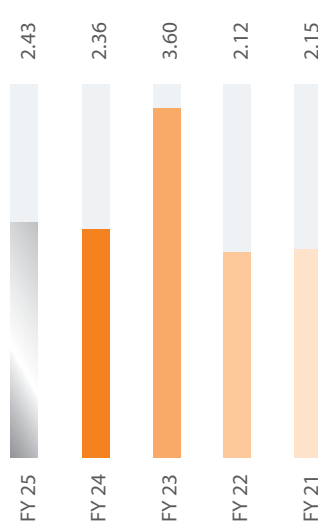
## FERRO ALLOYS SALES

(Lakh MT)



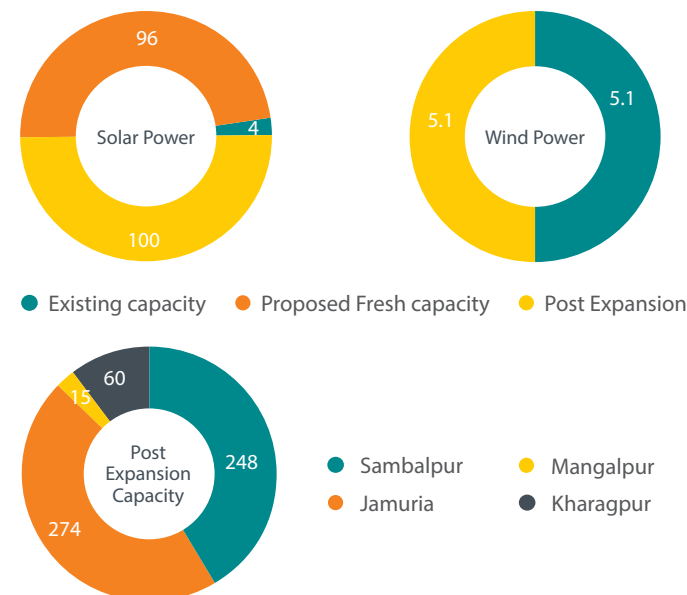
## COST OF PER UNIT CAPTIVE POWER

(₹/Kwh)



## CAPTIVE POWER PLANT EXPANSION PLANS

(MW)



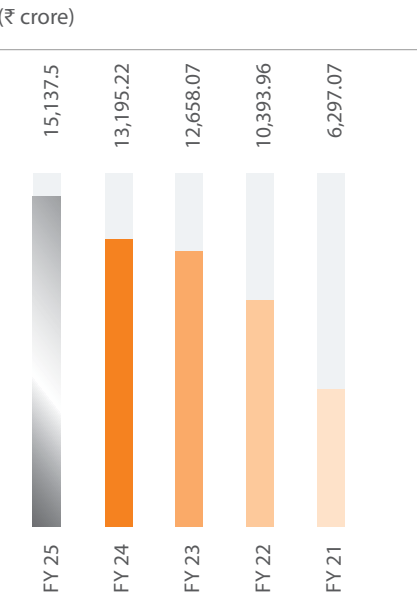


STABLE FINANCIAL PERFORMANCE

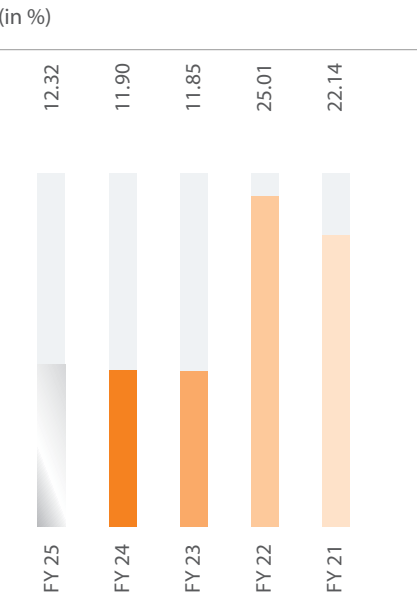
We have steadily scaled up production and sales by utilising our expanded capacity more efficiently, which in turn helps manage fixed costs better. These initiatives have been funded through internal accruals, backed by free cash flow, efficiency in the deployment of capital and strong balance sheet.

With a relatively under-borrowed balance sheet, we maintain a robust net cash position and deliver favourable returns. These financial strengths ensure our sustainable growth and operational excellence, thereby driving stability and profitability in our business activities.

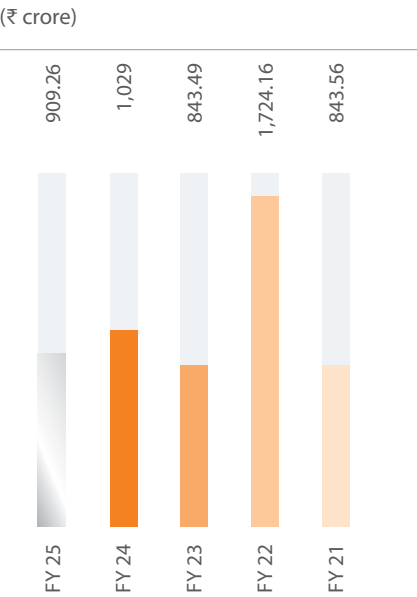
NET REVENUE FROM OPERATIONS



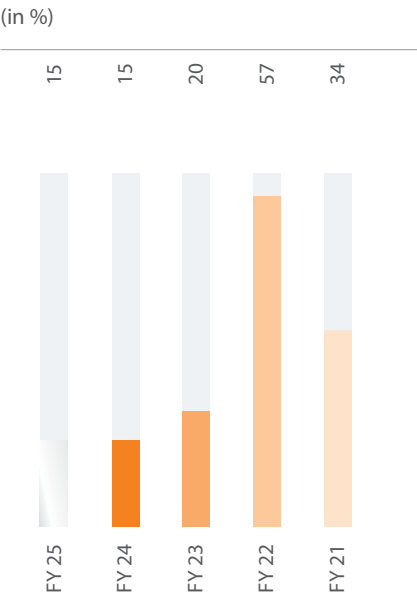
EBITDA MARGIN



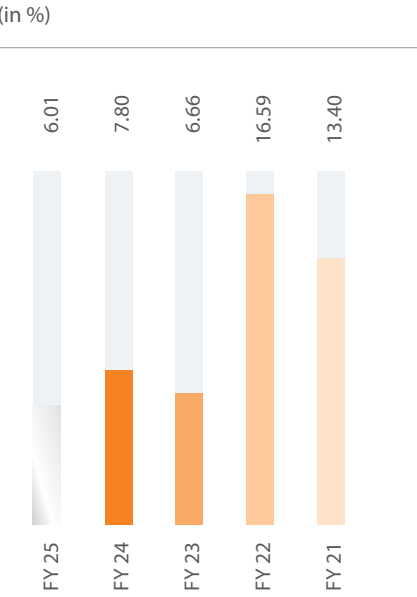
PAT



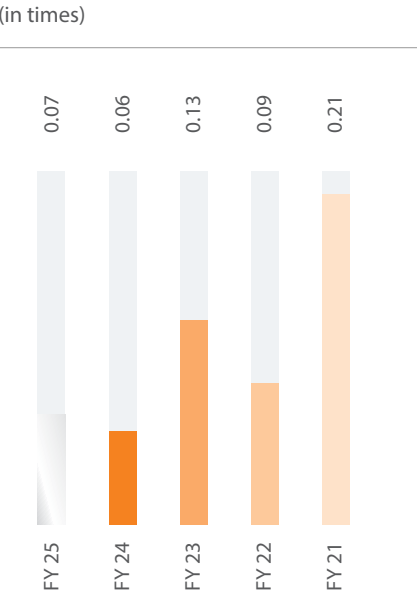
RETURN ON AVERAGE CAPITAL EMPLOYED



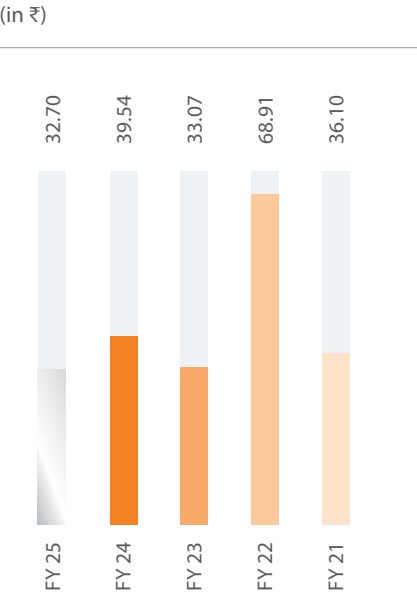
PAT MARGIN



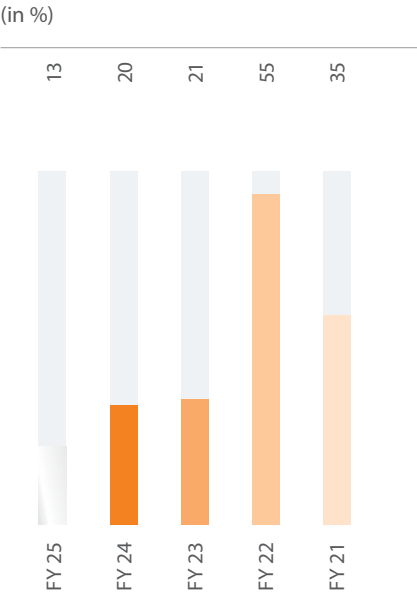
DEBT EQUITY RATIO



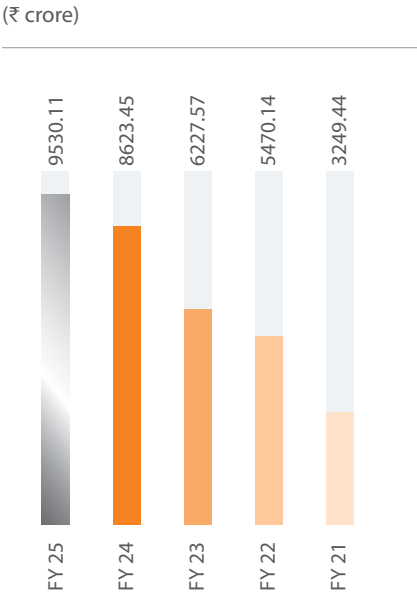
BASIC EPS



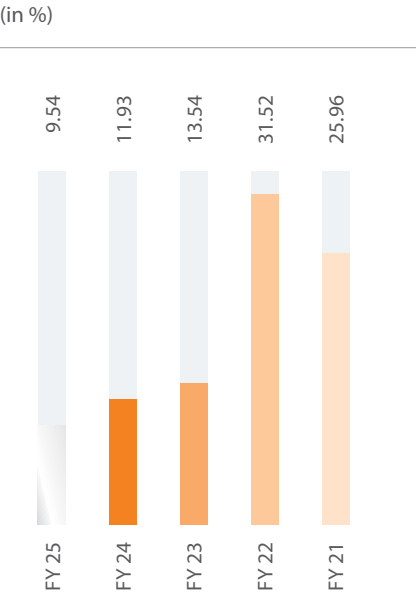
ROE



NET WORTH



RETURN ON NET WORTH



## CHAIRMAN EMERITUS MESSAGE



It is an honour to pen down my thoughts today as Chairman Emeritus, a title I accept with deep humility and gratitude. I thank the Board for entrusting me with this honorary title and for being my constant pillar of support through this decades-long journey.

**Mahabir Prasad Agarwal**  
Chairman - Emeritus

### Dear Shareholders,

कर्मण्येवाधिकारस्ते मा फलेषु कदाचन।  
मा कर्मफलहेतुर्भूर्मा ते सङ्गोऽस्त्वकर्मणि॥ - Bhagavad Gita, Chapter 2, Verse: 47

These words from the Bhagavad Gita resonate deeply with my journey and with the very essence of leadership and enterprise. In our relentless pursuit of excellence, it is easy to become consumed by outcomes. But what truly defines an organization is the discipline, integrity, and intention with which it walks its path. At Shyam Metals, strengthening our core has always been the guiding force, a commitment to innovation that adds value, expansion that is purposeful, and resilience that endures through change.

This philosophy continues to shape not only what we do, but how we do it.

It is an honour to pen down my thoughts today as Chairman Emeritus, a title I accept with deep humility and gratitude. I thank the Board for entrusting me with this honorary title and for being my constant pillar of support through this decades-long journey.

It has been the greatest privilege of my life to lead this company since the incorporation

of Shyam SEL and Power Ltd. in 1991. What began as a journey with a small team, a clear vision to build a self-reliant steel enterprise and unwavering belief in possibilities has today transformed into one of India's most respected integrated metal producers, an institution that has touched countless lives, created meaningful value, and earned respect in the industry. This decades-long journey has truly been extraordinary.

Built on a foundation of resilience, discipline and a sense of purpose, Shyam Metals has

For each of us, there comes a time to step away from the saddle and hand over the reins to the next rider in the journey. For me, that moment came in May 2025, when I stepped down as Chairman and the Board passed the baton to a new generation of leadership, our Executive Chairman, Mr. Brij Bhushan Agarwal. He has demonstrated exceptional leadership, vision, and a deep understanding of our values and the business. I am confident that under his stewardship, Shyam Metals will reach new heights and set fresh benchmarks while upholding the principles that have defined us over the decades. With this thoughtful blend on change and continuity, I am confident that Shyam Metals will not only sustain its legacy, but it will also surpass it.

evolved from a focused enterprise into a diversified, future-ready organisation driven by innovation, operational excellence, and a commitment to sustainable growth. Each milestone reflects a deep-rooted culture of performance and adaptability, positioning

the company to lead with confidence in an ever-changing industrial landscape.

### Enduring Strength in Evolving Times

The year gone by reaffirmed the strength of our business philosophy. Despite sectoral shifts and global uncertainties, Shyam Metals remained resilient through vertical integration, cost controls and prudent financial management. By focusing on value-added segments and funding expansion primarily through internal accruals, we ensured that growth remained both strategic and sustainable. Each quarter reflected consistency, anchored in operational efficiency and financial prudence.

We never pursued scale for its own sake, but remained focused on purposeful, disciplined and accountable expansion. That mindset remains one of our greatest strengths.

### Driving Strategic Change through Innovation and Resilience

FY 2024-25 was a defining year in our evolution and growth. The commissioning of new units including the cold rolling mill, blast furnace and coke oven, marked a significant step in strengthening our integrated model. These additions enhanced our ability to deliver premium, customized solutions while reducing external dependencies and improving cost efficiency.

### Shaping Tomorrow with Strength and Responsibility

Giving back to society has always been a cause closest to my heart. It brings me great pride to see Shyam Metals making tangible contributions to rural healthcare, education and livelihood creation through our CSR initiatives. From health camps, ambulance services and drinking water facilities to rural development, computer literacy centres, scholarships and women's

skill development, our work has touched thousands of lives in the communities we operate in.

### Leadership Forged from a Strong Core

For each of us, there comes a time to step away from the saddle and hand over the reins to the next rider in the journey. For me, that moment came in May 2025, when I stepped down as Chairman and the Board passed the baton to a new generation of leadership, our Executive Chairman, Mr. Brij Bhushan Agarwal. He has demonstrated exceptional leadership, vision, and a deep understanding of our values and the business. I am confident that under his stewardship, Shyam Metals will reach new heights and set fresh benchmarks while upholding the principles that have defined us over the decades. With this thoughtful blend on change and continuity, I am confident that Shyam Metals will not only sustain its legacy, but it will also surpass it.

The strength of Shyam Metals lies not merely in its infrastructure or performance metrics, but in its people, its enduring value, its culture and the shared belief in doing the right thing every single time. Today, represented by thousands of colleagues and business partners across India, we remain a purpose-led company driven by service, integrity and innovation.

To all our stakeholders, I express my deepest gratitude for your continued support and belief. This next chapter will be one of accelerated growth, greater impact and deeper value creation not just for Shyam Metals, but for India's industrial and infrastructural landscape.

I look forward to continuing this journey as a guide and well-wisher, grounded in the belief that when **karma** (duty) is carried out with honesty and devotion, the **phal** (result) inevitably follows.

Best regards,

**Mahabir Prasad Agarwal**  
Chairman - Emeritus



## CHAIRMAN AND MANAGING DIRECTOR'S MESSAGE



India's evolving economic landscape is unlocking new opportunities across infrastructure, clean energy, and mobility sectors that increasingly rely on advanced, high-performance metals. Shyam Metalics is well-positioned to meet these emerging demands through timely capacity expansions, enhanced integration, and a growing footprint in high-value segments such as stainless steel and aluminium.

**Brij Bhushan Agarwal**  
Chairman & Managing Director

### Dear Shareholders,

FY 2024-25 was a defining year for Shyam Metalics, marked by operational progress, agile responsiveness to market dynamics and focused execution on our long-term growth strategy. In line with our theme, 'Strengthening our Core', we advanced with precision and discipline, even amid a dynamic external environment. By aligning our expansion efforts with demand trends, deepening backward integration, and strengthening our product portfolio, we have sustained our growth momentum while reinforcing our foundation for future scalability.

### From Core Strength to Strategic Milestones

This year, we took significant steps forward in strengthening our infrastructure and enhancing production capabilities. At our Sambalpur plant, we enhanced our rail logistics, enabling the facility to handle over 110 rakes per month. This enhancement is essential for managing large volumes of inbound raw materials and outbound finished goods, improving speed, efficiency and reliability across our supply chain.

At the Jamuria plant, we successfully commissioned a cold rolling mill (CRM), blast furnace, sinter plant and coke oven, all part of our broader strategy to expand value-added capacity and deepen integration. The CRM supports production of advanced flat steel products such as pre-painted galvalume coils (PPGL) and galvanized iron/steel (GI/GL), improving product precision and consistency. The blast furnace and coke oven reduce external dependencies, bring down production costs and support greater energy efficiency.

In addition, the launch of our branded roofing sheets under the SEL Tiger banner represents a meaningful shift towards consumer-facing offerings. At Ramsarup Industries, we expanded sponge iron capacity by 0.15 MTPA and commissioned a 20 MW captive power plant, reinforcing our integrated steelmaking capabilities. These initiatives underscore our commitment to increasing operational agility, driving scale and laying a strong foundation for long-term competitiveness.

### Reinforcing Core Strengths Through Strategic Market Expansion

As the steel and alloys industry evolves, we are responding with agility by aligning our offerings with the demand for value-added and customized products. Our increasing focus on stainless steel, aluminium, and coated steel solutions has enabled us to serve high-growth sectors such as infrastructure, automotive, and packaging more effectively. Through investments in advanced technology and precision manufacturing, we are steadily increasing the contribution of high-margin, specialized products in our portfolio.

The commissioning of the CRM facility has further strengthened our access to premium domestic and export markets, while the launch of branded roofing products has opened up new avenues in the B2C segment. Each of these initiatives is expanding our market presence and reinforcing our position as a diversified and forward-looking metal solutions provider.

### Creating Enterprise Synergy Through Operational Alignment

As our operations continue to scale across diverse geographies and business segments, we have placed significant emphasis on execution discipline. Each product vertical is managed by dedicated teams under the guidance of a plant head and the higher management team, ensuring focused oversight and domain expertise. Regular performance reviews with the

// The commissioning of the CRM facility has further strengthened our access to premium domestic and export markets, while the launch of branded roofing products has opened up new avenues in the B2C segment. Each of these initiatives is expanding our market presence and reinforcing our position as a diversified and forward-looking metal solutions provider. //

senior leadership ensure that decisions are data-driven, coordinated and aligned with strategic objectives. This structure has enabled us to uphold consistent delivery standards, maintain operational accountability, and sustain a strong emphasis on efficiency throughout our manufacturing ecosystem.

### Sustainable Growth through Clean Mobility

In line with our commitment to supporting India's clean mobility transition, we achieved key milestones in FY 2024-25 by advancing our strategic focus in the EV battery foil segment. We successfully commissioned a 0.005 MTPA facility with a total capital outlay of approx. ₹ 26 crores, of which ₹ 17 crores had been invested by March 31, 2025. This facility enhances domestic availability of high-performance battery foils critical components for electric vehicle manufacturing solidifying our position as an emerging player in the nation's energy shift. We are pleased to have established formal collaborations with leading domestic battery producers and received strong validation for our product samples. As operations scale up, we anticipate this vertical to evolve into a significant driver of growth within our value-added portfolio.

### Strengthening our Organisation from Within

With a workforce exceeding 17,248 to cultivating a workplace culture rooted in empowerment, transparency and continuous development. Through regular engagement platforms, targeted training programs and performance-based incentives, we are aligning individual aspirations with broader organizational objectives. Our emphasis on fostering diversity, nurturing young talent and prioritizing employee well-being continues to energize a capable, future-ready team that is propelling sustainable growth.

### Looking ahead

India's evolving economic landscape is unlocking new opportunities across infrastructure, clean energy and mobility sectors that increasingly rely on advanced, high-performance metals. Shyam Metalics is well-positioned to meet these emerging demands through timely capacity expansions, enhanced integration, and a growing footprint in high-value segments such as stainless steel and aluminium.

As we continue our growth journey, we remain guided by strong governance frameworks, a robust financial foundation and a clear vision to create enduring value. Our expansion efforts, diversification strategy and commitment to sustainability are all aimed at positioning Shyam Metalics as a trusted and future-ready player in the global metals space.

I extend my gratitude to our Board of Directors, team members, customers, investors, and partners for their unwavering support, dedication and trust. Together, we look forward to a future shaped by innovation, sustained by growth, and enriched through shared success.

Best regards,

**Brij Bhushan Agarwal**  
Chairman & Managing Director

## JOINT MANAGING DIRECTOR'S MESSAGE



To support these growth ambitions, we are continuously enhancing our employee training initiatives and refining our quality management systems. With a strong emphasis on compliance, safety and cross-functional teamwork, we equipped our workforce to confidently tackle emerging challenges and drive sustained success.

**Sanjay Kumar Agarwal**  
Joint Managing Director

### Dear Shareholders,

FY 2024-25 was pivotal year for Shyam Metals, marked by steady progress across our operations, strategic expansion initiatives and energy transition efforts. We strengthened our integrated ore-to-metal business model, while advancing key priorities such as cost optimisation, product diversification and sustainability. Operational resilience and innovation have strengthened our position as a reliable partner to high-growth industries.

#### Growth through diversification

Our consistent investments in the stainless steel and aluminium foil segments have significantly enriched our multi-product portfolio, effectively reduced concentration risk and enabling us to serve a wider array of end-use industries, including automotive, infrastructure, packaging, consumer goods and pharmaceuticals. The expansion in stainless steel has paved the

way for new applications in engineering and construction, complementing the growing demand for our aluminium foil offerings in both domestic and global packaging markets. This strategic diversification solidifies our market position and cultivates deeper, long-term partnerships with customers across multiple sectors.

Additionally, we have achieved consistent high utilisation rates across our sponge iron,

pellet, and finished steel operations. Our fully integrated steelmaking infrastructure continues to provide a cost advantage and ensure supply chain reliability, granting us the flexibility to swiftly navigate shifting market dynamics and customer requirements.

#### Sector-focused product innovation

In response to rising demand from dynamic sectors such as electric vehicles (EVs), automotive, and railways, we are aligning our product portfolio to meet these evolving needs. High-performance metals such as stainless steel and aluminium are central to advancing lightweighting and energy efficiency, key priorities for both mobility and infrastructure sectors. Thus, we have commissioned a state-of-the-art cold rolling mill to address the growing demand for customised, precision-grade materials within the infrastructure and railway segments. Backed by stringent quality controls and ongoing investments in advanced manufacturing technologies, these initiatives enable us to deliver differentiated, value-added solutions tailored to the specific needs of each sector.

Additionally, we have achieved consistent high utilisation rates across our sponge iron, pellet, and finished steel operations. Our fully integrated steelmaking infrastructure continues to provide a cost advantage and ensure supply chain reliability, granting us the flexibility to swiftly navigate shifting market dynamics and customer requirements.

#### Energy efficiency and sustainability

As of FY 2024-25, our captive power generation capacity stands at 467 MW, fulfilling approximately 83% of our total energy requirements. We continue to leverage non-fossil fuel sources, including waste, rejects and recovered heat and gases, through advanced technologies such as Waste Heat Recovery Boilers (WHRB) and Atmospheric Fluidised Bed Combustion (AFBC). This reduces our power costs and aligns with our broader sustainability goals. Building on this foundation, we are expanding our green energy portfolio with an additional 109 MW of renewable energy capacity from solar and wind projects currently under development.

#### Scaling with discipline and market expansion

Throughout the year, we maintained a relentless focus on optimising operating costs and maximising resource utilisation. Our backward integration across iron, coal, coke and power has continued to deliver stability and greater control over input costs, strengthening our operational resilience.

We executed our capacity expansions with precision and discipline, commissioning new units across Jamuria and Sambalpur that enhanced productivity, improved cost efficiency and reduced external dependencies. Operational alignment was further reinforced by dedicated teams across verticals, plant-level leadership and regular reviews with senior management, ensuring responsive decision-making and delivery consistency.

Simultaneously, we have made steady progress in expanding our presence both domestically and internationally. With an expanding distribution network and a growing presence in B2C segments, we are enhancing brand visibility and catering to an increasingly diverse customer base.

To support these growth ambitions, we are continuously enhancing our employee

training initiatives and refining our quality management systems. With a strong emphasis on compliance, safety and cross-functional teamwork, we equipped our workforce to confidently tackle emerging challenges and drive sustained success.

#### Driving operational efficiency and cost excellence

In tandem with our sustainability priorities, we have implemented structured operational excellence programmes across all manufacturing units, focused on yield improvement, process automation, and waste reduction. These initiatives have resulted in enhanced throughput and lowered conversion costs. We continue to benchmark our cost structures against the best in the industry and pursue lean manufacturing practices to unlock further efficiencies. Through strategic procurement, maintenance optimization, and digital interventions, we are reinforcing our competitiveness while building a future-ready operations ecosystem.

#### Charting the path forward

India's growth in manufacturing, infrastructure, and mobility presents substantial opportunities for domestic metal producers. Shyam Metals is well-positioned to capitalise on this momentum. In the coming years, we will strive to expand capacities in high-growth segments, enrich our portfolio with value-added products, and advance energy-efficient operations across all our facilities.

As we leverage our core strengths, i.e., integrated production, operational agility and a strong commitment to sustainability, we remain confident in our ability to create long-term value for our stakeholders. We sincerely thank you for your continued trust and support.

Best regards,

**Sanjay Kumar Agarwal**  
Joint Managing Director



## DIRECTOR FINANCE AND CFO'S MESSAGE



As we move into FY26, our financial priorities remain centred on internally funded capex, cash flow optimisation, and value-accretive growth. We have earmarked ₹3,441 crores in capital investments over the next two years to support capacity expansion in high-potential areas such as stainless steel, aluminium foil, and captive power.

**Deepak Agarwal**  
Director - Finance & CFO

### Dear Shareholders,

We remain committed to building a financially robust and value-accretive ore-to-metal enterprise. FY 2024-25 was marked by prudent capital allocation, operational efficiency and disciplined financial management. Despite a challenging macroeconomic environment, characterised by inflationary pressures and rising interest rates, we demonstrated resilience and agility by maintaining healthy liquidity, protecting margins, and staying aligned with our long-term growth ambitions.

#### Financial performance

We reported ₹15,137.50 crores revenue during the year, supported by strong operational execution across all products segments. Our operating EBITDA stood at ₹1,865.53 crores, with an EBITDA margin of 12.32%, while Profit After Tax (PAT) reached ₹909.26 crores. Despite headwinds from inflationary pressures and interest rate volatility, we delivered a resilient

performance, backed by cost optimisation, backward integration, and disciplined financial management.

At the end of FY 2024-25, our cash and cash equivalents stood at ₹1,830 crores, reflecting our cash-positive position even during the peak of our capital expenditure cycle. In line with our commitment to shareholder value creation, we declared a total dividend of ₹4.50 per share for the year.



We remain grateful for your continued support and trust as we work towards building a future-ready and financially resilient Shyam Metals.



#### Capital allocation and financial strategy

Our disciplined approach to capital allocation continues to bolster our financial performance. In FY 2024-25, we financed capacity expansion, plant modernisation, and technological upgrades primarily through internal accruals, maintaining minimal reliance on external debt. Our capital deployment strategy typically allocates 70% to growth initiatives, 20% to liquidity preservation, and 10% to shareholder returns. By the end of the fiscal year, we had incurred ₹6,584 crores of our total planned capex of ₹10,025 crores, with ₹4,908 crores capitalised. These investments were directed towards enhancing backward integration, upgrading manufacturing capabilities, and expanding capacity across our stainless steel, carbon steel, aluminium foil, ferro alloys and captive power segments.

#### Working capital and cost optimisation

Our advance and LC-based sales model helped maintain tight receivables and

inventory cycle. This translated into a structurally efficient working capital, ensuring cash flow stability.

We also executed targeted cost optimisation across our operations. Through our blast furnace, coke oven, and captive power infrastructure, we significantly reduced dependence on external raw materials and energy sources. These steps helped mitigate input cost volatility and improve per-tonne conversion costs, supporting margin stability in a challenging environment.



We reported ₹15,137.50 crores revenue during the year, supported by strong operational execution across all product segments. Our operating EBITDA stood at ₹1,865.53 crores, with an EBITDA margin of 12.32%, while Profit After Tax (PAT) reached ₹909.26 crores. Despite headwinds from inflationary pressures and interest rate volatility, we delivered a resilient performance, backed by cost optimisation, backward integration, and disciplined financial management.



#### Outlook

As we move into FY26, our financial priorities remain centred on internally funded capex, cash flow optimisation, and value-accretive growth. We have earmarked ₹3,441 crores in capital investments over the next two years to support capacity expansion in high-potential areas such as stainless steel, aluminium foil, and captive power.

We are also accelerating our transition towards a more value-added product portfolio. We aim to raise the share of value-added, high-margin products to 80% of total revenue over the coming years, up from the current over 60%. This transformation, underpinned by sound governance and financial prudence, is expected to drive sustained EBITDA growth and deliver long-term value for all stakeholders.

We remain grateful for your continued support and trust as we work towards building a future-ready and financially resilient Shyam Metals.

Best regards,

**Deepak Agarwal**  
Director - Finance & CFO



## A COMPREHENSIVE OVERVIEW OF OUR PRODUCTS

We offer an expansive portfolio of intermediate and finished products across steel and aluminium value chains. By combining scale, technology and quick responsiveness to market requirements, we serve a diverse customer base with high-quality, application-ready solutions.

With deep domain expertise in metallurgy and high-capex businesses, our decisions are anchored in knowledge and experience.



### Iron ore Pellets

#### Usage

- Pellets are used as a replacement for lump iron ore in blast furnaces and sponge iron production due to their uniform size and higher tumbler index.

#### What we manufacture

- We manufacture multiple grades of pellets, using rotary kilns to ensure uniform heating and firing. Alongside their use in our own sponge iron production, pellets are also sold as an intermediate product across West Bengal, Odisha, Chhattisgarh, Maharashtra, and Jharkhand.

#### Key metrics

- |                     |                      |
|---------------------|----------------------|
| Production capacity | FY25 revenue         |
| <b>6 MTPA</b>       | <b>₹727.31 Crore</b> |
| Revenue share:      |                      |
| <b>4.8%</b>         |                      |



### Sponge Iron

- Pellets are used as a replacement for lump iron ore in blast furnaces and sponge iron production due to their uniform size and higher tumbler index.
- We manufacture multiple grades of pellets, using rotary kilns to ensure uniform heating and firing. Alongside their use in our own sponge iron production, pellets are also sold as an intermediate product across West Bengal, Odisha, Chhattisgarh, Maharashtra, and Jharkhand.

- |                     |                       |
|---------------------|-----------------------|
| Production capacity | FY25 revenue          |
| <b>3.05 MTPA</b>    | <b>₹2568.27 Crore</b> |
| Revenue share:      |                       |
| <b>17%</b>          |                       |

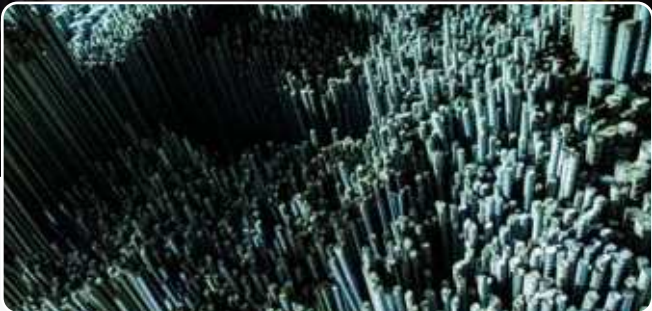
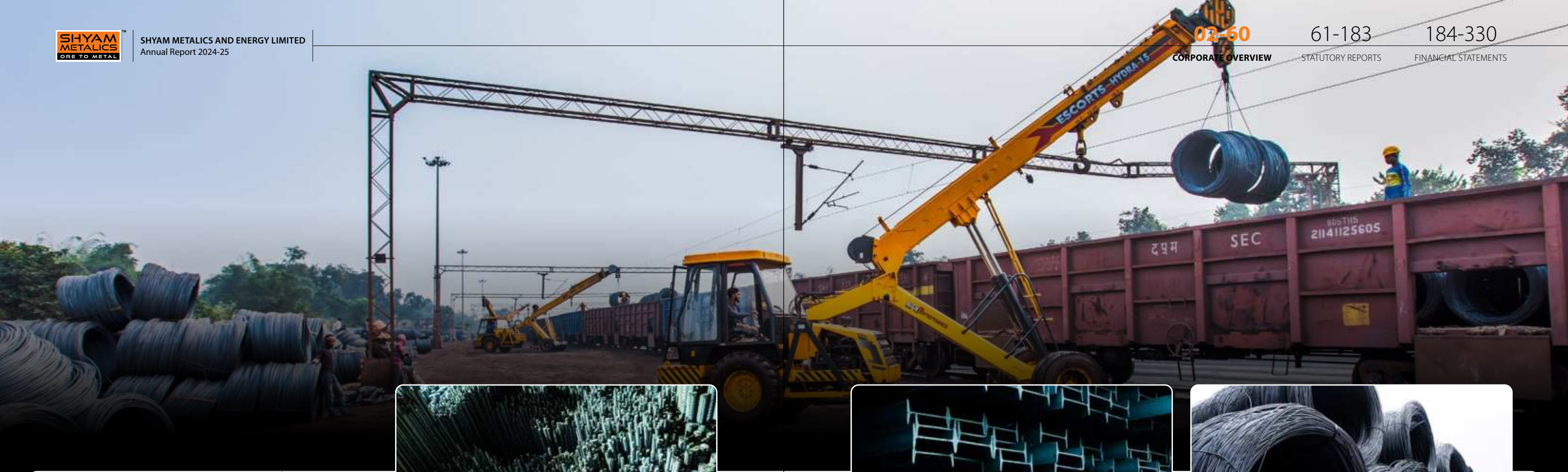


### Billets

- Billets are semi-finished steel products used for rolling into TMT bars, structural steel, and wire rods. They are produced via continuous casting or hot rolling.
- We use billets internally and also sell customised billet grades to buyers in Punjab, Chhattisgarh, and Nepal. Our billet operations support multiple product lines, ensuring availability and quality

- |                     |                      |
|---------------------|----------------------|
| Production capacity | FY25 revenue         |
| <b>2.01 MTPA</b>    | <b>₹693.99 Crore</b> |
| Revenue share:      |                      |
| <b>4.6%</b>         |                      |





### TMT Bars

#### Usage

- TMT bars are critical for infrastructure projects, offering strength, flexibility and corrosion resistance. They are widely used in the construction of buildings, roads, and dams.

#### What we manufacture

- We manufacture TMT bars under the SEL Tiger brand, supplying to markets across Odisha, Bihar, West Bengal, and North-Eastern states. Our bars are produced using German Thermex® technology to ensure consistency and quality.

#### Key metrics

Production capacity

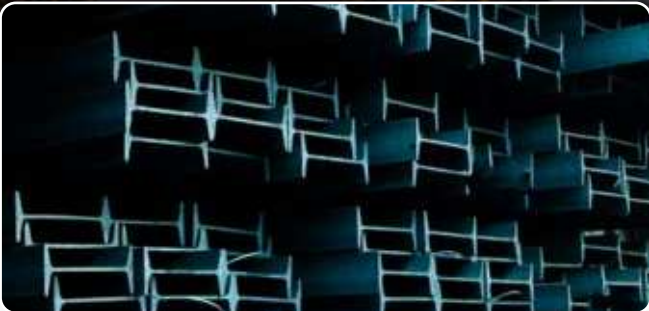
**0.95 MTPA**

FY25 revenue

**₹2407.90 Crore**

Revenue share:

**15.91%**



### Structural Steel

- Structural steel products such as angles, channels and beams provide strength and rigidity to construction and industrial applications.
- We produce both standard and customised structural steel products. Every piece undergoes thorough mechanical and chemical testing before dispatch to ensure project-ready quality

Production capacity

**0.21 MTPA**

FY25 revenue

**₹1305.62 Crore**

Revenue share:

**8.63%**



### Wire Rod

- Wire rods are used across industries for binding wire, fencing, barbed wire, nails, screws, and electrical applications.
- We operate advanced wire rod manufacturing and drawing facilities at our Jamuria plant in West Bengal and Sambalpur plant in Odisha. These plants use modern machines to ensure dimensional accuracy and metallurgical consistency.

Production capacity

**0.92 MTPA**

FY25 revenue

**₹2996.97 Crore**

Revenue share:

**19.80%**





## Ferro Alloys

### Usage

- Ferro alloys are vital alloying materials in steel production, enhancing properties like strength, corrosion resistance, and ductility. They are used in both carbon and stainless-steel manufacturing and also in cast iron applications.

### What we manufacture

- We manufacture a wide range of low and medium carbon ferro alloys catering to both domestic and export markets. Our offerings include customised grades suited for specialised steel applications. We supply these products across India and export to countries, including South Korea, Indonesia, Thailand, Japan, the UK, and New Zealand.

### Key metrics

- Production capacity

0.22 MTPA

FY25 revenue

₹1915.74 Crore
- Revenue share:

12.66%



## Stainless Steel

- Stainless steel is preferred for its corrosion resistance, strength, and recyclability. It finds applications in infrastructure, automotive components, kitchenware, chemical processing, and medical devices.

- We produce stainless steel wire rods and flat products customised for various industrial uses. With in-house alloying and controlled processing, we ensure high dimensional accuracy and metallurgical consistency. Our products cater to both domestic and institutional buyers.

- Production capacity

0.27 MTPA

FY25 revenue

₹ 1110.63 Crore
- Revenue share:

7.34%



## Aluminium foil

- Aluminium foil is widely used in flexible packaging, electronics, and energy storage (battery) applications. It offers advantages such as light weight, recyclability, and excellent barrier properties.

- We operate a modern Aluminium Foil Rolling Mill with an annual capacity of 40,000 tonnes, focused on high-quality thin foils (9-11 microns). Our product mix serves food packaging, industrial laminates, and emerging battery-grade foil applications.

- Production capacity

0.04 MTPA

FY25 revenue

₹ 715.27 Crore
- Revenue share:

4.73%





## CR Coil / Sheet

### Usage

- Cold Rolled (CR) coils are used in applications requiring superior surface finish, formability, and uniform mechanical properties. Typical sectors include automotive, construction, furniture, appliances, and downstream galvanising and colour coating lines.

### What we manufacture

- We have forayed into CR coils through a greenfield cold rolling mill project in Jamuria, West Bengal. The plant uses a multi-stage production process involving HR coil preparation, cold reduction, surface treatment, and colour coating. This backward-integrated unit enhances our flat product portfolio and enables us to supply high-quality coils for value-added applications.

### Key metrics

- |                     |                      |
|---------------------|----------------------|
| Production capacity | FY 25 Revenue        |
| <b>0.08 MTPA</b>    | <b>₹136.98 Crore</b> |
| Revenue share       |                      |
| <b>0.9%</b>         |                      |



## Pig Iron

- Pig iron serves as a feedstock in steel manufacturing and foundries. It is primarily used for producing cast iron products, ductile iron pipes, and as an input for electric arc furnaces and induction furnaces.

- We produce foundry-grade pig iron through a blast furnace integrated with a sinter plant. This capacity supports both internal billet production and third-party demand from casting and pipe manufacturing industries. The backward integration strengthens control over input costs and ensures material continuity.

- |                     |                   |
|---------------------|-------------------|
| Production capacity | FY 25 Revenue     |
| <b>0.39 MTPA</b>    | <b>₹320 Crore</b> |
| Revenue share       |                   |
| <b>2.12%</b>        |                   |



## STRENGTHENING OUR CORE WITH DIVERSIFIED MANUFACTURING AND OPERATIONS

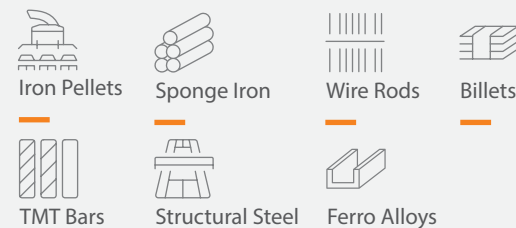
We operate a diversified manufacturing platform designed to meet the evolving needs of infrastructure, automotive, consumer goods and industrial sectors. With facilities located across Odisha and West Bengal, our production infrastructure is strategically aligned to ensure efficiency, scale and market responsiveness. Each plant plays a specialised role and our backward integration ensures supply security, energy stability and consistent product quality.

### Integrated Product Portfolio and Facilities



#### Sambalpur, Odisha

##### Key Products



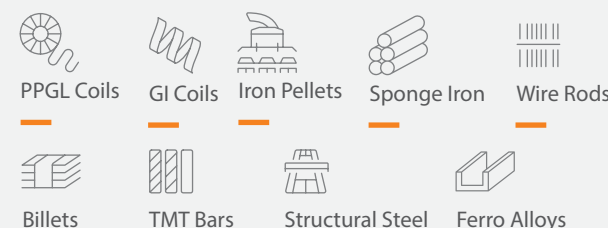
##### Strategic focus

Core integrated facility from raw material to finished steel; supplies Eastern India



#### Jamuria, West Bengal

##### Key Products



##### Strategic focus

Cold rolling hub; caters to roofing, infrastructure, and EV sectors



#### Giridih, Jharkhand

##### Key Products



##### Strategic focus

Integration into the aluminium value chain and regional development



#### Pakuria, West Bengal

##### Key Products



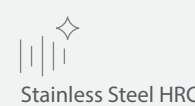
##### Strategic focus

High quality aluminium foil production



#### Pithampur, Madhya Pradesh

##### Key Products



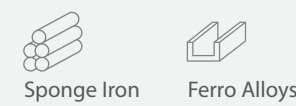
##### Strategic focus

Foray into stainless steel



#### Mangalpur, West Bengal

##### Key Products



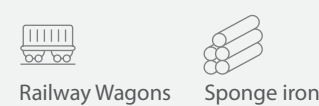
##### Strategic focus

Supports specialised demand and regional flexibility



#### Kharagpur, West Bengal

##### Key Products



##### Strategic focus

Entry into railway rolling stock under Make in India initiative

#### Captive Power

##### Key Products

Across facilities (waste heat, dolochar, renewables)

##### Strategic focus

Ensures energy efficiency and cost control

### Enhancing Operational Efficiency

We have strengthened our plant-level specialisation by allocating clear product and process responsibilities across locations. Sambalpur continues to anchor our 'ore to metal' integration, while Jamuria plant enables our entry into flat and value-added steel. Mangalpur offers flexibility and targeted output, and our greenfield Kharagpur facility opens up a new vertical in wagon manufacturing.

Backward integration remains central to our operational model. From captive sourcing of iron ore and manganese to in-house power generation and private railway sidings,

every step of the chain is streamlined. These integrated systems allow us to maintain quality standards, reduce logistics costs, and improve turnaround times.

### Speed, Scale and Control

With in-house production of billets, ferro alloys, and wire rods, we have greater command over execution timelines and product consistency. Plants in Sambalpur, Howrah, Durgapur, and Raniganj enable us to control input quality through real-time testing and calibrated alloy formulations. This not only improves turnaround times but also allows us to customise material grades based on end-use specifications.

### Enhancing Efficiency through Technology Integration

We have embedded advanced digital systems across our manufacturing operations to improve visibility, control and responsiveness. The migration to SAP S/4HANA on AWS has enabled real-time access to plant data, reducing report generation time from over 12 hours to under 3 hours. With tools like IoT-based predictive maintenance, AI-enabled inspection systems, and automated procurement platforms, we are improving uptime, product quality, and supply chain precision. These technologies are helping us standardise processes across units and support faster decision-making at both the shop-floor and strategic levels.



## RIGOROUS QUALITY ASSURANCE STRENGTHENS OUR CORE

We maintain an organisation-wide focus on producing consistently high-quality steel and alloy products that meet national and international standards. Our quality-first culture is supported by digital tools, R&D integration, rigorous testing and a strong alignment between plant-level execution and customer expectations. This allows us to meet varied product specifications, while sustaining reliability across regions and segments.

### End-to-End Quality Assurance Process

Our quality control mechanism spans the entire manufacturing cycle from raw material inspection to final product testing. Every facility is equipped with ISO 9001:2015 certified systems, in-house labs, and automated controls. Quality checks are embedded at each stage of production, including real-time monitoring during sponge iron and ferro alloy manufacturing, batch-wise documentation and post-production testing of physical and chemical properties.



### R&D Integration

Our R&D team works closely with plant operations to translate material science into practical applications. Collaboration with academic institutions and process metallurgists has led to innovations in sponge iron chemistry, billet precision, and corrosion-resistant TMT formulations. In-house pilot trials precede full-scale rollouts, enabling refinement in alloy composition and process parameters.

These efforts ensure that even high-impact units like sponge iron and ferro alloy production adhere to customer-specific quality grades, including Fe415, Fe500D, and IS 1786:2008. Our recent development of aluminium foil for battery-grade usage further demonstrates how quality innovation extends across product categories.

### Lab Infrastructure and Testing Standards

Each major facility is equipped with fully functional quality labs, housing

spectrometers, Universal Testing Machines, and hardness testers. We perform batch-wise testing for parameters like yield stress, elongation, and bend characteristics. Visual and microstructural inspections are also carried out to verify thermal uniformity and bonding integrity.

Our products are certified by BIS (IS 1786, IS 2830) and undergo third-party inspection for customer-specific requirements, particularly in export and alloy orders. These certifications are not just compliance tools—they reflect our standardisation and credibility across end-use markets.

### Quality Culture at the Shop Floor

We invest in structured programs like GET, DET, and MT to embed quality awareness in daily routines. Plant-specific SOPs and automation have helped standardise actions across shifts. Recognition programs at units like the Pakuria aluminium foil facility reinforce ownership among operators, technicians, and line supervisors.

Digital interventions such as IoT sensors, ERP-backed data analytics, and predictive maintenance models help identify potential deviations before they occur. These systems reduce rework and enhance first-pass yield, making quality a continuous outcome rather than a final checkpoint.

### Sustainability Efforts are Aligned to Quality Control

Many of our sustainability efforts are aligned with quality assurance. Our zero-effluent discharge systems and fly ash brick units ensure that waste is either recycled or processed without environmental impact. Waste heat recovery not only improves plant efficiency but also supports thermal stability during metal processing directly influencing product consistency.

From sourcing raw materials to delivering final products, we align quality with energy, environmental, and operational standards reinforcing our credibility across all stakeholder touchpoints.





## RESEARCH AND DEVELOPMENT UNDERPIN OUR CORE

Our R&D efforts are built around enhancing product performance, increasing operational efficiency, and contributing to sustainable manufacturing. We focus on aligning every innovation with market requirements, environmental goals, and process optimisation across our value chain.

Our approach is to start small – gaining industry insights and operational insight through R&D initiatives – before committing larger capital investments.

### Driving Product Innovation

We have invested heavily in R&D towards developing advanced high-strength and lightweight alloys. These materials are tailored for construction, automotive, and infrastructure needs, offering a superior strength-to-weight ratio. One of our major product breakthroughs is the development of battery-grade aluminium foils (12 to 20 microns) used in lithium-ion batteries, reinforcing India's energy storage ecosystem.



In our core product line, our TMT bars under the SEL Tiger and Gopala brands are manufactured using German Thermex® technology, combining high tensile strength with ductility, corrosion resistance, and seismic resilience. The billets we produce use Concast AG Zurich technology, ensuring surface integrity and dimensional accuracy. Our ferro alloys are custom formulated to meet the diverse mechanical needs of steel producers.

### Process Optimisation and Efficiency Gains

To improve efficiency and consistency, we have embedded automation and robotics into key operations such as material handling and welding. Our adoption of Industry 4.0—IoT, cloud analytics, and real-time monitoring—has brought huge savings in inventory holding and improved overall plant control.

These digital tools enable our teams to monitor inputs, process parameters and output quality seamlessly, helping us close feedback loops faster. Through such technology-led improvements, we continue to improve throughput and responsiveness.

### R&D gains at a glance

#### TMT Bar Enhancements

Higher strength, ductility, and earthquake resistance

#### Battery Foils

Entry into EV & energy storage value chain

#### Billet Quality

Zero surface cracks, IS-standard dimensional accuracy

### Environmental Impact and Circularity

Our R&D-led environmental programs reflect our long-term sustainability goals. We have implemented a 20.43 MWp rooftop and floating solar initiative across multiple sites, generating over 35,793 MWh of clean energy annually and avoiding 35,000+ tonnes of CO<sub>2</sub> emissions. In parallel, we are using fly ash to produce eco-friendly bricks and incorporating aluminium scrap into our foil production to support a circular economy.

At the Jamuria facility, an 18 MW Top Gas Pressure Recovery Turbine (TRT) enhances energy recovery from blast furnaces, improving energy efficiency by 10 percent. A new cooling system cuts water and electricity usage by 20 percent and enables zero water discharge.

### From Pilot to Scale

Every new technology is pilot-tested at one of our plants, evaluated using KPIs such as energy use, product quality, and yield.

Once validated, it is rolled out in phases across our network. This structured rollout is supported by cross-functional collaboration and training systems that ensure smooth integration.

Recent scaled initiatives include the expansion of our aluminium foil rolling mills and green energy projects at Ramsarup and Jamuria. These pilots were validated for performance and environmental impact before being taken across multiple units.

### Bridging R&D and Operations

Knowledge sharing between R&D and operations is facilitated through structured SOPs, cross-functional teams and digital platforms. Regular training and workshops ensure that process improvements are consistently adopted across sites. A recent example is the investment at Jamuria, where new blast furnace and sinter plants were commissioned based on R&D-led designs. Waste heat recovery systems, developed and fine-tuned by the R&D team, are now operational across locations.

**₹ 600 crore**

Investment at Jamuria plant, West Bengal

### Collaborations and Technical Partnerships

We collaborate with academic and technical institutions to co-develop solutions and stay aligned with industry benchmarks. A notable example is our joint R&D initiative with Tata Steel, focusing on metallurgical innovation. We also work with technology partners like Siemens to digitise and automate processes. These partnerships enable us to improve product quality, reduce emissions, and enhance plant productivity.





# CORE VALUE CREATION MATRIX

Inputs	Value creation process		Output	SDGs aligned
<div><div></div><div>Financial Capital</div></div> <div><div>₹10,553.33 Crore</div><div>Equity</div></div> <div><div>₹1,062 Crore</div><div>Net Cash</div></div> <div><div>₹ 9,530.11 Crore</div><div>Net worth</div></div>	<div><div>Backward Integration</div><div><div></div><div>Composite License for Iron Ore Mine: Maharashtra</div></div><div><div></div><div>467 MW CPP</div></div><div><div></div><div>Railway siding</div></div><div><div></div><div>Renewables – Captive Solar Energy Plant</div></div><div><div></div><div>Aluminium Mill with Caster</div></div><div><div>Current Portfolio</div><div><div></div><div>Intermediates</div></div><div><div></div><div>Ferro Alloys</div></div><div><div></div><div>Finished Steel</div></div><div><div></div><div>Stainless Steel</div></div><div><div></div><div>Aluminium Foil</div></div></div></div>	<div><div>Downstream products</div><div><ul style="list-style-type: none"><li>Hot flat products</li><li>CRM Stainless</li><li>Parallel Flange beam</li><li>Stainless steel</li><li>Steel wire drawing</li><li>Ductile Iron pipes</li></ul></div></div> <div><div>Our Focus</div><div><ul style="list-style-type: none"><li>Multiple sale points across the value chain</li><li>Greater control on operating margins</li><li>Flexibility to alter product mix</li><li>Focus on quality</li></ul></div></div> <div><div>Objectives for Expansion</div><div><ul style="list-style-type: none"><li>Foray into newer segments</li><li>Increase backward integration</li><li>Utilize cash generated from operations for growth</li></ul></div></div>	<div><div>₹ 15,137.50 Crores</div><div>Revenue</div></div> <div><div>₹ 909 Crores</div><div>PAT</div></div> <div><div>₹ 32.70</div><div>EPS</div></div> <div><div>Zero</div><div>LTIFR</div></div> <div><div>5890</div><div>Training man-days achieved</div></div> <div><div>95000+</div><div>Lives benefitted</div></div> <div><div>6.31%</div><div>Sourcing from MSMEs/ small producer</div></div> <div><div>24,276 GJ</div><div>Renewable energy</div></div> <div><div>45.65%</div><div>Reduction in electricity usage</div></div> <div><div>29825</div><div>Trees planted</div></div> <div><div>100%</div><div>Water reused</div></div>	<div><div></div><div></div></div> <div><div></div><div></div><div></div><div></div></div> <div><div></div><div></div><div></div><div></div><div></div><div></div><div></div></div> <div><div></div><div></div><div></div><div></div><div></div></div>



## EMPOWERING MARKETING OUTREACH AND BRAND SALIENCE

We continued to strengthen our brand presence through a focused and performance-led marketing approach. Our efforts were directed at improving visibility, enhancing recall across priority markets and audiences, and building credibility at the retail level. The intent has been to support demand generation across regions while reinforcing the product quality and technical advantages that define our metal offerings.

### SEL Tiger TMT and Brand Positioning

SEL Tiger TMT remains critical to our brand identity. Known for its structural strength and consistency, the brand connects well with engineers, contractors, and end-users. Manufactured using high-grade materials and backed by our integrated operations, it has become a preferred choice in key regions. Our dealer and distributor ecosystem helps extend this presence across both urban and rural markets.

### In-store Visibility and Point-of-Sale Activation

We placed significant focus on in-store visibility to influence buying decisions. We equip our partners with branded racks, ceiling dangles, banners, uniforms, brochures and festive POS kits. Display compliance is often tied to incentive schemes. These assets strengthen the perception of a professional brand and

help guide customer decisions at the point of sale.

### Regional Marketing and Vernacular Campaigns

We continue to leverage regional campaigns and vernacular media to improve the brand engagement in local markets. By tailoring communication in familiar languages and cultural contexts, we build trust and relevance, particularly in retail-dominated areas.

### Digital and Social Media Platforms

We expanded our use of digital platforms to improve awareness and reach. Targeted communication through search engines and social channels help us connect with end-users and channel partners in high-priority markets. These platforms also support dealer onboarding and product education.

### CRM-Led Channel Engagement

Our CRM platform has become a key enabler of channel engagement. It supports real-time tracking of sales, complaint resolution, and incentive management. By integrating feedback and market data with our brand dashboard, we are able to identify gaps, tailor campaigns, and improve responsiveness to on-ground developments.

### Product Messaging and Dealer Support

We communicate product features such as corrosion resistance, bendability, and load-bearing strength consistently through technical brochures and training. Our dealer network receives visibility kits and support materials to enhance local brand presence and customer engagement.

## A DEEPLY INSPIRING AND EMPOWERING WORK ENVIRONMENT

We continue to build a workplace environment where collaboration, skill development and inclusivity represent the foundation of how we grow together. Our human resource practices are designed to empower individuals, support career progression and ensure long-term alignment between organisational priorities and employee aspirations.

### Employee Engagement

We organise monthly engagement activities across all plant locations to foster open communication and a collaborative work culture. Employee communication meets and open forums have enabled leadership teams to stay closely connected with on-ground realities. These forums not only bridge communication gaps but also encourage constructive feedback and mutual respect.

We also run structured recognition programs that acknowledge contributions across functions, reinforcing a sense of belonging. These initiatives are designed to make every employee feel valued, motivated, and heard irrespective of location or role.



### Our employee engagement experience cycle

- 1 Onboarding and Induction
- 2 Engagement and Communication
- 3 Learning and Development
- 4 Performance and Growth.
- 5 Inclusion and belonging.
- 6 Health and Well-being
- 7 Retention and Continuity





### Feedback and Workplace Transparency

We ensure regular feedback loops are in place to understand workforce concerns and proactively address them. Platforms such as Whistle Blower policies, grievance redressal cells, and the Code of Conduct helpline serve as formal channels to raise and resolve workplace issues.

Our approach to workplace transparency is grounded in fairness, integrity, and timely communication. This helps us uphold a culture where respect and accountability guide daily interactions across teams and leadership levels.



### Training and Capability Building

We have established structured training days for both executives and shop-floor employees, with dedicated internal trainers facilitating sessions across departments. This enables knowledge transfer and operational efficiency to move hand in hand.

As a direct result of these efforts, our production has increased year-on-year by approximately 10 to 15 percent, without compromising on efficiency or workforce costs. We view learning as an ongoing process and continue to embed this into our organisational DNA.



### Inclusion and Workforce Diversity

We remain committed to building a workforce that reflects a wide range of perspectives and experiences. Our focus on early-career hiring has resulted in a freshers hiring ratio of 30:70 in favour of diversity, ensuring equal opportunity in access to roles, learning, and leadership.

Diversity is not limited to numbers—it is supported by cultural integration, mentorship programs, and enabling structures that help new joiners contribute meaningfully from the start. This strengthens team performance and fosters innovation at all levels.



### Performance-linked Growth

We encourage high performance through well-defined productivity incentives, directly aligned with operational and safety targets. Production incentives based on clear performance targets allow us to reward consistency and initiative.

These incentives are embedded within a transparent appraisal system that values both individual and team contributions. This structure promotes accountability, clarity in expectations, and sustained motivation across shifts and departments.

### Health, Well-being and Work-Life Balance

We take a holistic approach to employee well-being, combining preventive health measures, awareness programs, and support services. Yoga programs are conducted across locations, and employees benefit from comprehensive medical insurance for themselves and their families.

We have also adopted flexible leave policies that accommodate personal needs while ensuring operational continuity. These efforts help our people strike a meaningful balance between their professional and personal lives, contributing to overall workplace harmony.



## RECOGNITIONS REAFFIRMING OUR CONTINUED EXCELLENCE

At Shyam Metals, excellence is not just a goal—it's a standard we strive to exceed every day. Our journey of growth and innovation has been consistently recognized by industry leaders, regulatory bodies, and our stakeholders. These recognitions are a powerful reaffirmation of our commitment to quality, performance, and responsible business practices.

In the past year, we have been honored with accolades that reflect our leadership in industry, our unwavering focus on sustainability, and our dedication to customer and stakeholder satisfaction. Whether it's in operational efficiency, ESG performance, financial prudence, or digital innovation, each recognition we receive underscores the trust placed in us by the communities we serve.

These milestones are not endpoints but stepping stones—fueling our ambition to reach higher, perform better, and serve with greater impact. We view each award and certificate as a collective achievement made possible by our talented team, visionary leadership, and an organizational culture built on integrity, resilience, and excellence.

One of them was being certified as a “Great Place to Work”, a recognition that reflects the Company's dedication to fostering a high-trust, high-performance work environment. This achievement reaffirms our focus on employee engagement, workplace inclusivity, and the holistic well-being of our workforce.

As we look ahead, we remain steadfast in our pursuit of creating enduring value for all our stakeholders—backed by a track record that speaks for itself.



## STRATEGIC ROADMAP FOR SUSTAINABLE VALUE CREATION

We are pursuing a focused, capital-efficient strategy that aims to strengthen our position across the metal value chain, while maintaining financial discipline. Our roadmap prioritises value addition, market leadership across core segments, regional expansion, cost efficiency and sustainability. Each pillar of this strategy is supported by targeted initiatives that align with long-term growth objectives without placing additional leverage on our balance sheet.



### Value-Added Portfolio

Shift towards value-added products across the same distribution channel; targeting 80% contribution to revenue mix.



### Segmental Market Leadership

Build leadership position across Steel, Stainless Steel, Ferro Alloys and Aluminium Foil Products.



### Geographical Expansion

Foray into newer states with an emphasis on branding and margin enhancement.



### Cost Efficiency and Integration

Improve cost efficiency through technology deployment in supply chain and expand ancillary and backward integration



### Sustainability and Emissions

Reduce carbon footprint and strengthen sustainable practices across manufacturing operations.



# Environment

83%

Captive Power to Total Power Consumed

Scope 1 emissions

54,43,997.66

Metric Tonnes of CO<sub>2</sub>

63.976 MW

Solar power generated across production unit.

Scope 2 emissions

3,84,336.40

Metric Tonnes of CO<sub>2</sub>

# Social

10,138 Employee

Training on safety and well-ness

# Governance

58 years

Average age of directors


85.24%

Average attendance in Board meeting

01

Woman Directors out of 10 directors





At the core of our ESG journey is  
a dream that is bigger and bolder  
than our business

it is the aspiration of leaving behind  
a greener, healthier planet for future  
generations and work towards it  
collectively. Uplifting communities  
we work with and instilling a resilient  
governance framework to protect the  
interests of all stakeholders also remain a  
shared responsibility at SMEL.





## ENVIRONMENT STEWARDSHIP

We continue to prioritise environmental responsibility across all aspects of our operations. Our approach centres around reducing emissions, conserving energy, managing waste responsibly, and maintaining water neutrality. With dedicated systems in place at each plant, we align operational efficiency with long-term sustainability outcomes.



### Energy Management

Our energy strategy focuses on expanding renewable power usage and improving energy efficiency across production lines. We have installed solar power capacity across rooftops and floating solar systems. These installations support our internal energy requirements and reduce dependence on grid electricity. We also use waste heat recovery systems (WHRS), dolochar-based power generation, and energy-efficient equipment to optimise consumption and lower thermal losses.

**24,276 GJ**

Energy consumption from renewable energy.

**63.976 MW**

Solar Power capacity.



### GHG Emission Management

We are implementing a comprehensive approach to control greenhouse gas emissions. Each production unit is equipped with electrostatic precipitators (ESPs) and advanced pollution control devices (APCDs) to capture and treat emissions. We monitor air quality in real time to ensure compliance with regulatory limits. Concurrently, we are shifting to cleaner fuels and reducing the carbon intensity of operations through electrification and equipment upgrades.

**5.1 MW**

Wind mill installed



### Waste Management

We follow a Waste to Resource model to ensure that industrial by-products are reused or recycled wherever possible. Fly ash is repurposed into bricks, and slag is sold for cement manufacturing and road construction. We have also implemented structured collection and handling for solid and hazardous waste, ensuring compliance and traceability.

**54,233.69 MT**

Waste recycled

**791.12 MT**

Hazardous waste safely disposed



### Water management

We have fully adopted the Zero Liquid Discharge (ZLD) approach across our operations, reinforcing our commitment to responsible water use. Our facilities operate dedicated wastewater treatment plants with capacities of 3,000 KLD and 4,000 KLD, ensuring that all process water is thoroughly treated before being reused. Treated water is either recycled back into operations or repurposed for activities such as gardening, helping us reduce freshwater intake and discharge.

This closed-loop system enables us to preserve water resources while minimising environmental impact. By strictly adhering to the ZLD principle, we ensure that no untreated water leaves our premises, supporting both operational sustainability and community-focused water stewardship.

**71,74,955 KL**

Water consumption





## SOCIAL RESPONSIBILITY

Our CSR programmes are focused on uplifting rural communities by improving access to education, healthcare, livelihood opportunities, and infrastructure. With a strong presence in the regions we operate in, our efforts are tailored to meet local needs and foster inclusive development.

### Rural Health and Wellness

Our energy strategy focuses on expanding renewable power usage and improving energy efficiency across production lines. We have installed solar power capacity across rooftops and floating solar systems. These instal We continue to strengthen rural healthcare access through annual medical and eye camps that provide free medicines and spectacles to villagers. A free ambulance service and drinking water supply system support emergency and everyday needs in remote areas. We have also established a new health centre and homeopathy clinic to provide ongoing care closer to the community. lations support our internal energy requirements and reduce dependence on grid electricity. We also use waste heat recovery systems (WHRS), dolochar-based power generation, and energy-efficient equipment to optimise consumption and lower thermal losses.



### Education and Digital Access

Education remains central to our community engagement. We run a free coaching centre for students from economically backward sections, a computer training centre in Dhasna village, and offer the Shyam Scholarship to meritorious students. These initiatives help bridge learning gaps and promote digital literacy among youth in underserved areas.



### Skill Development

Through initiatives like the KALP VRIKSHA programme, we support alternate income generation by training community members in sewing, computer skills, and enterprise development. These efforts empower individuals to gain financial independence and improve household stability.



### Infrastructure and Sustainability

Our interventions include water conservation projects like check dams, ponds, and solar-powered irrigation systems, alongside the promotion of organic farming. These initiatives are aligned with environmental sustainability and local livelihood enhancement. In parallel, we contribute to village sanitation, temples, and rural artisanship under our social infrastructure development goals.

### Sports and Youth Engagement

We promote sports as a tool for community development and youth engagement. Our football team, supported by Shyam SEL & Power Ltd., receives full kit distribution, and we continue to invest in playground development to encourage participation and physical well-being.

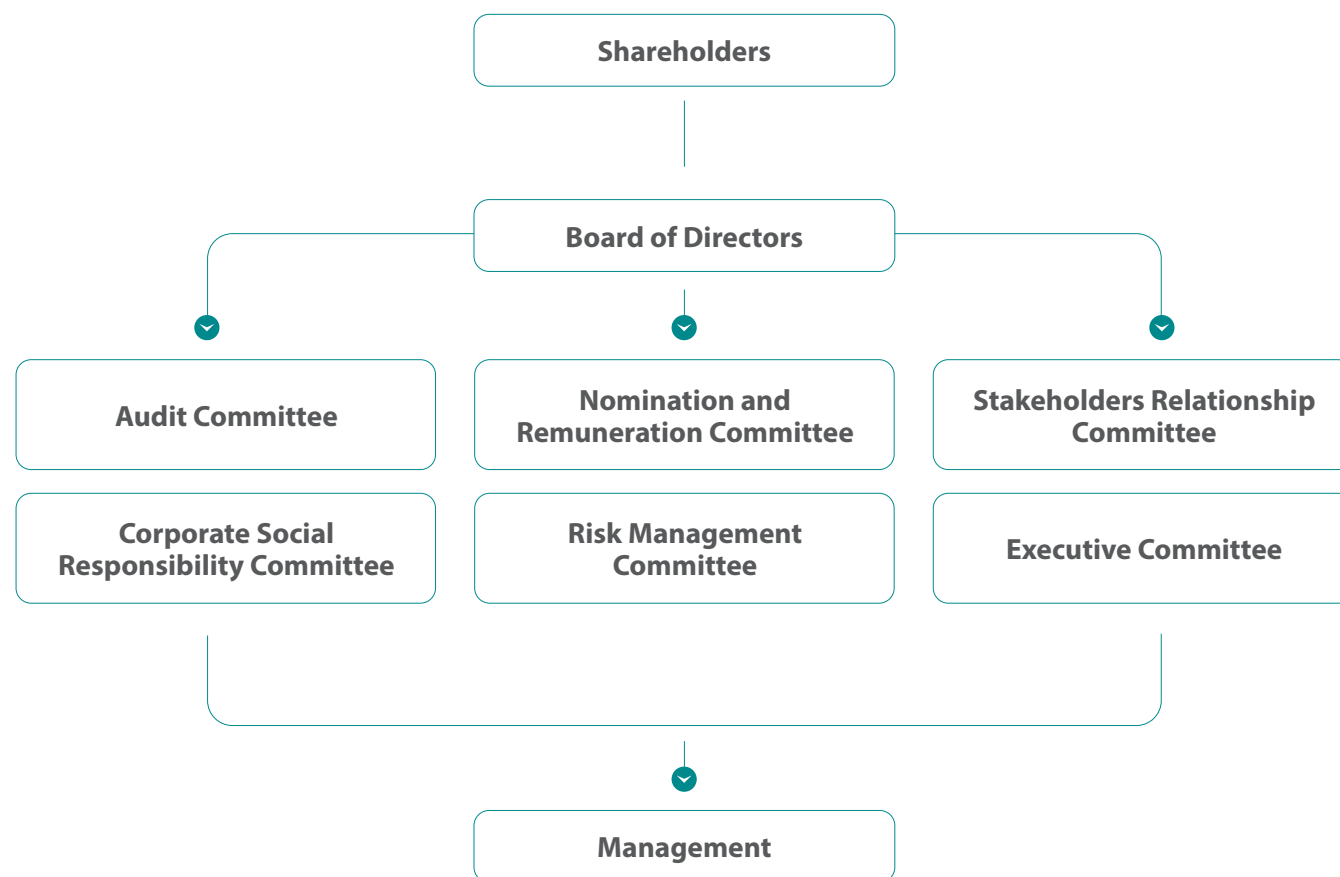






## GOVERNANCE FRAMEWORK

We are guided by a governance framework built on transparency, accountability and ethical conduct. We prioritise integrity across all levels of our operations to ensure that every decision reinforces the trust placed in us by our stakeholders. Through active oversight and transparent communication, we maintain strong internal controls and uphold regulatory compliance, while fostering a culture of collaboration across teams and external partners.



### Governance Policies

We have implemented a broad set of governance policies to ensure that our operations align with legal requirements and ethical standards. These policies provide a framework for consistent and informed decision-making throughout the organisation.



Whistle Blower Policy

Familiarisation Programme

Dividend Distribution Policy

Corporate Social Responsibility Policy

Nomination and Remuneration Policy

Code of Conduct

Board Diversity Policy

Archival Policy

Risk Management Policy

Grievance Redressal Policy

Data Protection Policy

Related Party Transaction Policy

Human Rights Policy

Anti-Sexual Harassment Policy

Business Responsibility and Sustainability Policy

Anti-Corruption and Anti-Bribery Policy



## EMINENT BOARD OF DIRECTORS



### Mahabir Prasad Agarwal

Chairman - Emeritus

Mr. Mahabir Prasad Agarwal, has been conferred with the title of Chairman-Emeritus post stepping down from the position of Non-Executive Chairman of the Company. He is the Founder Promoter and first generation entrepreneur having more 50 years of experience in Steel & Ferro Alloys Industries. He had been the director of the wholly owned subsidiary since its inception and one of the initial shareholder. He has the foresight to guide the management on the transformational journey in the growth path of the Company.



### Brij Bhushan Agarwal

Chairman & Managing Director

He is the Chairman and Managing Director of the Company and a proven accomplished leader. Mr Agarwal is the second-generation entrepreneur and the visionary business leader with more than three decades of experience in the Steel and Ferro alloys Industries. He is a guiding force in the company and primarily overlooks and spearheads Strategic Planning, business development, executions of the projects, Marketing, HR and corporate Affairs. He is the Director in the company since its inception.



### Sanjay Kumar Agarwal

Joint Managing Director

He is the Joint Managing Director of our Company, serving as a Director since its inception in December 2002. With a bachelor's degree in commerce from the University of Calcutta, he brings over 25 years of experience in the steel and ferro alloys industry. He oversees operations at our Sambalpur, Jamuria, and Mangalpur plants, focusing on cost control, production efficiency, and raw material procurement.



### Sheetij Agarwal

Whole-time Director

He is a whole-time Director of our Company with a Bachelor of Science in Business Administration from Northeastern University. He plays a crucial role in shaping Shyam Metalics's global strategy, focusing on market intelligence, growth opportunities, capital investments, and brand alliances. He has also been key in expanding the company's presence in both domestic and over 40 international markets.



### Dev Kumar Tiwari

Whole-time Director

He is a Whole-Time Director of the Company with the overall responsibility of the operations of the Sambalpur manufacturing plant. He has vast knowledge of Operations, Commercials, Corporate Governance, Risk Management, HR, IR etc. Prior to his appointment as Director, he had served in the company as a mechanical engineer in Shyam SEL and Power Limited (SSPL). He has vast experience of over 23 years in the steel and ferro alloys industry. He is also responsible for project implementation.



### Deepak Agarwal

Whole-time Director & CFO

Deepak Agarwal is a Whole-Time Director and the Chief Financial Officer of our Company. He has been a Director of our Company since July 14, 2014. He holds a bachelor's degree in commerce, with honours, from University of Calcutta. He is also a fellow member of the Institute of Company Secretaries of India. He has previously been associated with Shyam SEL and Power Limited since 2000. He is a techno commercial professional and has more two decades of experience in the steel and ferro alloys industry. He is responsible for handling finance, accounts, legal, compliance, risk management and corporate affairs of our Company and its Subsidiaries.





**Kishan Gopal Baldwa**

Independent Director

He is an Independent Director of our Company. He has been a Director of our Company since May 15, 2018. He holds a bachelor's degree in commerce from University of Rajasthan. He has been a fellow member of the Institute of Chartered Accountants of India for the past 38 years and has obtained a certificate of practise from the Institute of Chartered Accountants of India.



**Malay Kumar De**

Independent Director

He is an Independent Director of our Company. He has been a Director of our Company since July 27, 2023. He holds a masters' in science degree in organic chemistry from University of North Bengal, Siliguri. He is a retired IAS officer and retired on September 30, 2019 from the post of Chief Secretary, West Bengal.



**Shashi kumar**

Independent Director

He is an Independent Director of our Company. He has been a Director of our Company since September 21, 2023. He holds a bachelor's degree in science from Patna University and also holds a bachelor's degree in science (honours) from Mining Engineering from Indian School of Mines, Dhanbad, Ranchi University. Prior to joining our Company, he was associates with Coal India Limited as chairman.



**Rajni Mishra**

Independent Woman Director

She is an Independent Director of our Company. She has been a Director of our Company since February 12, 2021. She holds a bachelor's degree from Calcutta University in Botany, and a master's degree in business administration from the West Bengal University of Technology. She is also an associate member of the Institute of Company Secretaries of India.



**Nand Gopal Khaitan**

Independent Director

Mr. Khaitan is an Attorney-At-Law, Advocate and Notary Public, practicing in the Hon'ble High Court and the Hon'ble Supreme Court of India. Mr. Khaitan is a Senior Partner of Khaitan & Co, one of the oldest (founded as early as 1911) and largest full-service law firms in India. He passed his Attorney ship Examination from the Calcutta High Court in the year 1974 and stood first in the Preliminary, Intermediate and Final Examinations and was awarded Bell Chamber's Gold Medal by the Incorporated Law Society, High Court, Calcutta. He is a Notary Public appointed by the Government of India. He is the President of Indian Council of Arbitration, New Delhi.



**Chandra Shekhar Verma**

Independent Director

Mr. Verma is a reputed professional and has profound knowledge and experience of more than four decades in the Public Sector undertakings, particularly in the Steel Sector. His professional journey certifies him a true techno-commercial professional and a distinguished leader who has held significant roles in the prestigious organizations of the country. He has been a Board level appointee for more than 14 years in Schedule A companies. Mr. Verma served as the Chairman & Managing Director (CMD) of Steel Authority of India Limited (SAIL) and CMD of National Mineral Development Corporation Limited (NMDC) and International Coal Ventures Private Limited (ICVL). He has also received many awards & accolades for his professional accomplishment.



## CORPORATE INFORMATION

### CHAIRMAN - EMERITUS

#### MR. MAHABIR PRASAD AGARWAL

(Honorary Position w.e.f. 10th May, 2025)

### BOARD OF DIRECTORS

#### MR. BRIJ BHUSHAN AGARWAL

Chairman & Managing Director (Appointed as Chairman w.e.f. 10th May, 2025)

#### MR. SANJAY KUMAR AGARWAL

Joint Managing Director

#### MR. SHEETIJ AGARWAL

Whole-time Director

#### MR. DEEPAK AGARWAL

Whole-time Director & CFO

#### MR. DEV KUMAR TIWARI

Whole-time Director

#### MR. YUDHVIR SINGH JAIN (Ceased w.e.f.

24th October, 2024 due to demise)

Independent Director

#### MR. KISHAN GOPAL BALDWA

Independent Director

#### MR. NAND GOPAL KHAITAN

Independent Director

#### MR. MALAY KUMAR DE

(Resigned w.e.f. 20th May, 2025)

Independent Director

#### MR. SHASHI KUMAR

Independent Director

#### MS. RAJNI MISHRA

Independent Director

#### MR. CHANDRA SHEKHAR VERMA

(Appointed w.e.f. 04th July, 2024)

Independent Director

### CHIEF FINANCIAL OFFICER

#### MR. DEEPAK AGARWAL

### COMPANY SECRETARY

#### MR. BIRENDRA KUMAR JAIN

### STATUTORY AUDITORS

#### M/s. MSKA & Associates

Chartered Accountants

Floor 4, Duckback House

41, Shakespeare Sarani

Kolkata - 700017, India

### SECRETARIAL AUDITORS

#### M/s. MKB & Associates

Practicing Company Secretary  
Shantiniketan Building, 5th Floor  
Room No. 515, 8 Camac Street,  
Kolkata - 700017

### COST AUDITORS

#### M/s. BSS & Associates (Previously known as

M/s. Abhimanyu Nayak & Associates),

Cost Accountants

NI/A-22, 1<sup>st</sup> Floor, IRC Village, Nayapalli,

Bhubaneswar - 751015

### INTERNAL AUDITORS (F.Y 2024-25)

#### M/s. KPMG Assurance and Consulting

Services LLP

Godrej Waterside, Unit No. 603, 6th Floor,

Tower '1', Plot No. 5, Block – DP, Sector V, Salt

Lake, 700 091

### INTERNAL AUDITORS (F.Y 2025-26)

#### M/s. Ernst & Young (E&Y) LLP 22,

Camac Street, 3rd Floor, Block 'C'

Kolkata 700016

### REGISTERED & HEAD OFFICE

P-19, Plate No: D-403

CPT Colony, Taratala Road

Kolkata – 700088, West Bengal

Tel No.: 033 6521 6521

Email: [Compliance@shyamgroup.com](mailto:Compliance@shyamgroup.com)

### CORPORATE OFFICE

S S Chambers

5 CR Avenue, Princep Street

2nd floor, Kolkata- 700072,

West Bengal

Tel No.: 033 4011 1000

Email: [Compliance@shyamgroup.com](mailto:Compliance@shyamgroup.com)

### PLANT

Village: Pandloi, PO: Lapanga

Dist.: Sambalpur, Pin: 768212 (Odisha)

### REGISTRAR AND TRANSFER AGENT

#### M/s. KFin Technologies Ltd.

Selenium Tower 'B'

Plot No. 31 & 32

Financial District

Nanakramguda

Hyderabad -500032

Tel No.: +91 040 6716 2222

Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

### BANKERS

State Bank of India

Axis Bank Limited

ICICI Bank Limited

HDFC Bank Limited

YES Bank Limited

IDFC First Bank Limited

UCO Bank

Punjab National Bank

Indian Bank



# Management Discussion and Analysis

## Economic Environment

### Global Economic Overview<sup>1</sup>

In CY 2024, the global economy grew by 3.3% amid strong geo-economic turbulence. Emerging Markets and Developing Economies (EMDEs) exhibited steady growth despite supply-chain challenges and geopolitical tensions. Inflation eased from 6.6% in CY 2023 to 5.7% in CY 2024 and although central banks around the world tightened policy in unison, a recession was avoided.

During the calendar year, the US economy demonstrated strong growth at 2.7% driven by a robust labour market and strong underlying demand. Meanwhile, European economy remained subdued as Germany and France battled political and economic uncertainties while Italy and the UK barely managed to avoid a recession. The Russia-Ukraine war had heightened energy costs in Europe and put elevated pressure on key industries. Currency depreciation, lack of innovation and competition from international counterparts have all contributed to the downturn.

Prevailing geo-economic uncertainties have adversely impacted global investor sentiment. This is indicated by rising term premiums on long-term government bond yields across most G7 countries.

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<sup>1</sup><https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025>



## Outlook

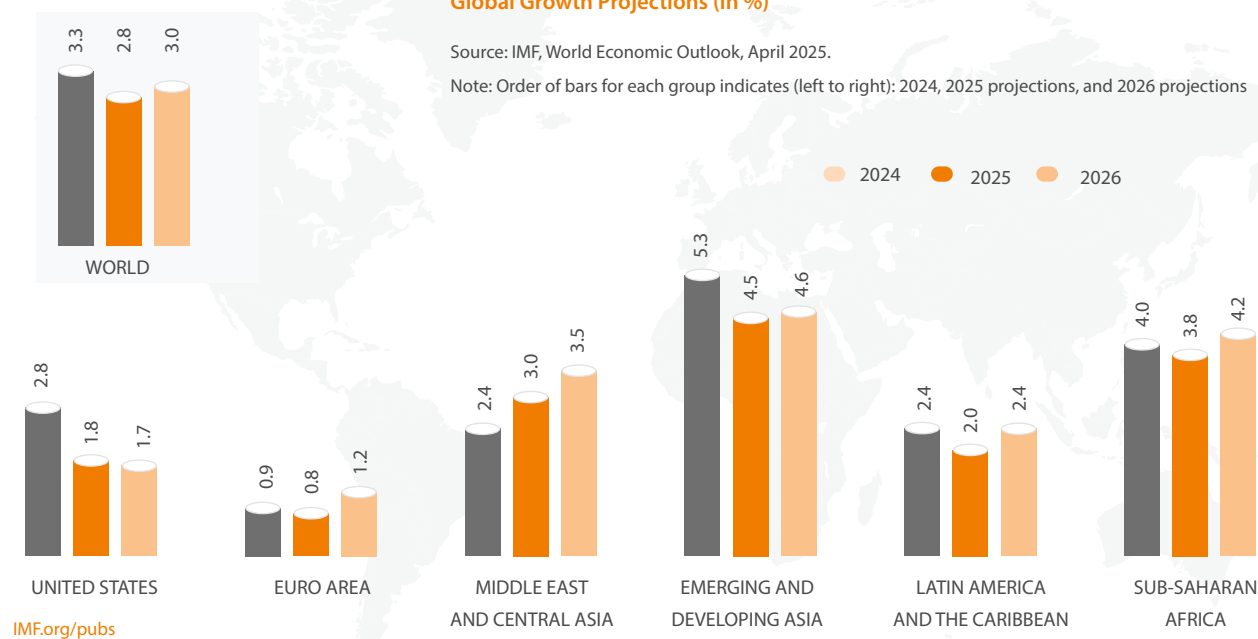


Global GDP is projected to grow at 2.8% in CY 2025 and 3.0% in CY 2026. This measured growth reflects cautious optimism. Advanced economies are expected to expand by 1.4% while Emerging Markets and Developing Economies (EMDEs) are expected to maintain a robust growth of an estimated 3.7%. Inflation in advanced countries is projected to fall to 4.3%, helping them meet their policy objectives sooner. European nations, under pressure from global manufacturing competition are expected to draw on their industrial bases and recover domestic demand, with Germany preparing major public-spending reforms. Within the Eurozone, trade ties are likely to strengthen despite rising geo-economic fragmentation. In the US, recent reciprocal tariffs have prompted a more cautious global trade outlook and reinforced trends toward economic decoupling. Despite economic uncertainties, fiscal discipline, strategic investments and enhanced consumption are foreseen to create an atmosphere conducive to growth.

### Global Growth Projections (in %)

Source: IMF, World Economic Outlook, April 2025.

Note: Order of bars for each group indicates (left to right): 2024, 2025 projections, and 2026 projections



IMF.org/pubs

### Indian Economic Overview<sup>2</sup>

Despite global economic turbulences, the economy of India grew by an estimated 6.5% in FY 2024-25. The growth was supported by strong performance of sectors, such as services, manufacturing and agriculture. During the year, urban consumption moderated and rural consumption picked up on the back of a favourable monsoon. Core-led inflation was estimated at 4.8%, well within the Reserve Bank of India's 2-6% tolerance. To drive growth, the government increased the infrastructure budget to ₹10.2 lakh crore and extended the Production Linked Incentive (PLI) scheme to trigger investment and economic activity. Despite global supply-chain pressures, electronics, semiconductor and pharmaceutical exports remained strong. Further, PLI 2.0 is aimed at establishing India a global IT-manufacturing powerhouse.

Within the constituents of growth, India's private final consumption expenditure has grown by 7.3% in FY 2024-25. Investment activity which gained momentum in Q1, supported by high-capacity utilisation, robust steel and cement industries and high capital

goods imports, moderated as the year progressed. To safeguard the domestic steel producers from Chinese imports, the Government of India imposed tariffs on the import of steel.

## Outlook



India's medium-term prospects are optimistic with a positive caveat. Strong domestic demand and a benevolent policy regime should induce private investment, as reallocation of capital from the US positions India as a lucrative location for foreign investors. An accommodative monetary stance and a salaried individual's tax relief will promote liquidity and domestic consumption. Moderation in depreciation against the dollar can be anticipated, which can stimulate export competitiveness. Further, India is maintaining a watchful stance regarding the evolving tariff situation and is expected to respond appropriately. In addition, India has recently concluded a historic Free-Trade Agreement (FTA) with the UK. This is foreseen to augment the strategic and economic ties between the two nations.

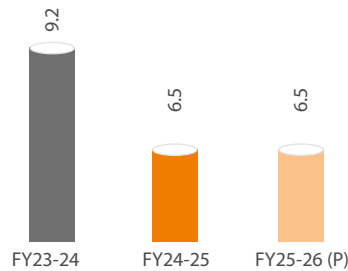
<sup>2</sup><https://rbidocs.rbi.org.in/rdocs/Bulletin/PDFs/0BULL22042025F03F83AE118C4B3B84E662D980C8DE33.PDF>



Increased government capital expenditure is expected to facilitate the recovery of fixed capital formation. Sustained demand from rural areas, an anticipated revival in urban consumption, higher capacity utilisation and healthy balance sheets of corporates and banks are additional factors contributing to support growth prospects.

With India resolute on achieving the developed-nation status by 2047, growing energy requirements will be met by energy self-sufficiency policies and the growth of high-technology manufacturing.

#### India's real GDP growth (in %)



P: (Projected)

Source: RBI Bulletin April 2025

### Industry Overview

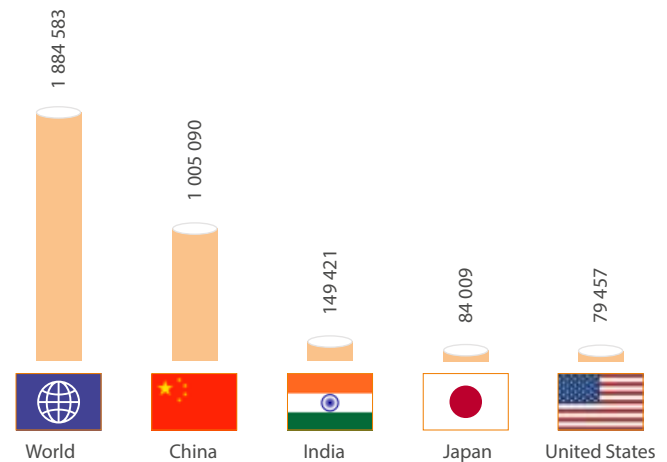
#### Global Steel Industry Overview

World steel consumption declined in 2024. It witnessed a 0.9% year-over-year decline to 1.75 billion metric tons. This marks its third straight annual contraction.<sup>3</sup> The decline can be attributed to sustained softness in manufacturing and elevated financing rates. Geo-political pressures further resulted in a 2.0% fall in demand in developed economies, such as the US, Japan and Germany. China, the largest consumer of steel, observed a reduction of 3% in demand due to its real estate crisis, with another 1% decline foreseen in 2025. Conversely, India emerged as the main growth driver, as steel demand grew by 8% in CY 2024. This hike was primarily propelled by heightened infrastructure expenditure and industrial production.<sup>4</sup>

Developing countries excluding China posted 3.5% demand growth, driven by the recovery of ASEAN and MENA regions. World crude steel output hit 1.88 billion tonnes last year. China accounted for 54% (1.01 billion tonnes) of this output.

The industry's subdued performance can be attributed to the turbulent global economic landscape. Headwinds, such as tight monetary policies and high construction exacerbated the decline in demand. Nevertheless, a 1.2% recovery in global demand is foreseen in 2025. This recovery is envisioned to be facilitated by sustained recoveries in the EU and emerging economies.

#### Global Steel Production (in thousand tonnes)



Source: World Steel Organisation

#### Indian Steel Industry Overview

India's steel industry is witnessing robust growth. The industry is expected to exhibit an estimated growth of 8-9% in FY 2024-25. This foreseen growth is much higher than worldwide trends.<sup>5</sup> While key economies such as China, Europe and the US witnessed declining steel demand, India remained the sole major economy to reflect strong growth in steel consumption.

India's steel production capacity has hit a new high in FY 2024-25, reaching ~149 million tonnes. This is ~6% higher than FY 2023-24's ~140 million tonnes.<sup>6</sup> Aggressive capacity expansion initiatives implemented by both private and public sector player have enabled the country to almost double its production capacity from 87 MT in 2015.



<sup>3</sup><https://pubs.usgs.gov/periodicals/mcs2025/mcs2025-iron-ore.pdf>

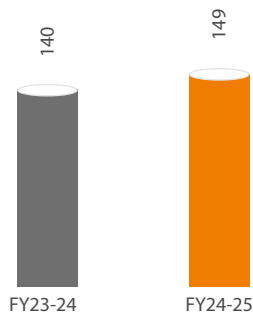
<sup>4</sup><https://worldsteel.org/media/press-releases/2024/worldsteel-short-range-outlook-october-2024/>

<sup>5</sup><https://www.crisil.com/content/crisilcom/en/home/newsroom/press-releases/2025/01/domestic-steel-demand-to-buck-global-slump-grow-8-9percent-in-2025.html>

<sup>6</sup>[https://worldsteel.org/data/annual-production-steel-data/?ind=P1\\_crude\\_steel\\_total\\_pub/IND](https://worldsteel.org/data/annual-production-steel-data/?ind=P1_crude_steel_total_pub/IND)

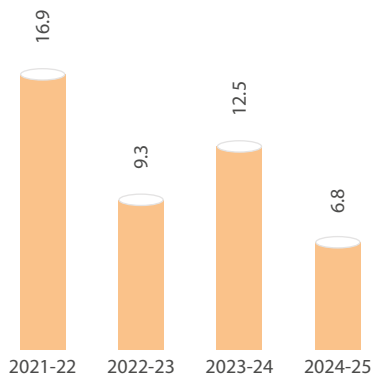


### India Steel production Capacity (In Million Tonnes)



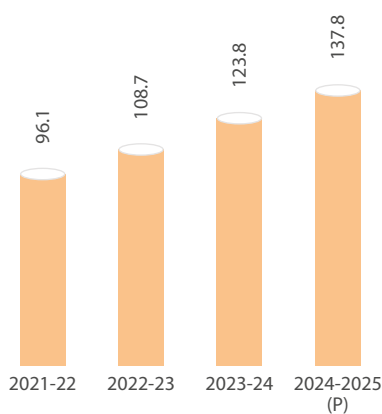
With sustained inflow of investment across sectors, the demand for steel is expected to grow at a CAGR of 5% to 7.3% over the next decade. The demand is foreseen to reach 221-275 million tonnes by FY 2033-34. The long-term growth prospect will further augment the inflow of investment. To cater to the rising demand, India will need to produce an estimated 300 million tonnes of steel by 2030.<sup>7</sup>

### India Steel Industry growth (y-o-y growth, in %)



Source: Press information Bureau

### India's Finished Steel Consumption (In Million Tonne)



Provision (P)

Source: Ministry of Steel

### Key Industry Drivers

#### Government Initiatives



The heightened integration of steel in residential and infrastructure construction is one of the key drivers of demand of steel. Government initiatives, such as the 'Pradhan Mantri Awas Yojana (PMAY)' and the 'Gati Shakti Master Plan' are playing a crucial role in augmenting the consumption of steel.

The National Infrastructure Pipeline (NIP) programme, aimed at enhancing project preparation and drawing investment, remains a major driver of steel demand in FY 2024-25.

The Production Linked Incentive (PLI) programme for specialty steel has seen investment made of ₹20,000 crore out of commitments worth ₹27,106 crore. Incentive of ₹48 crore has been released with expectations of ₹2,000 crore to be disbursed till the end of the scheme.<sup>8</sup> These high-profile infrastructure initiatives are generating long-term momentum across development sectors.

The Steel Ministry has proposed the implementation of stringent quality control regulations across all grades of steel utilised in the nation. This initiative intends to incorporate an additional 1,000 grades of steel under the Quality Control Order (QCO). The QCO currently regulates 1,376 items.<sup>9</sup> The measure serves a twofold purpose of enhancing the quality of infrastructure and curtailing cheap imports that adversely affect the domestic manufacturers across the steel value chain.

#### Construction



Sustained urbanisation remains a key propellant of consumption of steel in India. Heightened migration from rural to urban areas is further augmenting the demand of residences and commercial premises, thereby, heightening the demand of steel.

India's construction industry is one of the pillars of its economic growth. The industry addresses the infrastructure demand of the country and generates large-scale employment. Public and private investments have been primarily directed towards infrastructure and real estate properties like offices, retail, housing and data centres. Logistics and warehousing have become crucial elements, driven by fast-paced urbanisation and the need for efficient supply chains. The trend of modular and prefabricated buildings in the construction sector presents new growth opportunities for the industry.

infrastructure investment in India has witnessed a remarkable rise. This elevation was facilitated by joint public and private funding. The heightened capital outlay has helped the country to build the second largest road network in the world. The Pradhan Mantri Grameen Sadak Yojana has completed the construction of 7,83,335 km of rural roads, significantly improving connectivity to rural areas.<sup>10</sup>

<sup>7</sup><https://pib.gov.in/PressReleaseDetailm.aspx?PRID=2124042&reg=3&lang=1>

<sup>8</sup><https://pib.gov.in/PressReleasePage.aspx?PRID=2114011>

<sup>9</sup><https://www.financialexpress.com/business/industry-govt-widen-ambit-of-quality-control-for-steel-3704572/>

<sup>10</sup><https://www.omms.nic.in/>



During the year under review, the Indian Railways renewed 6,450 km of leading track and overhauled 8,550 turnouts to enhance network dependability and safety.<sup>11</sup>

National Real Estate Development Council (NAREDCO) and Knight Frank estimate that India's warehousing market will need 159 million square feet by 2047, increasing at a rate of 4% per annum. This growth is driven by investments by the e-commerce and manufacturing industries in logistics parks, industrial corridors and modern warehouse space across the country. Moreover, India's real estate industry is projected to reach \$5.8 trillion by 2047, accounting for 15.5% of the country's GDP.<sup>12</sup>

### Engineering and Manufacturing



Heightened demand of steel from industries, such as engineering, packaging and industrial manufacturing played a crucial role in propelling steel consumption in FY 2024-25. The diversification of steel utilisation across varied industries allows for a balanced demand pattern. This reduces the dependence on any one industry. India's engineering exports is estimated to have reached an unprecedented high of \$116.67 billion in FY 2024-25.<sup>13</sup>

Further, India is aiming to establish itself as a global IT hub through initiatives, such as the National Policy on Electronics (NPE), Make in India, Digital India, Skill India, Electronics Development Fund Policy, Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (SPECS) as well as the Production Linked Initiative (PLI). These schemes are playing a key role in attracting investment in the electronics manufacturing sector.

### Automotive Industry Growth



India is the world's third-largest passenger vehicle market, following China and the US. During FY 2024-25, the Indian automotive sector grew by 7.3% in domestic sales while exports were accelerated by 19.2%. This highlights the strong global demand and heightened competitiveness within India.<sup>14</sup> The rapidly expanding Electric Vehicle (EV) segment of the industry is augmenting the demand of specialised steel products. With sustained growth of the India's automotive sector and its gradual transition towards electrical mobility, the utilisation of electric and other specialised types is foreseen to witness a steady growth.

The low vehicle ownership rate in India (38 vehicles per 1,000 inhabitants) represents a huge growth potential. The Indian automotive market present a lucrative opportunity for global auto manufacturers. India's light-vehicle manufacturing capacity is expected reach 10 million units by 2031.<sup>15</sup>

## Opportunities and Threats

### Opportunities



#### Booming Global Infrastructure Needs

Developing economies around the world are augmenting the demand of steel due to heightened urbanisation and transportation programmes. India is strategically positioned to capitalise on this demand, especially stemming from Asia and Africa, where infrastructure gaps persist.

#### Safeguard Duties on Imports

During April 2025, India imposed a 12% provisional safeguard duty on specific steel imports to shield the domestic steel industry from cheap imports from China, South Korea and Japan. The implementation of the safeguard duty came as a response to the record high import of steel at 9.5 million metric tons during 2024-25. The volume of import was the highest in nearly a decade.<sup>16</sup> The intervention will offer temporary relief to the market from the flow of cheap imports.

#### Policy-Driven Market Access

The Production Linked Incentive (PLI) scheme 1.1 for specialty steel, with a ₹6,322 crore outlay, aims to augment high-value steel production to 42 million tonnes by 2026-27.<sup>17</sup> Export promotion schemes like Remission of Duties and Taxes on Exported Products (RoDTEP) further enhance competitiveness.

#### Power and Energy Sector Advancements

India is the third-largest global energy consumer after China and the US. Rapid economic development, heightened urbanisation and expedited industrialisation have contributed to the overall increase in energy consumption. The outlook for India's energy sector remains highly optimistic. Sustained investment, technological innovation and international collaborations are expected to further initiate capacity additions in the years ahead. This capacity expansion will considerably augment the demand for steel.

#### Telecommunications Network Expansion

India's telecom sector experienced notable growth propelled by ground-breaking technological achievements, regulatory reforms, declining unit prices and heightened adoption. Overall tele-density increased with rural growth outpacing the urban growth. The country witnessed the fastest 5G rollout in the world, covering more than 99% districts.

#### Expansion in Defence and Aerospace

After the initiation of the Make in India movement, India's defence production reached an all-time high of ₹1.27 lakh crore during FY 2023-24, with exports crossing ₹23,622 crore during FY 2024-25.<sup>18</sup> This transition from being import-dependent to being the

<sup>11</sup><https://pib.gov.in/PressReleaseFramePage.aspx?PRID=2088668>

<sup>12</sup><https://content.knightfrank.com/research/2735/documents/en/india-real-estate-vision-2047-2023-10502.pdf>

<sup>13</sup><https://www.eepcindia.org/>

<sup>14</sup><https://www.siam.in/pressrelease-details.aspx?mpgid=48&pgidtrail=50&pid=579>

<sup>15</sup><https://www.spglobal.com/mobility/en/research-analysis/india-automotive-sector-defies-global-disruptions.html>

<sup>16</sup><https://economictimes.indiatimes.com/industry/indl-goods/svs/steel/articleshow/120546947.cms>

<sup>17</sup><https://pib.gov.in/PressReleasePage.aspx?PRID=2090683>

<sup>18</sup><https://pib.gov.in/PressReleasePage.aspx?PRID=2116612>



world leader in manufacturing shows India's commitment towards self-reliance and economic growth. Policies have strengthened this progress by facilitating private sector participation, promoting technological advancement and developing contemporary military platforms.

### Environmental Sustainability Initiatives

Investments under PLI focus on automotive-grade alloys and electrical steel, which is in line with international trends towards sustainability. The scheme plans to establish India as a global supplier of value-added steel by 2030.

### Threats



### Trade tensions

Recent protectionist measures implemented by the US government, specifically the 25% tariff imposed on the import of steel, pose major threats to Indian steel producers, despite their limited direct exposure to the American market. These barriers are foreseen to redirect the excess steel to other markets, aggravating regional oversupply and putting downward pressure on prices and margins throughout Asia.

The international metals market is dominated by scale players such as China and Russia, whose immense production capacities and strategic re-routing of exports have increased competitive pressure. As a result, Indian companies are embracing Industry 4.0 technologies, creating sophisticated high-strength steel grades and utilising waste-heat recovery systems to enhance operating efficiency, reduce costs and achieve stringent quality standards.

### Environmental Challenges

Adherence to strict environmental standards in major export markets has become necessary. Indian exporters are modernising furnaces, adopting water-recycling techniques and obtaining carbon-emission and energy-efficiency certifications to meet international regulatory systems and attract eco-conscious consumers.

### Finance

Indian steel industry requires substantial investments. This demand is further intensified by the cautious lending practices, driven by higher interest rates and cyclical demand pattern. To counter these fiscal challenges, stakeholders have to embrace new funding options, including the mobilisation of foreign direct investment and access to overseas capital markets. Increased government financing programmes can decrease risks and help accommodate necessary capacity expansions.

### Supply chain vulnerabilities

Strong logistics and port facilities are imperative to support the growing industry. Heightened rail freight rates, poor last-mile connectivity and underdeveloped port handling facilities drive up costs and compromise delivery reliability, weakening India's stand in global supply chains. Heightened investment in dedicated freight corridors, multimodal transportation nodes and faster customs clearances are the keys to securing timely exports and garnering the trust of foreign customers.

## Company Overview

Shyam Metals and Energy Limited is the sixth-largest metal-producing Company based in India, providing end-to-end solutions with integrated capabilities. As of March 2025, the Company stands as one of the largest ferro alloy producers in terms of installed capacity. It also stands as the fourth largest sponge iron manufacturer in India and a leading market player in pellet making. The product portfolio comprises both intermediate and finished steel products, catering to the various stages of the steel value chain.

Strategically positioned with a robust manufacturing footprint encompassing five units in West Bengal, one in Odisha, one in Jharkhand and one in Madhya Pradesh. As of March 31, 2025 these units collectively possess an impressive installed metal capacity of 15.13 million tonnes per annum, covering both intermediate and finished steel products.

Most of the plants benefits from captive power generation, with a total installed capacity of 467 MW as of March 31, 2025. This in-house energy infrastructure enhances operational reliability and allows better control over costs.

The Company's geographical reach enables it to serve a wide range of markets efficiently. While the Sambalpur facility serves primarily southern and western India, the Jamuria and Mangalpur facilities serve northern and eastern India.

The Company also ranks among India's largest exporters of aluminium foil. Its strong emphasis on quality control, coupled with an integrated approach to manufacturing, has firmly established Shyam Metals as a powerhouse in the Indian steel industry. Moving ahead, the Company is anticipated to make significant strides in both domestic and international markets.



<sup>18</sup><https://pib.gov.in/PressReleasePage.aspx?PRID=2116612>



**Business Segmental Capacities**

(MTPA / MW)

Business Segment	FY2024-25	FY2023-24
Iron Pellet	6.00	6.00
Sponge Iron	3.05	2.90
Billets	2.01	2.01
TMT, Structural Steel, Wire Rods and Pipes	2.07	2.08
Specialty Alloys	0.22	0.22
Captive Power	467 MW	357 MW
Renewable Power	9 MW	9 MW
Stainless Steel Billet	0.12	0.12
Stainless Steel Finished Steel	0.15	0.15
Aluminium Foil	0.04	0.04
Pig Iron	0.77	NA
Coke Oven	0.45	NA
Colour Coated Sheet	0.25	NA

**Human Resource**

The Company reinforced its belief that people are its most valuable asset by encouraging a vibrant, inclusive and performance-driven culture.

Monthly Engagement Activities - Interactive sessions and team-building events were held regularly across locations. These initiatives kept employees inspired, connected and engaged throughout the year.

Open Communication- Townhalls, leadership interactions were promoted. This encouraged every voice to be heard and strengthened transparency.

Ethical Workplace- Whistleblower Policies and Code of Conduct trainings were actively reinforced. These measures-built trust, accountability and an ethical work environment.

**Talent Development and Capability Building**

The Company invested extensively in skill enhancement to shape a resilient and agile workforce ready for tomorrow.

Structured Training Programs- Targeted learning modules were designed for executives and staff. These covered technical, functional and behavioural skills to build holistic capabilities.

Training Mandays- Defined training schedules ensured employees engaged in continuous learning. Sessions were aligned with individual career goals and growth aspirations.

Skill Development Focus- A dedicated agenda focused on upskilling teams across diverse functions. This empowered employees to navigate dynamic industry trends effectively.

**Digitalisation and Process Transformation**

To stay ahead of the curve, the Company embraced technology and automation across HR processes.

HRMS Implementation- A strong digital platform streamlined payroll, attendance and performance management processes. This enhanced accuracy, compliance and employee experience across the organisation.

Process Simplification- Automation significantly reduced manual workloads and repetitive tasks. Teams were empowered to focus their efforts on more strategic, high-impact work.

**Employee Well-Being and Engagement**

Recognising that well-being fuels performance, the Company took significant strides to build a caring culture.

Health and Safety Measures- Enhanced protocols and strict hygiene standards were implemented to create a secure and healthy workplace. Regular audits and training sessions ensured all employees adhered to safety guidelines consistently.

Work-Life Balance- Flexible policies and hybrid work arrangements enabled employees to balance personal and professional responsibilities. Supportive initiatives promoted well-being and helped reduce stress across teams.

Recognition and Rewards- Achievements were celebrated through structured awards, appreciation programs and spotlight features. These efforts inspired employees to excel and strengthened a culture of motivation and belonging.

**Culture of Collaboration and Inclusion**

Promoting inclusivity and togetherness continued to be a central focus of the HR strategy.

Inclusive Policies -The Company prioritised fairness, equal opportunities and respect for every individual's contribution. Policies were designed to create an inclusive, supportive work environment for all employees.

Community Building-Festivals and milestones were celebrated together, fostering unity and shared purpose. These initiatives strengthened bonds and reinforced a sense of belonging across the organisation.

**4,593**

Full Term Employment (FTE)

**3,157**

In-Direct Employment





## Corporate Social Responsibility

Shyam Metals believes its success should not just be about financial progress but should also include the positive impact made on society. The Company's CSR initiatives are designed to support socio-economic development and uplift communities, with a particular focus on empowering individuals from marginalised communities.

While some initiatives focus on water conservation through the construction of check dams and ponds, other strategies are designed to introduce large-scale landscaping and tree planting. Further, the organisation promotes the adoption of renewable energy by utilising solar lights and solar-powered irrigation pumps. The Company also promotes organic cultivation methods to champion environmental stewardship and improve health as well as the well-being of society.

To develop local skills and improve livelihoods, Shyam Metals operates a sewing centre under its 'Kalp Vriksha' scheme. These activities empower residents to gain valuable technical and entrepreneurial skills, providing alternative income opportunities.

Additionally, the Company also undertakes strategic initiatives to revive village temples, improve sanitation facilities and revive traditional handicrafts.

The Company also offers educational assistance in rural communities through a free coaching centre and a computer training centre located in Dhasna village. Further, the Shyam Scholarship helps deserving students from marginalised communities receive long-term access to quality education. In addition to this, it also sponsors a company football team, offering footwear and sports kits, and constructing playgrounds in the community. These initiatives aim to encourage young people to embrace healthy lifestyles and progress towards a brighter tomorrow.

In the realm of rural health, the Company conducts annual eye and medical camps, offering free consultation, medications and spectacles. Villagers also benefit from free ambulance and access to safe drinking water facilities. Further, a newly established health centre, complete with a homoeopathy clinic, aims to further enhance local healthcare provisions.

## Financial Overview

Total Income decreased by 2.17% from ₹6,764.85 Crore to ₹ 6,617.89 Crore. Operating EBITDA increased by 22.12% from ₹636.25 Crore to ₹ 777.02 Crore. Net Profit increased by 39.33% from ₹ 351.40 Crore to ₹ 489.62 Crore.

### Financial Snapshot of Standalone business (₹ in Crores)

Particulars	FY2024-25	FY2023-24
Total Income	6,617.89	6,764.85
Operating EBITDA	777.02	636.25
Interest and Financial Charges	49.88	57.93
Profit Before Tax	660.46	456.04
Tax Expenses	170.84	104.64
Net Profit	489.62	351.40

### Key Financial Ratios

Financial Ratio	FY2024-25	FY2023-24	Change (%)	Reason for Variation for the change by more than 25% to the previous FY
Debtor's Turnover (times)	7.00	11.67	-40%	Note: a
Inventory Turnover (times)	7.77	6.92	12%	NA
Return on Equity (%)	8.48	7.46	14%	NA
Interest Coverage Ratio (times)	14.71	11.56	27%	Note: b
Current Ratio (times)	1.80	2.16	-17%	NA
Debt-Equity Ratio (times)	0.03	0.02	83%	Note: c
Operating Profit Margin (%)	8.77	6.29	39%	Note: d
Net Profit Margin (%)	7.59	5.29	43%	Note: e

Notes:

- Decrease is primarily due to increase in receivable balance as at the year end and on account of increased operation.
- Variation is primarily due to increase in overall borrowings during the year.
- Variation is primarily due to increase in overall borrowings during the year.
- Variation is primarily due to improve operational cost.
- Variation is primarily due to movement in gross margins and increase in operations during the year.



## Business Outlook



Shyam Metalics is steadily fortifying its position in the market. The Company aims to achieve a leading market position in all four metal segments- steel, stainless steel, ferro alloys and aluminium foil. It intends to enhance its geographical footprint while simultaneously improving brand recall and enhancing profit margins.

Additionally, the Company plans to diversify its product portfolio by launching value-added products through its existing distribution channels, with the goal of these high-margin products contributing 80% of revenue. Further, the Company embraces cutting-edge supply chain technologies to improve cost-effectiveness and enhance ancillary operations and backward integration.

The Company is expanding its capacity through investment in a greenfield project for a cold rolling mill, spanning 55 acres of land at Jamuria, West Bengal. The mill will produce GI/GL coils and PPGL

(Pre-Painted Galvalume Coils). It is expected that Phase 2 expansion will add another 1,50,000 tonnes to the existing 2,50,000 tonnes capacity of this plant.

Shyam Metalics has also announced a greenfield expansion of Aluminium Flat Rolled Products (0.06 MMTPA) along with expansion of Aluminium Foil (0.018 MMTPA) with an investment of ₹ 700 crores. It has also strategically forayed into the stainless steel sector through the acquisition of Mittal Corp. and is focused on increasing its capacity. The Company is also pursuing capacity expansion through an inorganic route via its joint venture, Ramsarup Industries is manufacturing sponge iron, wires, TMT Bars and steel. Further capital investment is planned for the third phase of Ramsarup's expansion.

The Company is committed to driving both forward and backward integration to strengthen its core competencies while simultaneously building a diversified portfolio. As Shyam Metalics marches ahead, it remains focused on minimising its carbon emissions and enhancing sustainability practices throughout its organisation.

## Risk Management

Risk	Impact	Mitigation Strategy
<b>Financial Risks</b>	Significant capital expenditure for expansion and fluctuating raw material costs lead to market instability and reduced profit margins.	Shyam Metalics has secured capital in terms of Qualified Institutional Placement (QIP) and maintains healthy cash reserves. To mitigate financial risks, the Company has entered into strategic alliances and established long-term supply deals.
<b>Competition Risks</b>	Entry into stainless steel and aluminium foil introduces stronger domestic and global competition.	The Company continues to expand distribution networks and diversify its product range to gain a strong competitive advantage. Additionally, it prioritises high-margin B2C products to sustain profitability and ensure market stability.
<b>Operational Efficiency Risks</b>	Inability to scale up production capacity can lead to inefficiencies and project delays. Further, it can tarnish the brand image and erode stakeholders' trust in the Company's capabilities.	The Company invests in state-of-the-art manufacturing equipment and implements efficient supply chain and inventory management systems to ensure seamless operations.
<b>Environmental and Regulatory Compliance Risks</b>	Stringent environmental regulations could increase operating expenses and necessitate changes to the Company's production processes.	Shyam Metalics embraces sustainable practices to ensure compliance with regulations and minimise long-term environmental costs.
<b>Supply Chain and Sourcing Risks</b>	Fluctuating raw material prices and potential supply chain disruptions can negatively impact cost control and delivery timelines.	The Company enhances backward integration through local sourcing and captive power generation capabilities. It employs strategic stockpiling and long-term agreements to ensure assured supply.
<b>Technological Risks</b>	Continuous investment in new technologies is required to avoid obsolescence and maintain a competitive edge.	The Company is committed to strengthening its R&D efforts, focusing on innovations such as battery-grade aluminium foil and advanced stainless steel. It also partners with experts to drive technological advancement within its operations.



### Internal control systems and their adequacy

The Board of Directors has set in place an extensive system of internal controls that links Company policies and plans with efficient and orderly business processes. The system comprises specific processes for the identification and tracking of external and internal risks.

It is based on five main components:

- Risk assessment
- Control environment
- Control activities
- Information and communication
- Monitoring at all organisational levels

Internal audit operates autonomously to review the completeness and accuracy of records, processes and performance relative to predetermined objectives. It acts as a value-added function for the Board in its concentration on:

- Effectiveness and efficiency of operations
- Safeguarding company assets
- Internal and external reporting reliability
- Compliance with legislation, regulation and internal policy

Internal audit drives change through delivery of fact-based information and practical recommendations. These activities are monitored at the Board-level Audit Committee to ensure transparency and accountability. Throughout the year, focus was given to independent decision-making, recording process weaknesses, and taking corrective action. Regular reviews are carried out by an external Chartered Accountant firm under defined policies and procedures. Important audit findings are reported to management and the Audit Committee directly.

### Cautionary Statement

This statement made in this section describes the Company's objectives, projections, expectation and estimations which may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised by the Company. Actual result could differ materially from those expressed in the statement or implied due to the influence of external factors which are beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments.





## SHYAM METALICS AND ENERGY LIMITED

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### NOTICE OF THE 23RD ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd (Twenty Third) Annual General Meeting (AGM) of the Members of Shyam Metalics and Energy Limited ("the Company") will be held on **Tuesday, 26th August, 2025 at 3:00 P.M.** through Video Conferencing / Other Audio-Visual Means ("VC/OAVM"), to transact the following businesses:

#### ORDINARY BUSINESS:

##### Item No. 1 - Adoption of Audited (Standalone and Consolidated) Financial Statements

To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2025 together with the Director's Report and the Auditor's Report thereon.

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

To confirm Interim Dividend @ 22.5% i.e. ₹ 2.25/- per equity share of ₹ 10 each on 28th January, 2025 and declaration of final dividend @ 22.5% i.e. ₹ 2.25/- per equity share of ₹ 10/- each for the Financial Year ended 31st March, 2025.

##### Item No. 3 – Appointment of Mr. Sanjay Kumar Agarwal as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Sanjay Kumar Agarwal (DIN: 00232938) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

##### Item No. 4 – Appointment of Mr. Deepak Agarwal as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Deepak Agarwal (DIN: 00560010) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### Item No. 5 – Ratification of remuneration payable to Cost Auditor for the Financial Year 2025-26

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 55,000/- (Fifty-Five Thousand Only) plus applicable taxes and reimbursement of actual out of pocket expenses to be paid to M/s. BSS & Associates, Cost Accountants (FRN: 001066), Cost Auditors of the Company, for the financial year 2025-

26, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified."

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

##### Item No. 6 – Appointment of M/s. MKB & Associates, Company Secretaries in Practice, as Secretarial Auditor of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder and other applicable provisions of the companies Act, 2013, Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. MKB & Associates, Practicing Company Secretary (Firm Registration Number: P2010WB042700) be and are hereby appointed as Secretarial Auditor of the Company to hold office for a term of five consecutive financial years commencing i.e. from FY 2025-26 to FY 2029-30 on such remuneration as mentioned in the explanatory statement and as may be mutually agreed between the Board of Directors and the Secretarial Auditors."

**"RESOLVED FURTHER THAT** the Board of the Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things as may be considered necessary to give effect to this resolution."

##### Item No. 7 – Approval for enhancement of the borrowing limit of the Company up to ₹ 9,000 crores under Section 180 (1) (c) of the Companies Act, 2013

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or re-enactment thereof) and in supersession of resolution passed by the members at the Extra ordinary General Meeting held on 11th June, 2018 in this regard, consent of the members of the Company be and is hereby accorded to the Board of Director of the Company (the 'Board' which term includes a duly constituted committee of the Board of Directors) for borrowing from time to time, any sum or sums



of monies in any form, from one or more persons, bodies corporate(s), banks, financial institution(s), or from other entity by way of advances, loans, working capital facilities, any other credit facilities, issuance of non-convertible debentures/bonds or any other security(ies) or otherwise and whether secured or unsecured, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company, free reserves and Securities Premium, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not, at any time, exceed the limit of ₹9,000 crores (Rupees Nine Thousand crores)."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution and/or to execute all such documents, instruments and writings as may be required."

**Item No. 8 – Approval for creation of Mortgage and/or charge creation on movable and immovable assets and properties of the Company under Section 180 (1) (a) of the Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act 2013 and the rules made there under (including any amendment thereto or re-enactment thereof) and in supersession of resolution passed by the members at the Extra Ordinary General Meeting held on 11th June, 2018 in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the 'Board' which term includes a duly constituted committee of the Board of Directors) to create charges, hypothecation, pledge, mortgages/equitable mortgages, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on the movable and/ or immovable assets and properties, and/ or whole or any part of the undertaking(s) of the Company, wherever situated, present and future, in favour of any person including, but not limited to, financial/investment institution(s), bank(s), corporate body(ies), etc. to secure the loans, borrowings, non-convertible debentures/bonds and/ or working capital facilities and other credit facilities availed/ to be availed by the Company as the Board deem fit, subject to the limits approved under Section 180(1)(c) of the Act from time to time."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and deal with all such matter and take all such steps as may be necessary to give effect to the above resolution including sign and execute any deeds/documents/ undertakings/agreements/papers/writings as the case may be."

**Item No. 9 Authorization under section 186 of the Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013

and in supersession of resolution passed by the members at the Annual General Meeting held on 21st September, 2023 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the 'Board' which term includes a duly constituted committee of the Board of Directors) for giving any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, from time to time in one or more tranches, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that the aggregate of such sum or sums of moneys shall not at any time exceed the aggregate limit of ₹ 9,000 Crores (Rupees Nine Thousand Crores Only)."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company be and is hereby authorized to take from time to time all the decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made or given or provided by the Company (as the case may be)."

**Item No. 10 To consider and obtain fresh approval for raising of funds**

To consider and, if thought fit, to pass with or without modifications of the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**") and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, all other applicable laws, rules and regulations, including the provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), consolidated FDI Policy dated October 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and the Foreign Exchange Management Act, 1999, ("**FEMA**") including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules and regulations issued thereunder, and the circulars or

notifications issued thereunder, the extant consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹10 of the Company are listed ("**Stock Exchanges**", and such equity shares, the "**Equity Shares**"; and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("**Gol**"), Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, and such other statutory / regulatory authorities), and subject to all approvals, permissions, consents, and / or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, Gol, or any other concerned statutory / regulatory authority, or any third party, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and / or sanctions by any of the aforesaid authorities, which will be considered by the board of directors of the Company ("**Board**", which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to offer, issue, and allot (including with provisions for reservations on firm and / or competitive basis, or such part of the issue and for such categories of persons as may be permitted) any instrument or security, including Equity Shares, preference shares (convertible or non-convertible), fully / partly convertible debentures, foreign currency convertible bonds, warrants (collectively, the "**Securities**"), or any combination of Securities, to all or any such investors, jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non—resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / any other qualified institutional buyers as defined under the SEBI ICDR Regulations ("**QIBs**") / any other category of persons or entities who are authorized to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, for cash, in one or more tranches, with or without a green shoe option, to raise funds for an aggregate consideration amounting upto ₹ 4,500 crore (Rupees Four Thousand Five Hundred Crores only), through a public issue, preferential allotment, or a private placement (including one or more qualified institutions placements ("**QIP**") in accordance with the applicable provisions of the Companies Act and the SEBI ICDR Regulations), or through any other permissible mode and / or combination thereof as may be considered appropriate, to be subscribed to in Indian and / or any foreign currency by all eligible investors, through the issuance of an offer document / letter / circular / placement document, as permitted under applicable laws and regulations, at such price (including at a discount or premium to market price or prices permitted under applicable law), in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine to whom the offer, issue and

allotment of Securities shall be made to the exclusion of others (including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company); making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investors and / or in respect of different Securities; number of securities to be issued; face value; number of Equity Shares to be issued and allotted on conversion / redemption / extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date; and / or book closure dates subject to the applicable laws considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the lead managers/ merchant bankers and / or other advisors appointed."

**"RESOLVED FURTHER THAT** pursuant to the above-mentioned resolutions:

- a) the Securities proposed to be issued, offered and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, the Companies Act and other applicable laws;
- b) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organization or restructuring; and
- c) in case of QIP, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs."

**"RESOLVED FURTHER THAT** if the Company proposes to issue and allot any Securities by way of QIP to QIBs pursuant to and in terms of Chapter VI of the SEBI ICDR Regulations and SEBI Listing Regulations:

1. The issue and allotment of Securities by way of QIP to QIBs shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the Companies Act and/ or the SEBI ICDR Regulations, from time to time;
2. The "relevant date" for determination of the floor price of the Equity Shares to be issued shall be:
  - a) in case of allotment of Equity Shares in a QIP, the date of meeting in which the Board decides to open the proposed issue, and/ or
  - b) in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board.
3. The QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided



under the SEBI ICDR Regulations ("**QIP Floor Price**"), and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable and the Board, in consultation with the lead managers may offer a discount of up to 5% (five per cent) or such other discount as may be permitted under applicable law including Regulation 176 of the SEBI ICDR Regulations for any of Securities.

4. The issue and allotment of fully paid-up Securities, except as may be permitted under the SEBI ICDR Regulations, and other applicable laws, shall only be to QIBs within the meaning of Chapter VI of the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations.
5. The allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law as well as the minimum number of allottees specified in SEBI Regulations shall be complied with. It is clarified that QIBs belonging to the same group (as specified under Regulation 180(2) of the SEBI ICDR Regulations) or who are under the same control shall be deemed to be a single allottee;
6. No partly paid-up Equity Shares or other Securities shall be issued/ allotted.
7. The Equity Shares proposed to be issued/allotted by the Company through the QIP shall rank pari passu with the existing Equity Shares of the Company, in all respects, including with respect to entitlement to dividend and voting rights, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws.
8. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.
9. The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time. Furthermore, the tenure of convertible or exchangeable Securities issued shall not exceed sixty months from the date of allotment"

**"RESOLVED FURTHER THAT** in case of issue of Equity Shares, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a) makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
- b) makes a rights issue of Equity Shares;
- c) consolidates its outstanding Equity Shares into a smaller number of shares;
- d) divides its outstanding Equity Shares including by way of stock split;

- e) re-classifies any of its Equity Shares into other securities of the issuer; and
- f) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments."

**"RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing Securities of the Company, if any, and the Equity Shares, issue and allotted pursuant to and in terms of this resolution shall rank pari passu in all respects with the then existing Equity Shares of the Company."

**"RESOLVED FURTHER THAT** the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the lead managers and/or underwriters and/ or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of SEBI ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not such investor(s) are existing members of the Company, at a price not less than the price as determined in accordance with relevant provisions of the SEBI ICDR Regulations."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized, in consultation with the lead managers/ merchant bankers, advisors and/ or other intermediaries as may be appointed in relation to the issue of Securities, to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, offering circular, disclosure documents, subscription or purchase agreement, escrow agreement, trust deed, agency agreement, placement document, placement agreement, escrow agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time, and to engage, appoint all intermediaries including without limitation consultants, lead managers, co-lead managers, managers, merchant bankers, advisors, counsels, bankers, escrow agent, depository, custodian, registrar, trustee, etc., and to enter into and execute all such agreements/ arrangements/ memorandum of understanding with them, as may be considered necessary or appropriate to finalize, approve and issue any document(s), including but not limited to prospectus and/ or letter of offer and/ or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit."

**"RESOLVED FURTHER THAT** such of those Equity Shares as are not subscribed to may be disposed of by the Board, in its absolute

discretion, in such manner, as the Board may deem fit and as permissible under relevant laws/ guidelines."

**"RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds and if the issue size exceeds ₹100 crore, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with ICDR Regulations, authorizing any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution. Furthermore, all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with

any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the following:

- i. to determine the terms and conditions of the QIP, including among other things, the amount of issuance of QIP, date of opening and closing of the QIP (including the extension of such subscription period, as may be necessary or expedient), the investors to whom the Securities are to be issued, the relevant date for convertible securities, if any and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient;
- ii. to determine the number and amount of Securities that may be offered in domestic and / or international markets and proportion thereof, tranches, issue price, listing, premium / discount, as permitted under applicable law (now or hereafter);
- iii. to open such bank accounts, including escrow accounts, as are required for purposes of the QIP, in accordance with applicable law;
- iv. to approve estimated expenditure in relation to the QIP;
- v. to undertake all such actions and compliances as may be necessary in accordance with the SEBI ICDR Regulations, the SEBI LODR Regulations or any other applicable laws"

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint /engage book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, and all such agencies as are or may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities issued on the Stock Exchanges where the Equity Shares of the Company are listed."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers, herein conferred, to any of its Committees of the Board, which may be/have been constituted to exercise its powers including the powers conferred by this Resolution."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the Stock Exchanges and/ or internationally recognised stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members."

**ITEM NO. 11: To approve raising of funds by way of issuance of Non-Convertible Debentures (NCDS) / Bonds / other instruments aggregating to ₹ 3,000 crore (Rupees Three Thousand Crore) and to delegate the powers to any Committee empowered by the Board**

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



**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and subject to all applicable laws and Regulations, including but not limited to the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Master / Operational Circulars issued by the Securities and Exchange Board of India [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof, for the time being in force] and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and such other laws, rules, regulations, guidelines, notifications, circulars as applicable, and subject to such approvals, consents, permissions and/ or sanctions of the Central Government, Reserve Bank of India and BSE Limited, National Stock Exchange of India Limited (“Stock Exchanges”) and any other appropriate authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution] to borrow or raise funds by issuance of Unsecured/ Secured, rated/unrated Non- Convertible Debentures (NCDs) / Bonds / Other Instruments, whether Listed and/or Unlisted (“Instruments”), on private placement basis, in one or more tranches, such that the total amount does not exceed ₹ 3,000 Crore (Rupees Three Thousand Crores Only), during a period of 1 (One) year from the date of passing of this Special Resolution by the Members, with such ranking and seniority and on such terms and conditions as may be decided by the Board to such person(s), including one or more company (ies), body corporate(s), statutory corporation(s), commercial bank(s), systematically important non-banking financial company(ies), lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension/ provident fund(s), individual(s) and such other person(s) eligible to invest in such Instruments [hereinafter collectively referred to as “Investors”], provided that such investors shall cumulatively not exceed 200 (Two Hundred) in number in any financial year, for such amount(s) as the Board may in its absolute discretion at any time hereafter determine, and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.”

**“RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board or any duly constituted Committee of the Board or such other authority as approved by the Board, to determine, in its absolute discretion, the terms, conditions and quantum of each issue of the Instruments, including the consideration and utilization

of proceeds, class of investors to whom such Instruments are to be allotted, number of Instruments to be issued in each tranche, issue price, redemption period, rate of interest, premium/ discount to the then prevailing market price, discount to issue price to a class of Debenture holders, listing, issuing any declaration/ undertaking etc., appointment / engagement of Lead Managers, Underwriters, Advisors, Debenture Trustees, Registrar, Depositories, Professionals, Bankers, Consultants, Advocates and other agencies entering into arrangements with the Company for managing the issue, and to finalise/pay their fees / charges / remuneration / expenses relating thereto.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be required, desirable and permissible in connection with the aforesaid resolution including determination of the term thereof, executing and finalizing the forms, disclosure and placement documents, General Information Document(s), Key Information Document(s), offer letter, timing of the issue, execution of any documents for and on behalf of the Company and to represent the Company before any governmental or regulatory authority(ies), also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory / government authority(ies) / depository(ies), Stock Exchanges and/or any other regulatory authority(ies) to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to settle any question, difficulty or doubt that may arise in regard to the offer / issue, allotment, utilisation of the proceeds and redemption of the Instruments, without being required to seek any further consent or approval of the Members or otherwise, to the end and intent that its Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein to Committee / any Director(s) / Officer(s) / Authorised Signatory(ies)/CFO/CS of the Company to do all such acts, deeds, matters and things as may be required, desirable and permissible to give effect to this Resolution.”

**“RESOLVED FURTHER THAT** all action(s) taken by the Board, any Director(s) / Executive Committee / Officer(s) / Authorised Signatory(ies) of the Company in connection with any matter(s) referred to or contemplated in any of the foregoing Resolution be and are hereby approved, ratified and confirmed in all respects.”

**“RESOLVED FURTHER THAT** a true copy of the foregoing resolution certified to be true by any of the Directors or the Company Secretary & Compliance Officer be furnished to the concerned authority(ies)/ person(s)/Bank(s) and they be requested to act accordingly.”

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

Sd/-  
**Birendra Kumar Jain**  
Company Secretary & Compliance Officer  
ICSI Membership No: FCS No. 13320

Place: Kolkata  
Date: 22nd July, 2025

## NOTES:

1. In compliance with General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular issued by SEBI vide Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof) for the time being in force and as amended from time to time and the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 23rd Annual General Meeting ("AGM") of the Company is being held through **Video Conferencing (VC) or through Other Audio-Visual Means (OAVM)** without the physical presence of Members at a common venue. The deemed venue for the 23rd AGM will be the Registered Office of the Company situated at P-19, (Plate No.: D-403), Taratala Road, CPT Colony, Kolkata- 700088.
  2. The Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ("Act"), setting out the material facts concerning the business with respect to Item No(s). 5 and 11 forms part of this Notice. Further, relevant information pursuant to Regulation(s) 36 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and disclosure requirements in terms of Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure to this Notice.
  3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR THE APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP FOR THE AGM ARE NOT ANNEXED TO THIS NOTICE.**
  4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  5. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by e-mail at [raj@manojbanthia.com](mailto:raj@manojbanthia.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
- Alternatively, the Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
6. In case of joint holders attending the AGM through VC/OAVM, only such joint holders who are higher in the order of the names as per the Register of Members of the Company, as on the **cut-off date** i.e., Tuesday, **19th August, 2025** will be entitled to vote at the Meeting.
  7. In line with the circular issued by MCA & SEBI Circulars and the latest SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024, the Notice of the AGM along with the Annual Report 2024-25 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depository Participants ('DP'). The Company shall send a physical copy of the Annual Report 2024-25 to those Members who request the same at [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com) or to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) mentioning their Folio No./DP ID and Client ID In accordance with Regulation 36(1)(b) of the SEBI LODR Regulations, a letter is being sent to the shareholders whose email addresses are not registered with the Company/DP, providing a web-link for accessing the Annual Report 2024-25. The Notice convening the 23rd AGM has been uploaded on the website of the Company at [www.shyammetallics.com](http://www.shyammetallics.com) and may also be accessed from the relevant section of the websites of the stock exchanges i.e., BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  8. During the AGM, the Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Additionally, Members desiring inspection of statutory registers and other relevant documents referred to in the Notice may send their request in writing to the Company at [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com), up to the **date of AGM, i.e. Tuesday, 26th August, 2025** by mentioning their DP ID & Client ID/Folio Number and Mobile No.).
  9. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividends on time in line with the Circulars. We urge members to utilize the ECS to receive dividends. Please refer to the process to be followed for updating bank account details.
  10. Members may note that the Board, at its meeting held on May 09, 2025, has recommended a final dividend of ₹2.25/- per equity share for the financial year ended March 31, 2025. The record date for the purpose of final dividend is **Tuesday, 19th August 2025**. The final dividend, once approved by the members in the ensuing AGM, will be paid within the stipulated timeline prescribed by the Companies Act, 2013. To avoid delay in receiving dividends, members are requested to update their KYC with their depositories (where shares are held in



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

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

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

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

- i) As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under Section 206AB of the Finance Act, 2021.
- ii) As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2025-26 does not exceed ₹ 10,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

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

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962.

- Copy of the Tax Residency Certificate for financial year 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders.
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf ([incometaxindia.gov.in](https://www.incometaxindia.gov.in))]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders.

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

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

The aforementioned documents are required to be sent to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or to the Company at [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com) on or before 19th August, 2025. No communication would be accepted from members after 19th August, 2025, regarding tax-withholding matters. Shareholders may write to [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com) for any clarifications on this subject. TDS certificates in respect of tax deducted, if any, can be subsequently downloaded from the shareholder's portal. Shareholders can also check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in/iec/foportal> or "View Your Tax Credit" on <https://www.tdscpc.gov.in>.

12. Members are requested to address all correspondence, including dividend-related matters, to RTA, KFin Technologies Limited, Unit: Shyam Metalics and Energy Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032, Toll Free No. 1800 309 4001, Email id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
13. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary & Compliance Officer, at the Company's registered office or at [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com). Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

14. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Mr. Raj Kumar Banthia (Membership No. ACS 17190), Partner of M/s. MKB & Associates, Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
15. **Remote e-voting will commence at 9:00 a.m. (IST) on Friday, 22nd August, 2025, and will end at 5:00 p.m. (IST) on Monday, 25th August, 2025.**
16. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 (two) working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be communicated to Stock Exchanges, NSDL and RTA, and will also be displayed on the Company's website, [www.shyammetalics.com](http://www.shyammetalics.com).
17. The facility for e-voting will also be made available during the AGM to the Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting earlier and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
18. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. On **Tuesday, 19th August, 2025** may obtain the login ID and password by sending a request to [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.
19. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), to receive copies of the Annual Report 2024-25 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to KFin Technologies Limited, Unit: Shyam Metalics and Energy Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode
	Form ISR-1
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014
	Form SH – 13
	Declaration to opt out
Demat	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee
	Form ISR – 3
	Form SH – 14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode
Demat	Form ISR – 4
	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.

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

20. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, KFin Technologies Limited, at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The forms for updating the same are available at [www.shyammetalics.com](http://www.shyammetalics.com).
21. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, **18th August**,



2025 through e-mail on [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com). The same will be replied by the Company suitably.

22. Members who would like to express their views or ask questions with respect to the agenda item(s) of the meeting may register themselves as the speaker by sending an email to the company at [Compliance@shyamgroup.com](mailto:Compliance@shyamgroup.com) from their registered email address, mentioning their names, DP id and client id/folio no. and mobile no., Only those members who have registered themselves as speakers from **11th August, 2025 to 18th August, 2025** will be able to express their views/ask questions/seek clarification at the meeting. The Company reserves the right to restrict the no. of questions and/or the no. of speakers, depending upon availability of time for smooth conduct of the AGM.

23. The Shareholders can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.

24. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

25. Book Closure & Dividend

The Register of Members and the Share Transfer books of the Company will remain closed from **Wednesday, 20th August, 2025 to Tuesday, 26th August, 2025** (both days inclusive) to determine the shareholders entitled to receive the Dividend as recommended by the Board of Directors for the financial year ended March 31, 2025.

a) To all beneficial owners in respect of shares held in dematerialized form as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Tuesday, 19th August, 2025

b) To all members in respect of shares held in physical form on or before the close of business hours on Tuesday, 19th August, 2025

26. In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed **Tuesday, 19th August 2025** as the "**Cut-off date**" to determine the eligibility to vote by remote e-voting or e-voting at the AGM. Only those people whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. A person who is

not a member as on cut-off date should treat this Notice for information purpose only.

27. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in name, address, email id, mobile no., PAN, Bank Mandates, demise of any member as soon as possible, etc. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

28. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name, etc.

29. The Securities and Exchange Board of India (SEBI) vide circular dated 20 April, 2018 has also mandated to obtain account details along with cancelled cheque to update the securities holder's data. The original cancelled cheque shall bear the name of the securities holder failing which securities holder shall submit copy of bank passbook/statement attested by the bank. The respective DP's (Demat Holding) or the RTA (in case of Physical Holding) shall then update the bank details in its records after due verification. The unpaid dividend shall be paid via electronic bank transfer. In cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. that are required for making electronic payment, are not available or the electronic payment instructions have failed or have been rejected by the bank, the issuer companies or their RTA may ask the banker to make payment through physical instrument such as banker's cheque or demand draft to such securities holder incorporating his bank account details. The Company before processing the request for payment of Unclaimed / Unpaid Dividend, has been in practice of obtaining necessary particulars of Bank Account of the Payee.

30. SEBI vide circular nos. SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/145 dated August 11, 2023 has established guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.shyammetalics.com/investors/sebi-online-dispute-resolution-platform/>.

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

The remote e-voting period begins on Friday, 22nd August, 2025 at 09:00 A.M. and ends on Monday, 25th August, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 19th August, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 19th August, 2025.

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

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

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

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

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> </ol>





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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

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

- Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

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

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

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

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

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

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

#### General Guidelines for shareholders

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

#### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card),



AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before **Monday, 18th August, 2025** through e-mail on [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com). The same will be replied by the Company suitably.
6. Members who would like to express their views or ask questions with respect to the agenda item(s) of the meeting may register themselves as the speaker by sending an email to the company at [compliance@shyamgroup.com](mailto:compliance@shyamgroup.com) from their registered email address, mentioning their names, DP id and client id/folio no. and mobile no., Only those members who have registered themselves as speakers from **11th August, 2025 to 18th August, 2025** will be able to express their views/ask questions/seek clarification at the meeting. The Company reserves the right to restrict the no. of questions and/or the no. of speakers, depending upon availability of time for smooth conduct of the AGM.

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

### Item No. 5

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

M/s. BSS and Associates (Firm Registration Number 001066) [previously known as M/s. Abhimanyu Nayak & Associates, Cost Accountants (Firm Registration Number – 101052)] has been the Cost Auditors of the Company for more than six years. Considering the past performance of the cost auditors during previous years in examining and verifying the cost accounting records maintained by the Company in line with the requirements of the relevant provisions of the Act and the Rules made thereunder, the Board of Directors in its meeting held on 9th May 2025 has appointed M/s. BSS and Associates, Cost Accountants as the Cost Auditors of the Company for FY 2025-26 as recommended by Audit Committee of Board of Directors with a remuneration of ₹ 55,000 plus applicable taxes and reimbursement of out-of-pocket expenses.

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

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

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

The Board recommends the **Ordinary Resolution** set forth in the item no. 5 for approval of the members of the Company.

### Item No. 6

The Securities and Exchange Board of India (SEBI) vide its Notification dated 12th December, 2024, has made several changes in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As per requirements of amended provisions of Regulation 24A of the SEBI Listing Regulations read with the provisions of Section 204 of the Companies Act, 2013 ('the Act') and related Rules, the Board of Directors of the Company, based on the recommendation of the Audit Committee and Boards of Directors has appointed M/s. MKB & Associates, (Firm Registration Number: P2010WB042700) Company Secretaries, as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the shareholders of the Company at the ensuing Annual General Meeting on such (plus applicable taxes) and reimbursement of out-of-pocket expenses as mutually agreed between the Board of Directors and the Secretarial Auditor.

M/s. MKB & Associates is a peer reviewed reputed firm of Company Secretaries based in Kolkata having five partners. The firm is Peer Reviewed by the Institute of Company Secretaries of India. The firm is known for its expertise in corporate legal advisory services and has been consistently recognized for its professional excellence. Notably, it was ranked as the Top Secretarial Audit Firm in Eastern India by CimplifyFive's Third Secretarial Auditor Report, 2017. The firm is led by Mr. Manoj Kumar Banthia, Managing Partner, who has over 27 years of practical experience and is a renowned speaker on Company Law, SEBI and IBC law. The Firm offers end-to-end advisory, compliance and certification services under Company Law, SEBI Regulations, IBC laws etc.

M/s. MKB & Associates have given its consent for the appointment as Secretarial Auditor of the company. Their appointment would be in accordance with Regulation 24A of the Listing Regulations read with SEBI Circular No. SEBI/HO.CFD/CFD-PoD-2/CIR/P/2014/185 dated December 31, 2024 and other applicable circulars issued in this regard.

The proposed fee to be paid to M/s. MKB & Associates for secretarial audit services for the financial year ending March 31, 2026, is ₹ 75,000 (Rupees Seventy-Five Thousand only) plus applicable taxes and out-of-pocket expenses 2026. The Board of Directors, on recommendation of Audit Committee shall approve revisions to the remunerations for the remaining period of the tenure of the first term.

The Company may also obtain certifications from it under various statutory regulations and certifications as required by banks, statutory authorities, audit-related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutual agreed terms, as approved by Board of Directors in consultation with Audit Committee.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested in the resolution set out at item no. 6 of the Notice.

The Board recommends the **Ordinary Resolution** as set out at item no. 6 for approval of members of the Company.

### Item No. 7 & 8:

The members of the Company, by way of a Special Resolution passed at the Extra-Ordinary General Meeting held on 11th June, 2018, had authorised the Board of Directors of the Company to borrow monies up to an aggregate amount not exceeding ₹ 4,500 Crores, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013. The members had also authorised the Board to create mortgages, charges, hypothecation or other encumbrances on the Company's movable and immovable properties up to the said borrowing limit under the provisions of Section 180(1)(a) of the Companies Act, 2013.

In view of the Company's long-term strategic objectives, including its ongoing expansion and transformation initiatives and other general business requirements, the Board of Directors at its meeting held on 22nd July, 2025, considered and approved the proposal to enhance the existing borrowing limit from ₹ 4,500 Crores to ₹ 9,000 Crores.



Accordingly, approval of the members is now being sought by way of Special Resolutions under Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013, to:

1. Authorise the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any duly constituted committee thereof) to borrow monies, from time to time, in excess of the paid-up share capital, free reserves, and securities premium of the Company, provided that the total amount borrowed and outstanding at any point of time shall not exceed ₹ 9,000 Crores; and
2. Authorise the Board to create such mortgages, charges, hypothecations and/or other encumbrances, in such form and manner as the Board may deem fit, on all or any of the movable and/or immovable properties and/or assets of the Company, both present and future, in favour of banks, financial institutions, debenture trustees, or any other lenders to secure the enhanced borrowings within the overall limit of ₹9,000 Crores as proposed under Section 180(1)(c) of the Act.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 7 and 8 of the accompanying Notice.

The Board recommends the **Special Resolution** set forth in the item nos. 7 & 8 for approval of the members of the Company.

#### Item No. 9:

Pursuant to Section 186 of the Companies Act, 2013, a company is restricted from giving any loan, guarantee, or security in connection with a loan, or acquiring securities of any other body corporate, beyond the threshold limit of 60% of its paid-up share capital, free reserves, and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, unless prior approval of the members is obtained by way of a Special Resolution.

In view of the Company's growth and long-term strategies and expansion plan, optimize returns on surplus funds, and facilitate strategic investments, loans, or guarantees, the Board of Directors considers it prudent to enhance the existing limits of ₹ 4500 Crores and obtain fresh approval from the members under Section 186 of the Companies Act, 2013, by superseding the earlier resolution passed by the members at the Annual General Meeting held on 21st September, 2023.

Accordingly, the Board of Directors at its meeting held on 22nd July, 2025, approved a proposal to seek fresh authorization from shareholders under Section 186 of the Act in supersession of the earlier resolution passed to enable the Company to give loans to any person or body corporate, provide guarantees or securities in connection with loans and to make investments in securities of other bodies corporate from time to time and in one or more tranches, for an aggregate amount not exceeding ₹ 9,000 Crores (Rupees Nine Thousand Crores only), notwithstanding that such transactions may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013.

The proposed enhancement will provide the Board with necessary flexibility and enable the Company to efficiently utilise its financial

resources, respond swiftly to business opportunities, and enter strategic transactions, including inter-corporate loans, investments, and guarantees, without requiring repeated shareholder approvals.

This authorization is proposed to be granted to the Board of Directors (including any duly constituted Committee thereof), empowering them to determine the specific terms and conditions, execute all related documents and agreements, and take such actions as may be necessary to give effect to the resolution.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice, except to the extent of their shareholding or directorships, if any, in the Company.

The Board recommends the **Special Resolution** set forth in the item no. 9 for approval of the members of the Company.

#### Item No. 10

The Company has been exploring opportunities for its growth which would require sufficient resources, including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would therefore, prudent for the Company to have requisite enabling approvals in place and also such other corporate purposes as may be permitted under applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action to capitalize on the opportunities, as and when available.

The Board, accordingly, at their meeting held on July 22, 2025 has recommended to the shareholders to give their consent through special resolution to the Board or any Committee of the Board to raise funds through issuance of securities or any equity based instrument(s) ("Securities") as may be appropriate to persons who may or may not be the existing shareholders through private placement and/ or qualified institutions placement ("QIP") and/ or rights issue and/ or any other permitted modes at a price to be determined as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, as amended (the "SEBI ICDR Regulations") or as per other applicable rules and regulations, for raising of the funds aggregating up to ₹ 4,500 Crores ( Rupees Four Thousand Five Hundred crores), or its equivalent in any other currency(ies) under section 62 read with section 179 of the Companies Act, 2013, as amended or other applicable laws. While no specific instrument or instruments of Securities has been identified at this stage, the exact combination of the Securities to be issued, issue price, timing and detailed terms and conditions of issuance etc. shall be finalized by the Board, in consultation with lead managers/ merchant bankers, legal advisors and such other authorities and intermediaries, as may be required to be consulted by the Company in due considerations of prevailing market conditions and other relevant factors and in the best interest of the Company. Such issue shall be subject to the provisions of the Companies Act, 2013, as amended and rules made there under from time to time, the Memorandum and Articles of Association of the Company, SEBI ICDR Regulations and other applicable laws.

The Company proposes to utilize the proceeds from the offering (after adjustment of expenses related to the offering, if any) at various stages

for one or more, or any combination of the following: (i) investment in various organic or inorganic growth opportunities, including investing in other companies whether joint ventures, affiliates or otherwise, whether through equity, debt, or any other convertible instrument (ii) prepayment /repayment of outstanding borrowing of the Company, (iii) to meet the working capital requirements of the Company; (iv) capital expenditure and (v) to strengthen the balance sheet of the Company and for meeting various expenditure of the Company including contingencies and any other general corporate purposes as may be permitted under the applicable laws and as may be decided by the Board or the duly constituted committee thereof. The proposed/actual utilization/deployment of proceeds will be in the manner and as determined by the Board or its duly constituted committee at its discretion and in accordance with the applicable laws. The proceeds from the offering shall be deposited in appropriate money market instruments as per applicable law pending the utilization of proceeds. In view of the above, the Board envisages that the growth and expansion plans may necessitate raising funds.

The enabling resolution is proposed to be passed as a special resolution pursuant to Sections 42 and 62(1)(c) of the Companies Act, 2013. The said resolution, if passed, shall have the effect of allowing the Board on behalf of the Company to issue and allot the securities on a pro-rata basis to the existing shareholders or otherwise.

Certain terms of the proposed QIP, in the manner as set out in the resolution vide agenda item no. 10 of this Notice, would be as under:

The Resolution further seeks to empower the Board to undertake a QIP with QIBs as prescribed by SEBI ICDR Regulations. The Board may, in their discretion, adopt this mechanism as prescribed under Chapter VI of the SEBI ICDR Regulations for raising funds for the Company, without seeking fresh approval from the shareholders.

#### **Maximum Amount to be raised/ number of Securities to be Issued:**

The total amount to be raised, in one or more tranches, by issuance of Securities through any of the modes or combinations thereof as mentioned in the resolution would be aggregating up to ₹ 4,500 crores, or its equivalent in any other currency(ies).

The issue of Securities may be consummated through single or multiple offer documents, in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board or its duly constituted committee may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead managers/ merchant bankers and other agencies and subject to the relevant regulations and other applicable laws, regulations, rules and guidelines, in accordance with applicable law.

#### **Pricing**

The pricing would be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations, or other applicable laws. In the event of a QIP pricing of the Equity Shares that may be issued to QIBs shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the

Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under Chapter VI of the SEBI ICDR Regulations.

Since, the pricing and other terms of the QIP will be decided at a later stage, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board or its duly authorized committee to finalize the terms of the securities that may be issued to the qualified institutional buyers in the QIP. The pricing shall be freely determined subject to such a price not being less than the price calculated in accordance with Chapter VI of the SEBI ICDR Regulations.

#### **Relevant Date**

The relevant date for determining the issue price of the Securities by way of QIP, subject to and in accordance with the SEBI ICDR Regulations be:

- a) in case of allotment of Equity Shares in a QIP, the date of meeting in which the Board decides to open the proposed issue, and/ or;
- b) in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board.

#### **Change in Control**

There would be no change in control pursuant to the said issue of Securities.

#### **Class or Classes of persons to whom the Securities will be offered**

The Securities will be offered and issued to such Investors including QIBs who are eligible to acquire such Securities in accordance with the applicable laws, rules regulations and guidelines. The proposed allottees may be resident of India or abroad and whether or not such persons are members.

#### **Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management**

The Promoters, Directors, KMPs or Senior Management shall not be eligible to subscribe to the proposed issue of Securities, except in accordance with Applicable Laws.

#### **Transferability of Securities**

The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

#### **Proposed time within which the allotment shall be completed**

In case of the QIP, the allotment of the Securities shall be completed within a period of 365 days from the date of passing of resolution set out at item no. 10 of this Notice.

The allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law.



The detailed terms and conditions for the offer will be determined in consultation with the legal advisors, lead managers/ merchant bankers and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for various types of issues including rights issue or QIP.

The equity share that may be created, offered, issued and allotted by the Company through QIP shall rank pari passu in all respects with the existing equity shares of the Company, including entitlement to dividend. The equity shares to be allotted would be listed on the stock exchanges where the equity shares of the Company are listed. The offer, issue and allotment of equity shares through QIP would be subject to receipt of the regulatory approvals, if any.

The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post issue of Securities that may be held by them, and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate time and mode). Accordingly, it is proposed to authorize the Board identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The consent of the shareholders is being sought pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder; Chapter VI of the SEBI ICDR Regulations and in terms of the provisions of the SEBI Listing Regulations, each as amended. This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot equity shares/ securities to investors who may or may not be the existing shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in this Resolution except to the extent of their respective shareholding in the Company, if any.

The Board recommends the **Special Resolution** set forth in the item no. 10 for approval of members of the Company.

Place: Kolkata  
Date: 22nd July, 2025

#### Item No. 11:

The Board of Directors had at its Meeting held on July 22, 2025, proposed to seek approval of the Members to raise or borrow funds by way of issuance of Secured/Unsecured, Rated/Unrated Non-Convertible Debentures (NCDs) / Bonds / Other Instruments, listed and / or unlisted, on private placement basis for an amount not exceeding ₹ 3,000 Crore (Rupees Three Thousand Crore) during 1 (One) year from the date of passing of the Special Resolution set out at Item No. 11 at an interest rate that will be determined by the Board the time of the borrowing. The issue of these securities like NCDs / Bonds / Other Instruments work as a cost-effective source of borrowings. Your Company for its business purposes, investments in body corporate(s), repayment / pre-payment of certain loans and for general corporate purposes, proposes to borrow or raise funds by issue of NCDs/ Bonds / Other Instruments on a private placement basis.

In terms of the requirements of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules") as amended from time to time, a company that offers to make an invitation to subscribe to NCDs / Bonds / Other Instruments on a private placement basis, will be required to seek prior approval of its Members by way of a Special Resolution. The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Companies Act, 2013 read with the Rules framed thereunder, to enable the Company to offer or invite subscriptions for unsecured NCDs / Bonds / Other Instruments, listed and / or unlisted, on a private placement basis, in one or more tranches, for an amount not exceeding ₹ 3,000 Crore (Rupees Three Thousand Crore Only), during the period of 1(One) year from the date of passing of the Resolution within the overall borrowing limits of the Company, as approved by the Members from time to time. It is sought to also grant authority to the Board of Directors to determine the terms and conditions of the issue, including the issue price of the NCDs / Bonds / Other Instruments.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in this Resolution except to the extent of their respective shareholding in the Company, if any.

The Board recommends the **Special Resolution** set forth in the item no. 11 for approval of the members of the Company.

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

Sd/-  
**Birendra Kumar Jain**  
Company Secretary & Compliance Officer  
ICSI Membership No: FCS No. 13320

## ANNEXURE TO THE NOTICE

### Details of Directors seeking Appointment/Re-appointment at the 23rd Annual General Meeting.

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and Secretarial Standard on General Meetings (SS)-2 issued by the Institute of Company Secretaries of India (ICSI)].

Categories	Details of Directors	
	Mr. Sanjay Kumar Agarwal	Mr. Deepak Agarwal
Present Appointment in the category of	Joint Managing Director	Whole time Director & CFO
Director Identification Number (DIN)	00232938	00560010
Age	49 years	51 years
Date of Birth	27/03/1976	06/01/1974
Nationality	Indian	Indian
Date of first Appointment on the Board	11/12/2002	14/07/2014
Experience (approx.)	26 Years	25 years
Qualification	Bachelor's degree in Commerce	Fellow member of the Institute of Company Secretaries of India & B.Com (Hons.) from Calcutta University
Brief Resume, Job profile and his suitability and Recognition & awards	<p>Mr. Agarwal is one of the Promoter of the Company and a Second-Generation entrepreneur having more than two decades in Steel &amp; Ferro Alloys industries.</p> <p>He has the foresight to lead the company on a transformational journey in the growth path of the company.</p> <p>He is also Joint Managing director of the Subsidiary, Shyam SEL and Power Limited (SSPL) and is one of the initial shareholders of the Company.</p> <p>He is actively involved in the Operational activities of the Company and its subsidiaries</p>	<p>He is a Whole-Time Director &amp; CFO of the Company with the overall responsibility of the Finance, Accounts, Taxation, Legal &amp; Compliances of the Company.</p> <p>He has vast knowledge of Finance, Accounts, Commercials, Corporate Governance, Risk Management, IR etc.</p> <p>Prior to his appointment as Director, he had served in the Subsidiary Company Shyam SEL and Power Limited (SSPL) as Director.</p> <p>He has vast experience of over two decades in the steel and ferro alloys industry.</p>
Nature of expertise in specific functional areas	Expertise in operations of our manufacturing plants at Sambalpur, Jamuria and Mangalpur, with focus on cost control, production efficiency and competitive procurement of raw material.	Expertise in Finance, Accounts, Taxation, Legal & Compliances.
Terms and Conditions of Appointment / Re-appointment	He is retiring by rotation and offers himself for re-appointment.	He is retiring by rotation and offers himself for re-appointment.
Details of remuneration sought to be paid	₹60 Lakhs p.a.	₹84 Lakhs p.a.
Remuneration last drawn in FY 24-25	₹60 lakhs p.a.	₹84 Lakhs p.a.
Number of Board Meetings attended during the year	4/5	5/5
Comparative remuneration n profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.
Disclosure of relationship with other directors/KMP	He is the cousin brother of Mr. Brij Bhushan Agarwal, Chairman & Managing Director and Uncle of Mr. Sheetij Agarwal, Whole time Director of the Company.	None



Categories	Details of Directors	
Name of the Director	Mr. Sanjay Kumar Agarwal	Mr. Deepak Agarwal
Shareholding of Director including shareholding as a beneficial owner	31580	31020
List of Directorship in other companies as on 31st March, 2025	<ol style="list-style-type: none"> <li>1. Shyam Sel and Power Limited</li> <li>2. SMEL Specialty Alloys Private Limited</li> <li>3. Shyam Century Metallic Limited</li> <li>4. Shyam Energy Limited</li> <li>5. Kalpataru Housefin &amp; Trading Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Shyam Energy Limited</li> <li>2. Improved Realtors Private Limited</li> </ol>
Name of Listed Companies from which the Director has resigned in last three years.	None	None
List of Membership/ Chairmanship of Committees of other companies as on 31st March, 2025	Shyam Sel and Power Limited - Audit Committee - Corporate Social Responsibility Committee	None
Skills and capabilities required for the role and manner in which the proposed person meets the requirements	The Nomination & Remuneration Committee has identified Industry Financial, Taxation & Accounting, Legal, Compliance, Governance & Risk Management, Sales & Marketing, Leadership, Management & Corporate Strategy, Administration & Human Resource as the skills and has also evaluated his performance. Mr. Sanjay Kumar Agarwal possesses the required skills and capabilities suitable for this role.	The Nomination & Remuneration Committee has identified Industry Expertise Financial, Taxation & Accounting, Legal, Compliance, Governance & Risk Management as the skills that have also evaluated the performance of Mr. Deepak Agarwal. He possesses the required skills and capabilities suitable for this role.

# Board's Report

Dear Members,

Your Directors take pleasure in presenting the 23<sup>rd</sup> (Twenty Third) Integrated Annual Report along with the Audited standalone and consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025.

## FINANCIAL HIGHLIGHTS

The highlights of the financial performance of the Company, for the Financial Year ended March 31, 2025 are as below:

(₹ in Crores)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Revenue from operations and other income	6617.89	6764.85	15368.13	13354.20
<b>Earnings before Interest, tax, depreciation and amortisation (EBITDA)</b>	<b>921.34</b>	<b>732.65</b>	<b>2096.16</b>	<b>1729.00</b>
Less: Interest (Finance Cost)	49.88	57.93	143.92	133.28
Profit before Depreciation/amortization and taxes (PBDAT)	871.46	674.72	1952.24	1595.72
Less: Depreciation and amortization	211.00	218.68	711.17	656.04
Share in Profit/(Loss) of Associate and Joint Venture	0.00	0.00	0.12	0.12
Exceptional Items	0.00	0.00	0.00	0.00
<b>Profit before tax (PBT)</b>	<b>660.46</b>	<b>456.04</b>	<b>1241.19</b>	<b>939.80</b>
Adjustments for taxation				
Current Tax	172.28	112.48	237.43	(100.25)
Deferred Tax	(1.44)	(7.84)	94.50	11.05
<b>Profit after tax (PAT)</b>	<b>489.62</b>	<b>351.40</b>	<b>909.26</b>	<b>1029.00</b>
Other comprehensive income for the year	55.07	67.80	130.88	66.92
<b>Total comprehensive earning for the year</b>	<b>544.69</b>	<b>419.20</b>	<b>1040.14</b>	<b>1095.92</b>

Note: Figures for the previous periods have been regrouped and reclassified, wherever necessary.

## FINANCIAL PERFORMANCE

The Standalone Revenue from Operations and Other Income for the financial year 2024-25 stood at ₹ 6617.89 crores (P.Y ₹ 6764.85) representing a decline of 2.17%. During the financial year ended 31<sup>st</sup> March, 2025, your Company recorded a profit before tax of ₹ 660.46 crores as against ₹ 456.04 crores in previous financial year an increase of 44.83%. Net profit after tax also increased by 39.33% at ₹ 489.62 crores compared to ₹ 351.40 crores in previous financial year. EBITDA was increased from ₹ 732.65 crore in F.Y 2023-24 to ₹ 921.34 crore in F.Y 2024-25.

The consolidated Revenue from Operations and Other Income has increased from ₹ 13354.20 crores in F.Y 2023-24 to ₹ 15368.13 crores in F.Y 2024-25 representing a growth of 15.08%. PBT increased from

₹ 939.8 crores in F.Y 2023-24 to ₹ 1241.19 crores in the F.Y 2024-25, a growth of 32.07%. PAT decreased from ₹ 1029.00 crores in F.Y 2023-24 to ₹ 909.26 crores in F.Y 2024-25, a decrease of 11.64%. EBITDA increased from ₹ 1729.00 crores in F.Y 2023-24 to ₹ 2096.16 crores in F.Y 2024-25.

## TRANSFER TO RESERVES

The Company does not propose to transfer any amount to the reserve from surplus during the current financial year.

## OPERATIONAL HIGHLIGHTS

Brief highlight of the production on Y-O-Y basis of the Company in comparison to the installed capacity is as mentioned below:

## STANDALONE

Sl. No.	Particulars	F.Y 2024-25			F.Y 2023-24		
		Effective Installed Capacity (MTPA)	Production (MTPA)	Capacity Utilisation (%)	Effective Installed Capacity (MTPA)	Production (MTPA)	Capacity Utilisation (%)
1.	IRON PELLET	3000000	2053145	68%	3000000	1951880	65%
2.	SPONGE IRON	1353000	1250898	92%	1254000	1113106	89%
3.	BILLETS	862480	840043	97%	862480	788643	91%
4.	LONG PRODUCT	920000	739196	80%	920000	689437	75%
5.	FERRO PRODUCT	112000	90689	81%	112000	84546	75%



## CONSOLIDATED

Sl. No.	Particulars	F.Y 2024-25			F.Y 2023-24		
		Effective Installed Capacity (MTPA)	Production (MTPA)	Capacity Utilisation (%)	Effective Installed Capacity (MTPA)	Production (MTPA)	Capacity Utilisation (%)
1.	IRON PELLET	6000000	3838755	64%	6000000	3649370	61%
2.	SPONGE IRON	2971409	2662213	90%	2898000	2321595	80%
3.	BILLETS	2006960	1790277	89%	2006960	1595558	80%
4.	LONG PRODUCT	2074000	1628973	78%	2074000	1478751	71%
5.	FERRO PRODUCT	219920	283266	128%	219920	244404	111%
6.	ALUMINIUM	40000	20988	52%	24000	16307	68%
7.	STAINLESS STEEL	220000	189999	86%	150000	90773	61%
8.	PIG IRON	385000	208196	54%			
9.	CR COIL / CR	80000	31488	39%			

Further, comparison of Standalone and Consolidated product wise Sales of the Current financial year to the Previous financial year is as mentioned below:

## STANDALONE

Sl. No.	Particulars	F.Y 2024-25		F.Y 2023-24	
		Quantity (MT)	Amount (₹ In Crores)	Quantity (MT)	Amount (₹ In Crores)
1.	IRON PELLET	635344	544.61	693216	609.24
2.	SPONGE IRON	496408	1243.34	416986	1106.22
3.	BILLETS	102342	404.09	101108	419.84
4.	LONG PRODUCT	710903	3201.11	661027	3120.41
5.	FERRO PRODUCT	55458.3	680.32	55860	732.25

## CONSOLIDATED

Sl. No.	Particulars	F.Y 2024-25		F.Y 2023-24	
		Quantity (MT)	Amount (₹ In Crores)	Quantity (MT)	Amount (₹ In Crores)
1.	IRON PELLET	841319	727.31	1032762	922.46
2.	SPONGE IRON	1013407	2568.27	873851	2341.73
3.	BILLETS	174842	693.99	157806	656.90
4.	LONG PRODUCT	1489068	6710.48	1328714	6279.44
5.	FERRO PRODUCT	199760	1915.74	178248	1699.36
6.	ALUMINIUM	20791	715.27	16602	537.65
7.	STAINLESS STEEL	84404	1110.63	51700	584.77
8.	CR COIL	17862	123.01	-	-
9.	CR SHEETS	2397	13.97	-	-
10.	PIG IRON	94785	320.45	-	-
11.	PIPE –RHS/SHS	399	1.84	-	-

During FY'25, production of steel increased by 7.48% (y-o-y) to hit a record of 4.97 MTPA as against 4.63 MT in FY'24, whereas the sales of various steel products during FY'25, also reached the highest ever level of 2.00 MTPA, an increase of 3.75% (y-o-y) as compared to 1.93 MT in FY'24.

On Consolidated basis the production increased from 9.36 MTPA to 10.67 MTPA, a growth of around 12.34% y-o-y basis, whereas Sales increased from 3.64 MTPA to 3.94 MTPA, a growth of 8.22% y-o-y basis.

## STATE OF COMPANY'S AFFAIRS

Shyam Metalics and Energy Ltd. is a leading integrated metal producing company with a focus on long steel products and ferro alloys. It is amongst the largest producers of ferro alloys in terms of

installed capacity and the fourth-largest player in the sponge iron industry. The Company is primarily engaged in the production of long steel products such as iron pellets, sponge iron, steel billets, TMT, structural products, wire rods, aluminium and stainless steel.

## DIVIDEND DISTRIBUTION POLICY

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the Board of Directors of your Company had formulated and approved the Dividend Distribution Policy which sets out the parameters and circumstances to be considered by the Board in determining the distribution of dividend to its shareholders and / or retaining profits earned. The said Policy may be accessed on the website of the Company at:

[https://www.shyammetalics.com/wp-content/uploads/2022/04/Dividend\\_Distribution\\_Policy.pdf](https://www.shyammetalics.com/wp-content/uploads/2022/04/Dividend_Distribution_Policy.pdf).

## DIVIDEND

During the year under review, your Board had initially declared an interim dividend @ 22.5% (₹ 2.25/- per equity share) on 28<sup>th</sup> January, 2025. The same was paid on 13<sup>th</sup> February, 2025.

Further, the Board has recommended final dividend @ 22.5% (₹ 2.25/- per equity share) for the Financial Year 2024-25 on 9<sup>th</sup> May, 2025 for the consideration of the Shareholders at the ensuing Annual General Meeting.

The dividend recommendation is in accordance with the Dividend Distribution Policy of the company. Further, in terms of the provisions of the Finance Act, 2020, dividend shall be taxed in the hands of shareholders and the Company shall withhold tax at source at the applicable rates as per the Income Tax Act, 1961.

## CAPEX AND LIQUIDITY

During the period under review, the Company, on a consolidated basis spent ₹ 6,584 Crores on capital projects largely towards ongoing growth projects in India, essential sustenance and replacement schemes. During the period under review, the board has approved an additional capex cost of ₹ 810 crores by planning to enhance their integrated capacity from 23.65 MTPA to 24.20 MTPA in states of Orissa and West Bengal in phases which will be implemented in Company and their wholly owned step-down subsidiaries to expand its business in near future.

## POWER

During FY'25, the power generation was 150 MW as against 143 MW in FY'24.

## SMEL Employee Stock Incentive Plan - 2023 ("ESIP-2023")

The SMEL Employee Stock Incentive Plan – 2023 (ESIP-2023) was initially approved by the shareholders of the Company via postal ballot dated 7<sup>th</sup> July 2023. Subsequently, the plan was amended and approved by the shareholders in their meeting held on 21<sup>st</sup> September 2023. Accordingly, ESIP-2023 was introduced with two distinct schemes:

1. SMEL Performance ESOP Scheme (ESOP – 2023)
2. SMEL Loyalty ESOP Scheme (ESOP II – 2023)

All the eligible employees of the Company and of its subsidiary(ies) on exclusive basis, whether in or outside India, including any Director, whether Whole-time or not (other than employees/ directors who are Promoters or belonging to the Promoter Group, Independent Directors and Directors holding directly or indirectly more than ten (10%) percent of the outstanding equity shares of the Company) were granted Stock Options subject to their eligibility as may be

determined under ESIP - 2023 in accordance with the provisions of the applicable laws and the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. This grant of stocks under ESIP does not form part of the remuneration payable to any Executive and/or Non-Executive Directors.

### Grant of Stock Options

- At its meeting held on 25<sup>th</sup> September 2023, the Nomination and Remuneration Committee granted 8,59,738 stock options to 62 eligible employees under ESOP-2023 at an exercise price of ₹ 326 per option at 25% discount to the market price.
- At its subsequent meeting on 27<sup>th</sup> September 2023, the Committee granted 17,000 Stock Options to 1 eligible employees at a price of ₹ 331 i.e. at a discount of 25% under ESOP - 2023 and 2,16,000 Stock Options to 5 eligible employees at a price of ₹ 221 i.e. at a discount of 50% on the market price under ESOP II - 2023.

ESOP Stock Options Granted to the following Directors under Loyalty Scheme (ESOP II – 2023)

Mr. Deepak Agarwal – 69,000 stock options (3-year vesting)

Mr. Dev Kumar Tiwari – 52,000 stock options (3-year vesting)

### Vesting Schedule

Under ESOP – 2023:

Vesting Date	Vesting %
1 <sup>st</sup> Anniversary	20%
2 <sup>nd</sup> Anniversary	23%
3 <sup>rd</sup> Anniversary	23%
4 <sup>th</sup> Anniversary	34%

Under ESOP II – 2023:

Vesting Date	Vesting %
1 <sup>st</sup> Anniversary	40%
2 <sup>nd</sup> Anniversary	30%
3 <sup>rd</sup> Anniversary	30%

### Vesting on First Anniversary

The first tranche of options vested on the first anniversary of the respective grant dates:

- On 25<sup>th</sup> September 2024, 20% of options (i.e. 1,50,045 options) vested for 53 eligible employees under ESOP-2023.
- On 27<sup>th</sup> September 2024, 3,400 options (20% of the grant) vested for 1 eligible employee under ESOP-2023 and 86,400 options (40% of the grant) vested for 5 eligible employees under ESOP II-2023.

### Exercise of Stock Options

Consequent upon the vesting of the Stock Options, forty eligible employees exercised their vested options on 6<sup>th</sup> March, 2025 as under:

Scheme	Shares Transferred	No. of Employees	Amount Realized (₹)
ESOP I	1,03,445	35	3,37,46,073
ESOP II	86,400	5	1,90,94,400



Out of the above, the following Directors exercised their vesting Options under ESOP II – 2023:

- Mr. Deepak Agarwal – 27,600 stock options
- Mr. Dev Kumar Tiwari – 20800 stock options

The necessary accounting for the above has been made in the books of accounts in the respective period. Details of the accounting method in accordance with Ind AS 102 - Shared Based Payment, have been provided in the respective notes of the standalone and consolidated financial statements.

Further, the disclosure in terms of Regulation 14 of the SEBI (SBEB & SE Regulations), 2021 is available on the website of the Company at the web-link <https://www.shyammetals.com/wp-content/uploads/2025/07/ESOP-Disclosure-2025.pdf>

Certificate from M/s MKB & Associates, the secretarial auditor confirming that “SMEL Employee Stock Incentive Plan - 2023 (“ESIP - 2023”) sub divided into SMEL Performance ESOP Scheme (“ESOP - 2023”) and SMEL Loyalty ESOP Scheme (“ESOP II - 2023”) have been implemented in accordance with the SEBI (SBEB & SE) Regulations, 2021 has been obtained and the same is available for electronic inspection of the Members during the AGM of the Company.

## MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION AND CHANGE IN BUSINESS

There have been no material change(s) and commitment(s), except elsewhere stated in this report, affecting the financial position of the Company between the end of the financial year of the Company i.e. March 31, 2025 and the date of this Report.

There has been no change in the nature of business of the Company during the financial year ended on March 31, 2025.

## CREDIT RATING

The Company has updated the financial credit rating to **AA/Positive for long term** banking facilities and **A1+ for short term banking facilities** by CRISIL. The rating emphasizes the financial strength of the Company in terms of the highest safety with regard to timely fulfilment of its financial obligations.

The above rating continues to draw strength from promoter’s experience, operational efficiency by virtue of having an integrated plant, production of value-added products fetching higher margins, increasing profit levels and moderate its financial position.

## CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of the Companies Act, 2013 (“the Act”), the SEBI (LODR) Regulations, 2015 and Ind AS, the Audited Consolidated Financial Statements are provided in the Annual Report.

## SHARE CAPITAL

During the FY’ 2024-25, there was no change in the Authorised Share Capital of the Company. The Authorised Share Capital of the Company is ₹ 4,00,00,00,000/- (Rupees Four Hundred Crores) divided into 40,00,00,000 Equity Shares of ₹ 10/- each.

There has been no change in the Paid-Up Capital of the Company as on 31<sup>st</sup> March, 2025. The Paid-Up Capital of the Company is ₹ 2,79,13,18,530/- (Rupees Two Hundred Seventy-Nine Crore Thirteen Lacs Eighteen Thousand Five Hundred And Thirty) divided into 27,91,31,853 Equity Shares of ₹ 10/- each.

## SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES

During the financial year 2024-25, Shyam SEL and Power Limited (SSPL) was the Material subsidiary pursuant to Regulation 16 of the SEBI Listing Regulations.

As on 31<sup>st</sup> March, 2025, following are the step-down subsidiaries of the company:

1. Shyam Energy Limited
2. Shree Venkateshwara Electrocast Private Limited
3. Ramsarup Industries Limited
4. Shyam Metals International DMCC
5. S S Natural Resources Private Limited
6. Meadow Housing Private Limited
7. Whispering Developers Private Limited
8. Nirjhar Commodities Private Limited
9. Shree Sikhar Iron & Steel Private Limited
10. SMEL Steel Structural Private Ltd.

Consequent upon the purchase of the entire stake of SMEL Steel Structural Private Ltd. by Shyam SEL and Power Limited (SSPL) on 23<sup>rd</sup> August, 2024, it has become the wholly-owned subsidiary of SSPL and step-down subsidiary of SMEL.

The Company has one Associate namely, Meghana Vyapaar Private Limited and another Associate namely Kolhan Complex Private Limited through its subsidiary, SSPL.

The Company has one Joint Venture namely MJSJ Coal Limited and another Joint Venture namely Kalinga Energy & Power Limited through its subsidiary, SSPL.

During the year under review, the Board of Directors reviewed the affairs of its subsidiaries. There has been no material change in the nature of the business of the subsidiaries.

A separate statement containing performance and highlights of Financial Statements of subsidiaries, associates and joint ventures is provided in the prescribed **Form AOC-1** as **Annexure - I** and is annexed to this report pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014.

Pursuant to the provision of section 136 of the Act, the Audited standalone and consolidated financial statements of the company for the financial year ended 31<sup>st</sup> March 2025 along with relevant documents and separate audited financial statements in respect of subsidiaries are available on the website of the Company at [www.shyammetals.com](http://www.shyammetals.com).

During the period under review, one of the subsidiary of SSPL; Shyam Metals Flat Product Private Limited has amalgamated with SSPL pursuant to the Order dated 17<sup>th</sup> March, 2025 of the Hon’ble National Company Law Tribunal (NCLT), Kolkata bench under section 230- 232

of the Companies Act, 2013. The appointed date of the amalgamation scheme was 1<sup>st</sup> April, 2024.

There have been no joint ventures and associates during the year under review that have become or ceased to be the joint ventures and associates.

The Company has formulated a policy for determining "Material Subsidiary" in terms of Regulation 16(c) of Listing Regulations. The policy may be accessed on the website of the Company at: <https://www.shyammetalics.com/wp-content/uploads/2023/05/Policy-for-determining-Material-Subsidiary.pdf>.

## DIRECTORS

Mr. Mahabir Prasad Agarwal (DIN:00235780) stepped down as the Chairman and Non-executive Director of the Company, with effective from closure of business hours of May 9, 2025. The Board acknowledged that, Mr. Agarwal, the founding architect of the Company, has played a pivotal role in shaping its legacy. His strategic foresight, unwavering commitment to excellence, and principled leadership have been instrumental in transforming the Company from modest beginnings into a respected institution known for innovation, resilience, and value creation and accordingly placed on record its deep appreciation.

Mr. Mahabir Prasad Agarwal was conferred upon the honorary title of "Chairman Emeritus", by the Board with profound admiration and gratitude in recognition of invaluable contribution, exceptional visionary leadership as a Chairman of the Board. While the role is honorary and does not carry executive responsibilities. It is decided by the Board to invite him in all the Board Meeting during his lifetime.

The Board in its meeting held on 9<sup>th</sup> May, 2025 has appointed Mr. Brij Bhushan Agarwal (DIN: 01125056) as the Executive Chairman of the board w.e.f. 10<sup>th</sup> May 2025 on the recommendations of the Nomination and Remuneration Committee considering his exceptional leadership, deep institutional knowledge, strategic foresight, which have significantly contributed to the Company's growth, operational excellence, and stakeholder value creation and accordingly, he has been re-designated as Chairman and Managing Director (CMD) of the company.

The redesignation is a strategic decision to formally align his evolving leadership role with the dynamic needs of the Company. The Board believes this unified role will enhance agility, decision-making efficiency, and accountability, especially during this crucial phase of expansion and transformation.

During the year under review, there has been the following changes in the composition of the Board.

1. Mr. Chandra Shekhar Verma (DIN: 00121756) has been appointed as an Independent Director of the Company for the first term of five consecutive years commencing from 4<sup>th</sup> July, 2024 to 3<sup>rd</sup> July 2029. The requisite approval of the shareholders in this regard was taken in the last Annual General Meeting held on 6<sup>th</sup> September, 2024.

The Board is of the opinion that, Mr. Chandra Shekhar Verma is a person of integrity, expertise and competent experience and proficiency to serve the company as an independent director of the company that will strengthen the composition of the Board.

2. Mr. Yudhvair Singh Jain (DIN: 06507365), Independent Director ceased to be Director due to his sudden demise on 24<sup>th</sup> October, 2024.

In terms of the provisions of Section 152 of the Act read with the Articles of Association of the Company, Mr. Sanjay Kumar Agarwal (DIN: 00232938), Director and Mr. Deepak Agarwal (DIN: 00560010), Director retires by rotation and being eligible, offer themselves for re-appointment. Members approval is being sought at the ensuing AGM for their re-appointment.

During the financial year under review, Mr. Brij Bhushan Agarwal, Vice-Chairman & Managing Director of the Company, has received a remuneration of ₹ 2.40 crores from the Company. Further, he has also drawn a remuneration of ₹ 2.40 crores from M/s, Shyam Sel and Power Limited, the wholly owned material subsidiary.

During the financial year under review, Mr. Sanjay Kumar Agarwal, Joint Managing Director, of the Company has received a remuneration of ₹60 lakhs from the Company. Further, he has also drawn a remuneration of ₹60 lakhs from M/s. Shyam Sel and Power Limited, the wholly owned material subsidiary.

During the period under Review, the Non-Executive Directors (NEDs) of the Company had no pecuniary relationship or transaction with the Company, other than the sitting fees and commission, as applicable, received by them.

As on 31<sup>st</sup> March, 2025 and in terms of Section 149 of the Companies Act, 2013 Mr. Kishan Gopal Baldwa, Mr. Nand Gopal Khaitan, Mr. Malay Kumar De, Mr. Shashi Kumar, Mr. Chandra Shekhar Verma and Ms. Rajni Mishra are the Independent Directors of the Company.

In the opinion of the Board, all the Directors as well as the directors proposed to be re-appointed possess the requisite qualification, experience and expertise and hold high standards of integrity. The list of key skills, expertise and core competencies of the Board is provided in the Corporate Governance Report forming part of this Report. All the Independent Directors are exempted from the requirement of passing the proficiency test.

## KEY MANAGERIAL PERSONNEL'S (KMP)

In terms of Section 203 of the Companies Act, 2013, following are the KMPs of the Company as on 31<sup>st</sup> March, 2025:

- a) Mr. Brij Bhushan Agarwal - Vice Chairman and Managing Director
- b) Mr. Sanjay Kumar Agarwal - Joint Managing Director
- c) Mr. Deepak Agarwal - Whole-Time Director & Chief Financial Officer
- d) Mr. Sheetij Agarwal - Whole-time Director
- e) Mr. Dev Kumar Tiwari - Whole-time Director
- f) Mr. Birendra Kumar Jain - Company Secretary

## DECLARATION BY INDEPENDENT DIRECTORS

The Company has received the declarations from each of the Independent Directors that they, respectively, meet the criteria of independence prescribed under Section 149 read with Schedule IV of the Act and rules made thereunder, as well as Regulations 16(1) (b) and 25(8) of the SEBI (LODR) Regulations, 2015. Based on the declarations received, the Board considered the independence of



each of the Independent Directors in terms of above provisions and is of the view that they fulfil the criteria of independence and are independent from the management.

In terms of Section 150 of the Companies Act, 2013 and rules framed thereunder, the Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs (IICA) and has confirmed to comply with the requirements of Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), within the prescribed timeline.

## PERFORMANCE EVALUATION

The Board of Directors understands the requirements of an effective Board Evaluation process and accordingly conducts the Performance Evaluation every year in respect of the following:

- Board of Directors as a whole
- Committees of the Board of Directors
- Individual Directors including the Chairman of the Board of Directors

In compliance with the requirements of the provisions of Section 178 of the Act, the Listing Regulations and the Guidance Note on Board Evaluation issued by SEBI in January, 2017, a performance evaluation was carried out internally for the Board, Committees of the Board, Individual Directors including Chairman of the Board for the financial year ended March, 2025. During the year under review, the Company has complied with all the criteria of evaluation as envisaged in the SEBI Circular on Guidance Note on Board Evaluation such as preparation, participation, conduct and effectiveness.

The key objectives of conducting the Board evaluation process were to ensure that the Board and various committees of the Board have appropriate composition and they have been functioning collectively to achieve common business goals of the Company. Similarly, the key objectives of conducting performance evaluation of the Directors through individual assessment and peer assessment were to ascertain if the directors actively participate in the Board / committee meetings and contribute to achieve the common business goals of the Company.

All the Directors carry out the aforesaid performance evaluation in a confidential manner and provide their feedback on a rating scale of 1 to 5 in the specified formats. The performance evaluation feedback of all the Directors including Chairman is discussed by the Independent Directors in their separate meeting and forward their recommendation to the Chairperson of the Nomination and Remuneration Committee (NRC). Thereafter, the NRC forward the recommendation to the Board of Directors.

The outcome of such performance evaluation exercise was discussed during the year at a separate meeting of the independent directors held on 27<sup>th</sup> January, 2025 and subsequently by the Nomination and Remuneration Committee held on 08<sup>th</sup> May, 2025. The NRC forwarded their recommendation based on such performance evaluation process to the Board of Directors.

After completion of internal evaluation process, the Board at its meeting held on 09<sup>th</sup> May, 2025 also discussed the performance evaluation of the Board, its committees and individual directors.

The performance evaluation of the Independent Directors of the Company was done by the entire Board of Directors, excluding the independent directors being evaluated. The Board expressed its satisfaction with the evaluation process and the results thereof.

## INDEPENDENT DIRECTORS MEETING

The Independent Directors of your Company met on 27<sup>th</sup> January, 2025 and 28<sup>th</sup> March, 2025, without the attendance of Non-Independent Directors and members of the management. As elaborated in the above para, the Independent Directors reviewed the performance of all the Directors, the Committees of the Board and the Board as a whole along-with the performance of the Chairman of the Company and assessed the quality, timelines of flow of information between the management and the Board and other relevant parameters that is necessary for the Board to effectively and reasonably perform their duties.

## FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The details of the training and familiarization program are provided in the Corporate Governance Report. Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities. The format of the letter of appointment is available on our website, at <https://www.shyammetalics.com/wp-content/themes/shyam/assets/investors/announcement/terms-and-conditions-ID.pdf>

## BOARD AND COMMITTEES OF THE BOARD

### Board Meetings:

The Board of Directors met 5 (five) times during the period under review. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations. For further details, please refer to the Report on Corporate Governance, which forms a part of this Annual Report.

### Committee of the Board:

Pursuant to the various requirements under the Act and the Listing Regulations and to focus on specific areas and make informed decisions in line with the delegated authority, the Board of Directors has constituted the following committees:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Executive Committee

Details of composition, terms of reference and number of meetings held for respective Committees are given in the Report on Corporate Governance, which forms a part of this Annual Report.

## LISTING ON STOCK EXCHANGES

The Company's shares are listed on BSE Limited (BSE) with scrip code: 543299

and the National Stock Exchange of India Limited (NSE) with scrip code SHYAMMETL. The Company has paid the requisite listing fees to the Stock Exchanges for the financial year 2024-25.

As on the date of this report there were 27,91,31,853 of Equity Shares of the Company Listed on the above Stock Exchanges.

## DEPOSITS

The Company has not accepted/received any deposits during the year under report, falling within the ambit of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

## RELATED PARTY TRANSACTIONS

In terms of Section 188 of the Act read with rules framed thereunder and Regulation 23 of the SEBI (LODR) Regulations, your Company has in place Related Party Transactions Policy dealing with related party transactions. The policy may be accessed at: <https://www.shyammetalics.com/wp-content/uploads/2023/05/Policy-for-Transaction-with-Related-Parties.pdf>.

During the year under review, all related party transactions entered by the Company, were approved by the Audit Committee and were at arm's length and in the ordinary course of business. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. The Company did not have any contracts or arrangements with related parties in terms of Section 188(1) of the Companies Act, 2013. There were no materially significant related party transactions made by the Company during the year that would have required the approval of the shareholders under Regulation 23 of the Listing Regulations.

The Company did not enter into any contracts, arrangements or transactions with related parties that fall under the scope of Section 188(1) of the Companies Act, 2013. As required under the Act, the prescribed Form AOC-2 is appended as **Annexure-II** to the Board's report.

Details of related party transactions entered by the Company, in terms of Ind AS-24 have been disclosed in the notes to the standalone/consolidated financial statements forming part of this Annual Accounts 2024-25.

## PARTICULARS OF LOANS, GUARANTEES, SECURITIES AND INVESTMENTS

Details of Loans, Guarantees, Securities and Investments covered under the provisions of Section 186 of the Act are given in the notes to Financial Statements.

## CODE OF CONDUCT

The Code of Conduct is based on the principle that business should be conducted in a professional manner with honesty and integrity and thereby enhancing the reputation of the company. The Code ensures lawful and ethical conduct in all affairs and dealing of the company.

The same can be accessed on the Company's website at weblink: [https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEI\\_Policy-Doc\\_Code-of-Conduct.pdf](https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEI_Policy-Doc_Code-of-Conduct.pdf)

## SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

## NOMINATION AND REMUNERATION POLICY

In accordance with the provisions of Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, the policy on Nomination and Remuneration of Directors, KMPs and Senior Management of your Company and the criteria for determining qualifications, positive attributes and Independence of a director as specified in the relevant provision is uploaded on the website of the Company and may be accessed at: <https://www.shyammetalics.com/wp-content/uploads/2024/05/Nomination-and-Remuneration-Policy.pdf>.

## PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, from time to time, a statement showing the names and other particulars of the top ten employees and the employees drawing remuneration in excess of the limits set out in the said rules and the disclosures relating to remuneration and other details required under the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure-III** to this report.

## STATUTORY AUDITORS AND AUDIT REPORTS

M/s. MSKA & Associates, Chartered Accountants was appointed as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of 21<sup>st</sup> Annual General Meeting till the conclusion of 26<sup>th</sup> Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors from time to time in consultation with the Auditors.

The Auditors Report to the shareholders for the year under review does not contain any qualification or adverse remarks. No fraud has been reported by the Auditors to the Audit Committee of the Company or to the Board. The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for further comments

## INTERNAL AUDITORS

In terms of the provisions of section 138 of the Companies Act, 2013, M/s. KPMG Assurance and Consulting Services LLP were appointed as the Internal Auditors for FY 2024-25. The Audit Committee in consultation with the Internal Auditors formulates the scope, functioning, periodicity and methodology for conducting the Internal Audit. The reports and deviations are regularly discussed with the management and actions are taken, whenever necessary and in parallel, the Audit Committee, inter-alia, reviews the Internal Audit Report



## INTERNAL FINANCIAL CONTROLS

The Company has laid down adequate internal financial controls with appropriate checks and balance with reference to financial statements and such internal financial controls are operating effectively. Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. The Audit Committee of the Board periodically reviews the adequacy of the internal control systems for continuous updation and improvement therein. The Audit Committee also regularly reviews and monitors the budgetary controls system of the company as well as the system for cost control, financial control, accounting controls, physical verification etc. The Audit committee regularly reviews that proper internal financial controls are in place including with reference to financial statements. During the year, such controls were reviewed, and no reportable material weakness was observed.

## SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. MKB & Associates, Practising Company Secretaries (FRN: P2010WB042700) to conduct the Secretarial Audit of the Company for the financial year 2024-25.

In terms of Regulation 24A of the SEBI Listing Regulations, FCS Mukesh Chaturvedi, Practising Company Secretary (COP No: 3390) was appointed as Secretarial Auditors of Shyam Sel and Power Limited, a material unlisted subsidiary of the Company for the financial year 2024-25.

The Secretarial Audit Reports issued by M/s. MKB & Associates, Practising Company Secretaries, for the Company and FCS Mukesh Chaturvedi, Practising Company Secretary for Shyam Sel and Power Limited, are annexed herewith as **Annexure-IV A and Annexure-IV B** to the Report.

The report of the Secretarial Auditors is self-explanatory, and it does not contain any qualification, reservation, adverse remark or disclaimer in the report issued by M/s. MKB & Associates, Company Secretaries.

Pursuant to the amended provisions of Regulation 24A of SEBI Listing and Obligations and Disclosure Requirements (LODR) Regulations, 2015 and Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and Board of Directors have approved and recommended the appointment of M/s. MKB & Associates, (Firm Registration Number: P2010WB042700) a firm of Company Secretaries in Practice, as Secretarial Auditors of the Company to conduct secretarial audit for a period of 5 (Five) years commencing from FY 2025-26 to FY 2029-30, for approval of the Members at ensuing Annual General Meeting of the Company. Brief resume and other details of M/s. MKB & Associates, Company Secretaries in Practice, are separately disclosed in the Notice of ensuing AGM.

M/s. MKB & Associates, have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI (LODR) Regulations.

## COST AUDITORS AND COST AUDIT REPORT

M/s. BSS & Associates (FRN: 001066), Cost Accountants, the Cost Auditors of the Company submitted the cost Audit Report for the year 2023-24 within the time limit prescribed under the Act and Rules made thereunder.

During the period under review, pursuant to Section 148 of the Act read with Rules framed thereunder, the Board had appointed M/s. BSS & Associates (FRN: 001066), Cost Accountants to conduct the Audit of the cost records of the company for the financial year 2024-25. The Report of Cost Auditors for the Financial Year ended March 31, 2025 is under finalisation and will be filed with MCA within prescribed time.

The Board of Directors, on recommendation of Audit Committee appointed M/s. BSS & Associates (FRN: 001066), Cost Accountants, as the Cost Auditors of the Company for auditing the cost records of the Company for the financial year 2025-26, subject to ratification of remuneration by the Shareholders of the Company in the 23<sup>rd</sup> AGM of the Company. Accordingly, an appropriate resolution seeking ratification of the remuneration of ₹ 55000/- plus applicable taxes and actual out of pocket expenses incurred in connection with the cost audit for the financial year 2025-26 is included in the Notice convening the 23<sup>rd</sup> AGM of the Company. The company has received the necessary declaration and consent from the partner, Mr Abhimanyu Nayak (FCMA No. 30656) on behalf of M/s. BSS & Associates (FRN: 001066), Cost Accountants.

## MAINTENANCE OF COST RECORDS

The Company is duly maintaining the cost accounts and records as specified by the Central Government in compliance with Section 148 of the Act read with the Rules made thereunder, as amended.

## REPORTING OF FRAUD

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees to the Audit Committee under Section 143(12) of the Act, details of which need to be mentioned in this Report.

## RISK MANAGEMENT

The Company has in place a robust risk management framework which identifies and evaluates business risks and opportunities. The Company recognizes that these risks need to be managed and mitigated to protect the interest of the shareholders and stakeholders, to achieve the business objectives and enable sustainable growth. The risk management framework is aimed at effectively mitigating the Company's various business and operational risks, through strategic actions. Risk management is embedded in our critical business activities, functions and processes. The risks are reviewed for the change in the nature and extent of the major risks identified

since the last assessment. It also provides control measures for risk and future action plans.

## HUMAN RESOURCES

At Shyam Group, human capital is regarded as one of the most vital assets driving the organization's long-term success. The Company places significant emphasis on attracting, developing, and retaining talented individuals across all levels. Recruitment processes are carefully structured to ensure the right talent is brought in not just for current needs, but also for future growth and capability building.

Training and development are deeply embedded in the organizational culture. The Company operates a dedicated training centre equipped to facilitate knowledge sharing, functional upskilling, and leadership development. Training programs are designed based on business needs, departmental goals, and individual development plans, ensuring employees are continually aligned with evolving organizational expectations.

Recognizing that employee growth directly contributes to business performance, the Company fosters a work environment that is both challenging and empowering. Employees are encouraged to take ownership of their roles, innovate, and engage in cross-functional collaboration. Through this, the organization achieves a seamless integration of individual aspirations with broader corporate objectives.

To reinforce a performance-oriented culture, a structured and transparent performance appraisal system is in place. This system not only evaluates past performance but also identifies future potential, enabling the organization to make informed decisions regarding career progression, succession planning, and capability enhancement.

Through these focused efforts in human resource development, the Company continues to build a future-ready workforce that is agile, skilled, and aligned with its vision of sustainable growth.

## CORPORATE SOCIAL RESPONSIBILITY

The Company strongly believes that sustainable community development is essential for harmony between the community and the industry. The Company endeavours to make a positive contribution especially to the underprivileged communities by supporting a wide range of socio-economic, educational, sports, woman empowerment and health initiatives etc and committed to enriching the community it belongs to in addition to addressing the corporate growth and in parallel to take part in sustainable growth of the country. The Company carries out its social development activities through Shyam Metalics Foundation.

The Company established a robust system for governing our CSR activities / initiatives anchored in a continuous collaboration between the Board of Directors, the CSR Committee and the Shyam Metalics Foundation. CSR policy provides guidelines to conduct CSR activities of the Company. The Board of Directors of the Company oversees the implementation of CSR Policy of the Company. In line with the provisions of the Act and on the recommendations of the CSR Committee, the Board of Directors has approved the CSR Policy of the Company. The Company maintain high standards of due diligence, compliance, monitoring and reporting mechanism, Detailed CSR Policy of the Company has been uploaded on the

website of the Company at [https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL\\_Policy-Doc\\_CSR-Policy.pdf](https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL_Policy-Doc_CSR-Policy.pdf)

The Annual Report on the CSR activities for the financial year 2024-25 is annexed herewith as **Annexure- V** to this report.

In line with the Companies (Corporate Social Responsibility Policy) Amendment Rule 2021, the Company is obligated to assess the impact of its CSR projects. Accordingly, the Board of Directors of the Company has appointed an independent impact assessment agency viz. Median Research & Consulting Pvt. Ltd. to assess out the impact of the societal activities carried out by the Company under its Corporate Social Responsibility interventions in respect of the CSR projects for the financial years 2022-23 and 2023-24.

As per the Impact Assessment Report issued by Median Research & Consulting Pvt. Ltd for aforesaid period, the CSR interventions of the Company have created a very meaningful and needful impact through all the key focus areas like education, health, water, environment, skills promoting sports and culture, livelihoods, animal welfare etc. In all the chosen thematic areas have thematic areas have shown growth, outcomes and across all the verticals locations.

The CSR committee and the Board of Directors of the Company took a note of the same at their respective meetings held on 8<sup>th</sup> May, 2025 and 9<sup>th</sup> May, 2025 respectively. The impact assessment report is available on the Company's website at the following weblink: <https://www.shyammetalics.com/wp-content/uploads/2025/07/SMEL-CSR-Impact-Assessment-Report-Final-27.07.25.pdf>

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars related to conservation of energy, technology absorption and foreign exchange earnings and outgo as required to be disclosed under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure-VI** to this Report.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There have been no significant and material order(s) passed by the regulators/ courts which would impact the going concern status of the Company and its future operations during the year under review.

## ANY APPLICATION/PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

There was no application made or proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review.

## DIRECTORS RESPONSIBILITY STATEMENT

Based on the framework of Internal Financial Controls (IFCs) and Compliance Systems established and maintained by the Company, the work performed by the Internal, Statutory and Secretarial Auditors including the audit of IFCs over financial reporting by the Statutory Auditors and reviews performed by the management and



the relevant Board Committees, including the Audit Committee, The Board is of the opinion that the Company's IFCs are adequate and effective during F.Y 2024-25.

Accordingly, pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, and as per Schedule II Part C of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, to the best of its knowledge and ability confirms that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation and there are no material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at the end of the financial year and of the profit of the Company for year under review;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## OTHER INFORMATION

### CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements as set out in Regulation 17 to Regulation 27 of the SEBI (LODR) Regulations, 2015. The report on Corporate Governance, for the financial year ended 31<sup>st</sup> March, 2025, as stipulated in Regulation 34 read with Schedule V of the SEBI (LODR) Regulations, 2015 forms an integral part of this Annual Report.

The certificate received from M/s. KPA & CO. LLP, Practising Company Secretaries confirming compliance with the conditions of Corporate Governance as stipulated in Regulation 34 read with Schedule V of the SEBI (LODR) Regulations, 2015 is annexed to the Corporate Governance Report.

### BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

In compliance with Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable

SEBI Circulars, your Company has prepared a BRSR in the prescribed format for the financial year ended March 31, 2025 describing initiatives undertaken from an environmental, social and governance perspective, which is annexed to the Annual Report.

The Policy on Business Responsibility and Sustainability Report (BRSR) has been uploaded on the website of the Company at [www.shyammetalics.com](http://www.shyammetalics.com) and is available at the link <https://www.shyammetalics.com/wp-content/uploads/2022/07/Business-Responsibility-Policy.pdf>

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section titled "Management Discussion and Analysis Report" (MDA), forms part of the Annual Report.

### ANNUAL RETURN

In accordance with the provisions of Sections 92 and 134(3)(a) of the Act read with the Companies (Management and Administration) Rules, 2014, the Annual Return for the financial year ended March 31, 2025 has been uploaded on the website of the Company on the following link: [https://www.shyammetalics.com/wp-content/themes/shyam/assets/investors/annual-return/Form%20MGT-7%20\(Annual%20Return%20FY%2024-25\).pdf](https://www.shyammetalics.com/wp-content/themes/shyam/assets/investors/annual-return/Form%20MGT-7%20(Annual%20Return%20FY%2024-25).pdf)

### WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company has formed a Whistle Blower Policy / Vigil Mechanism policy as required under Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR) Regulations, 2015. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. No personnel of the Company denied access to the Audit Committee. The Whistle-blower Policy is available on our website, at <https://www.shyammetalics.com/wp-content/uploads/2025/04/Whistle-Blower-Policy.pdf>.

### PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company is committed to provide a safe and conducive work environment to all its employees and associates and has zero tolerance towards sexual harassment at workplace. The Company has adopted the policy against Sexual Harassment of Women at Workplace, for the purpose of preventing, prohibiting and redressing sexual harassment of female employees including permanent, temporary, on training and on contract basis at all the workplace within the company, which are based on the fundamental principles of justice and fair play.

Further, an Internal Complaints Committee (ICC) has been constituted at every location where offices of the Company are situated which shall be responsible for redressal of complaints related to sexual harassment.

The Company has adopted an Anti-sexual Harassment Policy at workplace in line with the provisions of the Sexual Harassment

of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The Company has put in place suitable processes and mechanisms to ensure issues of sexual harassment, if any, are effectively addressed. During the year under review, there were no complaints of sexual harassment received / reported.

### AWARDS AND RECOGNITIONS

The Company was honoured with multiple prestigious awards, underscoring its unwavering commitment to operational excellence, organizational culture, and people-centric leadership during the financial year 2024-25.

A key highlight was being certified as a **“Great Place to Work”**, a recognition that reflects the Company's dedication to fostering a high-trust, high-performance work environment. This achievement reaffirms our focus on employee engagement, workplace inclusivity, and the holistic well-being of our workforce.

### INDUSTRIAL RELATIONS

Industrial Relations in the Company continued to be cordial during the year.

### MISCELLANEOUS

1. There were no instances where the Board of Directors have not accepted the recommendations of audit committee.
2. No such transaction was reported where there is difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions.

### GREEN INITIATIVES

As a responsible corporate citizen, the Company supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs (MCA), Government of India enabling electronic delivery of documents including Annual Report, etc. to Members at their e-mail address already registered with the Depository Participants (DP's) and

Registrar and Transfer Agent (RTA). Additionally, the Company conducts various meetings by means of electronic mode in order to ensure the reduction of carbon footprint.

Pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (MCA), Government of India and Securities and Exchange Board of India (SEBI), Notice of the 23<sup>rd</sup> AGM and the Annual Report of the Company for the year 2024-25 are being sent to the Members only by e-mail.

In view of the above, the shareholders who have not yet registered their e-mail addresses are requested to register the same with their DP's/the Company's RTA for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company electronically.

### ACKNOWLEDGEMENTS

Your Board expresses its deep sense of gratitude and would like to place on record deep appreciation to all the stakeholders including customers, business partners, vendors (both international and domestic), bankers, financial institutions and associates for all the support rendered during the year.

Your Board expresses their sincere appreciation for the continued co-operation and support extended to the Company by the Central Government, the Government of West Bengal and Odisha, Regularity Authorities, Stock Exchanges, Municipal Authorities and local authorities in areas where we are operational and communities at large.

Your Board is deeply grateful to our investors and shareholders for the confidence and faith that has been reposed in us.

The Board acknowledges, appreciates and values the unwavering efforts by the employees, workmen and staffs including the Management headed by the Executive Directors who have worked together as a team and overall challenging environment. The Board also appreciates the Independent Directors and the Non-Executive Directors of the Company for their contribution by way of strategic guidance, sharing of knowledge, experience and wisdom, which helps your Company to take the right decisions in achieving its business goals.

For and on behalf of the Board of Directors

Sd/-

**Brij Bhushan Agarwal**

Vice Chairman and Managing Director  
(DIN: 01125056)

Sd/-

**Sanjay Kumar Agarwal**

Joint Managing Director  
(DIN: 00232938)

Place: Kolkata

Date: 9<sup>th</sup> May, 2025



## FORM NO. AOC - 1

Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures  
(Pursuant to first proviso of sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

## Part "A": Subsidiaries

Sl. No.	Particular	Shyam Power Ltd.	Shyam Energy Ltd.	Shree Venkateshwara Electrocast Pvt. Ltd.	Ramsarup Industries Ltd.	SS Natural Resources Pvt. Ltd.	Meadow Housing Pvt. Ltd.	Whispering Developers Pvt. Ltd.	Nirjhar Commodities Pvt. Ltd.	Shree Sikhar Iron & Steel Pvt. Ltd.	Shyam Metals International DMCC	SMEL Steel Structural Pvt Ltd.
		Wholly owned subsidiary of Shyam Metals and Energy Limited	Subsidiary of Shyam SEL and Power Limited	Subsidiary of Shyam SEL and Power Limited	Subsidiary of Shyam SEL and Power Limited	Subsidiary of Shyam SEL and Power Limited	Subsidiary of Shyam SEL and Power Limited	Subsidiary of Shyam SEL and Power Limited	Subsidiary of Shyam SEL and Power Limited	Subsidiary of Shyam SEL and Power Limited	Wholly owned Subsidiary of Shyam SEL and Power Limited	Subsidiary of Shyam SEL and Power Limited
		(₹ in Crores)	(₹ in Crores)	(₹ in Crores)	(₹ in Crores)	(₹ in Crores)	(₹ in Crores)	(₹ in Crores)	(₹ in Crores)	(₹ in Crores)	(Amt. in AED)	(₹ in Crores)
1.	Reporting period for the subsidiary concerned	31.03.25	31.03.25	31.03.25	31.03.25	31.03.25	31.03.25	31.03.25	31.03.25	31.03.25	31.03.25	31.03.25
2.	Share capital	44.13	1.96	1.87	5.00	0.61	1.05	0.74	0.01	0.58	450,000	0.01
3.	Reserves & surplus	5,672.79	93.22	(16.72)	1,725.99	(16.33)	(0.66)	(0.70)	(0.39)	3.13	(266,274)	(0.02)
4.	Total assets	9,736.50	108.35	52.74	2,070.96	17.09	0.45	5.71	0.31	3.98	250,409	30.95
5.	Total Liabilities	4,019.68	13.18	67.59	339.98	32.81	0.06	5.67	0.69	0.27	66,683	30.95
6.	Investments	574.28	99.23	-	-	5.00	-	-	-	0.03	0	-
7.	Turnover	9219.22	-	91.75	285.56	-	-	-	0.00	0.00	0	-
8.	Profit before taxation	578.21	(0.05)	(2.12)	5.63	(1.97)	(0.01)	(0.01)	0.00	(0.03)	(101,675)	(0.01)
9.	Provision for taxation	161.11	-	-	-	0.27	-	-	-	0.01	-	-
10	Profit after taxation	417.16	-0.05	(2.12)	5.63	(2.24)	(0.01)	(0.01)	0.00	(0.04)	0.00	(0.01)
11.	Proposed Dividend	Nil	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12.	% of shareholding	100	87.12	90	60	60	71.43	67.57	51	99.91	100	100

Note: 1. SMEL Steel Structural Pvt. Ltd. has become the wholly owned subsidiary of Shyam SEL and Power Limited on 23<sup>rd</sup> August, 2024.

2. Shyam Metals Flat Product Pvt. Ltd. has merged with Shyam SEL and Power Limited w.e.f. 1<sup>st</sup> April, 2024 vide Order dated 17<sup>th</sup> March, 2025 of the Hon'ble National Company Law Tribunal (NCLT), Kolkata bench.

Note 2: SSPL has issued OCD of ₹ 800 Crores and Ramsarup Industries Ltd. has issued OCD of ₹ 813 Crores which has been included in Sl. No. 5 "Total Liabilities".

- Names of subsidiaries which are yet to commence operations:
  - Shyam Metals International DMCC
- Names of subsidiaries which have been liquidated or sold during the year:
 

NIL

## Part "B": Associates and Joint Ventures

## Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(₹ in Crores)

Name of Associates/Joint Ventures	Meghana Vyapar Pvt. Ltd. (Associate of Shyam Metals and Energy Limited)	Kolhan Complex Pvt. Ltd. (Associate of Shyam SEL and Power Limited)	MJSJ Coal Ltd. (Joint Venture of Shyam Metals and Energy Limited)	Kalinga Energy & Power Ltd. (Joint Venture of Shyam SEL and Power Limited)
<b>1. Latest audited Balance Sheet Date</b>	31.03.2025	31.03.2025	31.03.2025	31.03.2025
<b>2. Shares of Associate/Joint Ventures held by the company on the year end</b>				
No.	100000	133400	8559000	1250000
Amount of Investment in Associates/Joint Venture	0.10	1.20	8.56	0.13
Extend of Holding %	33.51	41.28	9.00	50.00
<b>3. Description of how there is significant influence</b>	33.51% of Shareholding gives equal right to exercise the power	41.28% of Shareholding gives equal right to exercise the power	9% of Shareholding gives equal right to exercise the power	50% of Shareholding gives equal right to exercise the power
<b>4. Reason why the associate/joint venture is not consolidated</b>	N.A.	N.A.	Joint Venture MJSJ Coal Limited has been excluded from consolidation as the group doesn't have any control thereto.	N. A
<b>5. Net worth attributable to Shareholding as per latest audited Balance Sheet</b>	9.38	1.37	Nil	0.00
<b>6. Profit / Loss for the year</b>				
i. Considered in Consolidation	1.72	0.00	-	0.00
ii. Not Considered in Consolidation	-	-	-	-

- Names of associates or joint ventures which are yet to commence operations: **Nil**
- Names of associates or joint ventures which have been liquidated or sold during the year: **Nil**



## Annexure – II

### FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

#### 1. Details of contracts or arrangements or transactions not at arm's length basis:

a)	Name(s) of the related party and nature of relationship	
b)	Nature of contracts / arrangements/ transactions	
c)	Duration of the contracts / arrangements/transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	Nil
f)	date(s) of approval by the Board	
g)	Amount paid as advances, if any:	
h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

#### 2. Details of material contracts or arrangement or transactions at arm's length basis:

a)	Name(s) of the related party and nature of relationship	
b)	Nature of contracts / arrangements/ transactions	
c)	Duration of the contracts/ arrangements/transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
e)	Date(s) of approval by the Board, if any	
f)	Amount paid as advances, if any	

## Annexure – III

### PARTICULARS OF MANAGERIAL REMUNERATION

Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) **The ratio of the remuneration of each Director to the median remuneration of the employees for the Financial year 2024-25 and percentage increase in remuneration of the Directors and Key Managerial Personnel of the Company for the financial year:**

Name of Directors & Key Managerial Personnel	Designation	Remuneration of Director/KMP for the F.Y 2024-25 (₹ in Crores)	Percentage Increase in Remuneration	Ratio to median remuneration
<b>Non-Executive Director</b>				
Mr. Mahabir Prasad Agarwal	Non-Executive and Non-Independent Chairman	-	-	-
<b>Executive Directors</b>				
Mr. Brij Bhushan Agarwal	Vice Chairman & Managing Director	2,40,00,000	0%	66.66 : 1
Mr. Sanjay Kumar Agarwal	Joint Managing Director	60,00,000	0%	16.66 : 1
Mr. Deepak Agarwal	Director – Finance & CFO	84,00,000	56%	23.33 : 1
Mr. Dev Kumar Tiwari	Whole-time Director	58,04,452	37%	16.12 : 1
Mr. Sheetij Agarwal	Whole-time Director	60,00,000	155%	16.66 : 1
<b>Independent Directors</b>				
Mr. Kishan Gopal Baldwa	Independent Director	4,85,000	52%	1.34 : 1
Mr. Yudhvir Singh Jain **	Independent Director	2,75,000	N.A	0.76 : 1
Mr. Malay Kumar De	Independent Director	2,65,000	194%	0.73 : 1
Mr. Nand Gopal Khaitan	Independent Director	1,90,000	192%	0.52 : 1
Mr. Shashi Kumar	Independent Director	3,15,000	385%	0.87 : 1
Mrs. Rajni Mishra	Independent Director	5,35,000	118%	1.48 : 1
Mr Chandra Shekhar Verma *	Independent Director	1,25,000	N.A	0.34 : 1
<b>Key Managerial Personnel</b>				
Mr. Birendra Kumar Jain	Company Secretary	16,02,770	N.A	4.45 : 1

Notes:

\* Mr. Chandra Shekhar Verma was appointed as an Independent Director w.e.f 4<sup>th</sup> July 2024. Since the remuneration of Mr. Verma is only for part of the year, the percentage increase in the remuneration over the previous year as well as the ratio of his remuneration to median remuneration is not comparable and hence not stated.

\*\* Mr. Yudhvir Singh Jain ceased to be an Independent Director w.e.f. 24<sup>th</sup> October 2024 due to his demise.

- (ii) **Percentage increase in the median remuneration of employees in the Financial Year:** 7.71%
- (iii) **The number of permanent employees on the role of the Company:** 4593
- (iv) **Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** The average percentile increase in the Salaries of the employees and management was around **7.71%**. There was no exceptional circumstance where the managerial remuneration was increased during the year.
- (v) **Affirmation:** It is hereby affirmed that the remuneration paid to the Directors, Key Managerial Person and other employees is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Sd/-

Sd/-

**Brij Bhushan Agarwal**

Vice Chairman and Managing Director  
(DIN: 01125056)

**Sanjay Kumar Agarwal**

Joint Managing Director  
(DIN: 00232938)

Place: Kolkata

Date: 9<sup>th</sup> May, 2025



**Statement of Particulars of Top 10 Employees pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sl.	Emp	Name of the Employees	Designation	Remuneration Received (₹)	Nature of Employment	Qualification	Experience (Years)	Date of commencement of employment	Age (Years)	Last Employment	% of Equity Share held in the Company	Relation with Director, if any
1	11100001	Brij Bhushan Agarwal	Vice Chairman & Managing Director	2,40,00,000	Permanent	Graduate	22 Years	11-12-2002	52 Years	NA	8.34%	Son of Mr. Mahabir Prasad Agarwal, Cousin of Mr. Sanjay Kumar Agarwal and Father of Mr. Sheetij Agarwal
2	11100002	Sanjay Kumar Agarwal	Joint Managing Director	60,00,000	Permanent	Graduate	22 Years	11-12-2002	49 Years	NA	0.01%	Nephew of Mr. Mahabir Prasad Agarwal and Cousin of Mr. Brij Bhushan Agarwal
3	111000087	Deepak Agarwal	Director – Finance & CFO	84,00,000	Permanent	Company Secretary (CS)	24 Years	14-07-2014	51 Years	Shyam SEL and Power Limited	0.01%	None
4	1103692	Sheetij Agarwal	Whole-Time Director	60,00,000	Permanent	Graduate	4 Years	10-11-2023	26 Years	Shyam SEL and Power Limited	0.00%	Grandson of Mr. Mahabir Prasad Agarwal and Son of Mr. Brij Bhushan Agarwal
5	11100201	Dev Kumar Tiwari	Whole-Time Director	58,04,414	Permanent	Graduate	19 Years	10-04-2009	54 Years	Shyam SEL and Power Limited	0.00%	None
6	55029256	Suryakant Kahalsingh	COO - Sambalpur	72,00,000	Permanent	B.Tech - Mechanical	22 Years	08-05-2024	43 Years	Sakambari Ispat Power Ltd.	0.00%	None
7	55016890	Niranjan Mahapatra	Senior Vice President	61,25,000	Permanent	B. E	28 Years	08-10-2022	50 Years	JSW Steel	0.00%	None
8	1103707	Sunil Kakani	Sr. GM	56,00,000	Permanent	C.A & C.S	17 Years	22-02-2024	41 Years	Sakambari Ispat Power Ltd.	0.00%	None
9	22200037	Sayan Chatterjee	GM	50,00,004	Permanent	MBA - Marketing	13 Years	12-03-2014	35 Years	Shyam SEL and Power Limited	0.00%	None
10	11020	Aneesh Mishra	Associate President	44,00,000	Permanent	MBA	25 Years	06-08-2021	46 Years	SKS Ispat & Power Limited	0.00%	None

**Note: There is no Employee other than the “Chairman & Managing Director” employed throughout the year and in receipt of remuneration not less than ₹10,200,000/- per annum and not less than ₹ 8,50,000/- per month.**

For and on behalf of the Board of Directors

Sd/-

Sd/-

**Brij Bhushan Agarwal**  
Vice Chairman and Managing Director  
(DIN: 01125056)

**Sanjay Kumar Agarwal**  
Joint Managing Director  
(DIN: 00232938)

Place: Kolkata  
Date: 9<sup>th</sup> May, 2025

# Annexure – IVA

## FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members,

**SHYAM METALICS AND ENERGY LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHYAM METALICS AND ENERGY LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2025 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2025, to the extent applicable, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;
- iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings;
- v) The Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") or by SEBI, to the extent applicable:

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations")
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- vi) Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing/trading companies, the following laws/acts are also, inter alia, applicable to the Company:
  - a) The Boilers Act, 1923
  - c) The Petroleum Act, 1934
  - d) The Legal Metrology Act, 2009

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.



We further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. We further report that during the year under review, due to the sudden demise of Mr. Yudhvir Singh

Jain, Independent Director on 24<sup>th</sup> October 2024, the composition of the Nomination and Remuneration Committee (NRC) and Stakeholders Relationship Committee (SRC) was temporarily below the mandated minimum criteria as prescribed under the Listing Regulations, for the period from 25<sup>th</sup> October 2024 to 7<sup>th</sup> November 2024. Despite this, meetings of the NRC and SRC were duly held on 7<sup>th</sup> November 2024 and 6<sup>th</sup> November 2024, respectively, with quorum present. The Company subsequently reconstituted both committees in full compliance with the regulatory requirements within the stipulated time-frame.

We further report that the Company has duly filed the Report of the Monitoring Agency and the Statement of Deviation and Variation for the quarter ended March 31, 2024, with the Stock Exchanges on May 24, 2024, and May 30, 2024, respectively.

We further report that during the audit period, the Company has passed a special resolution for appointment of Mr. Chandra Shekhar Verma (DIN: 00121756) as Independent Non-Executive Director of the company for a term of 5 (five) consecutive years from 4<sup>th</sup> July, 2024 to 3<sup>rd</sup> July, 2029

This report is to be read with our letter of even date which is annexed as **Annexure – I** which forms an integral part of this report.

For **MKB & Associates**  
Company Secretaries  
Firm Reg No: P2010WB042700

**Manoj Kumar Banthia**  
Partner  
Membership no. 11470  
COP no. 7596

Peer Review Certificate No.:1663/2022

Date: 09.05.2025  
Place: Kolkata  
UDIN: A011470G000310307

**Annexure- I**

To

The Members,

**SHYAM METALICS AND ENERGY LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **MKB & Associates**

Company Secretaries

Firm Reg No: P2010WB042700

**Manoj Kumar Banthia**

Partner

Membership no. 11470

COP no. 7596

Peer Review Certificate No.:1663/2022

Date: 09.05.2025

Place: Kolkata

UDIN: A011470G000310307



# Annexure – IVB

## FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**M/s Shyam Sel and Power Limited**  
S S Chamber,  
5, C.R. Avenue  
Kolkata – 700072

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Shyam Sel and Power Limited** (hereinafter called "the Company") during the financial Year ended 31<sup>st</sup> March 2025. Secretarial Audit was conducted on test check basis, in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2025 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I further report that compliance with applicable laws is the responsibility of the Company and my report constitutes an independent opinion. My report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the Company.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2025 according to the provisions of the following laws especially applicable to the Company:

- (i) The Companies Act, 2013 (the Act) and the rules made there-under;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
- (iii) Foreign Exchange Management Act, 1999 and rules and regulations made thereunder.
- (iv) Other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/industry are:
  - a) West Bengal Shop and Establishment Act, 1963

- b) The Employees Provident Funds and Miscellaneous Provisions Act, 1952
- c) The Boiler Act, 1923
- d) The Petroleum Act, 1934
- e) The Legal Metrology Act, 2009
- f) Water (Prevention and Control of Pollution) Act, 1974

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

On the basis of audit as referred above, to the best of my knowledge, understanding and belief, I am of the view that during the period under review, the Company has, save and except the observations of the Statutory Auditors of the Company in their report for the period under review complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above:

#### I further report that

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) Majority decision is carried through and recorded as part of the Minutes of the Meeting of the Board of Directors.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

#### I further report that

1. The Hon'ble National Company Law Tribunal (NCLT), Kolkata had approved the Scheme of Amalgamation of Shyam Metals Flat Product Private Limited (Transferor Company) vide petition No. CP (CAA) No. 196 KB/2024 connected with CA (CAA) No. 161/ KB/2024 with Shyam Sel and Power Limited (Transferee Company), Wholly Owned Subsidiary of the Company on 17<sup>th</sup> March, 2025 under section 230-232 of the Companies Act, 2013.
2. SMEL Steel Structural Pvt. Ltd. became Wholly owned subsidiary of the Company w.e.f 23.08.2024
3. Mr. Shashi Kumar (DIN: 00116600) was appointed as an Additional Director in category of Independent Director with effect from 6<sup>th</sup> November, 2024.
4. Mr. Abhishek Jalan (PAN: AHGPJ9802J) had resigned from the position of Chief Financial Officer of the Company w.e.f 9<sup>th</sup> January, 2025 due to personal reasons and there was no other material reason whatsoever.
5. Mr. Yudhvir Singh Jain (DIN: 06507365) ceased to be an Independent Director of the Company w.e.f. 24<sup>th</sup> October, 2024 due to death.
6. Mr. Sumit Chakraborty (DIN: 09568458) had resigned from the Board of Directors of the Company with effect from 1<sup>st</sup> April, 2025 due to personal reason.
7. The Company has issued Zero Coupon Optionally Convertible Debentures of ₹ 800.00 Crores in multiple tranches during the year under review.

This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of the report.

Date : 08.05.2025  
Place: Kolkata

Signature:  
**Mukesh Chaturvedi**  
FCS No.11063  
C P No.:3390  
UDIN: F011063G000294643  
Peer Review Certificate No. 939/2020



**Annexure- A**

To,  
The Members,  
**Shyam SEL and Power Limited**  
S S Chamber,  
5, C.R. Avenue  
Kolkata – 700072

My Secretarial Audit Report for the Financial Year ended 31st March, 2025 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were, to the best of my understanding, appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness, appropriateness or adequacy of financial records, Book of Accounts and decisions taken in board and in committees of the Company, during the period under review. However, I have verified as to whether or not the board process and approvals in various committees have been compiled with or not, during the period under review.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards in the responsibility of management. My examination was limited to the verification of procedures on test basis to assess the compliance of secretarial duties and board process.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Signature:

**Mukesh Chaturvedi**

FCS No.11063

C P No.:3390

UDIN: F011063G000294643

Peer Review Certificate No. 939/2020

Date : 08.05.2025

Place: Kolkata

# Annexure-V

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES OF THE COMPANY

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

### 1. Brief outline on CSR Policy of the Company:

In accordance with the notification issued by the Ministry of Corporate Affairs dated 27<sup>th</sup> February 2014 under section 135 & Schedule VII of the Companies Act 2013, the Company's Corporate Social Responsibility (CSR) is enunciated.

As a corporate citizen, Shyam Metalics is committed to deliver on its responsibilities towards its communities, people and the society at large to ensure the social upliftment of the communities in which it operates through CSR initiatives. The Company carries out its social development through Shyam Metalics Foundation. Its key focus areas are education, health and nutrition, water, environment, skill development, promoting sports, animal welfare etc. The Company had adopted CSR Policy as recommended by the CSR Committee and duly approved by the Board of Directors, pursuant to Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Policy lays down the guidelines and mechanism for undertaking socially useful programmes for welfare and sustainable development of the community at large.

Corporate Social Responsibility has been an integral part of the way company have been doing business. The Company believes successful implementation of the CSR projects are very important for the society with a intent to contribute to the society where we operates and meeting the sustainable development goals designed to be a "Blueprint to achieve a better and more sustainable future for all."

### 2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Mahabir Prasad Agarwal*	Chairman	4	4
2.	Mr. Brij Bhushan Agarwal	Member/Managing Director	4	4
3.	Ms. Rajni Mishra	Member/Director	4	4
4.	Mr. Deepak Agarwal@	Member/Director	NA	NA

\* Ceased to be a member of the Board and of the committee w.e.f. closure of business hours of 9<sup>th</sup> May, 2025.

@ Appointed as Chairman & Member of the committee w.e.f. 10<sup>th</sup> May, 2025.

### 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

**Composition of CSR Committee:** <https://www.shyammetalics.com/wp-content/uploads/2025/07/Committee-Composition.pdf>

**CSR Policy:** [https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL\\_Policy-Doc\\_CSR-Policy.pdf](https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL_Policy-Doc_CSR-Policy.pdf)

**CSR Projects approved by the Board:** <https://www.shyammetalics.com/investors/other-compliances/>

### 4. The Executive summary along with web-link(s) of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

The Company has engaged an independent impact assessment agency, viz. Median Research and Consulting Private Limited to carry out the Impact Assessment of the CSR interventions of the Company for the financial years 2022-23 and 2023-24. The CSR efforts of the Company have created a very meaningful and needful impact through all the key focus areas like education, health, water, environment, skills, culture and livelihoods, animal welfare etc. In all the chosen thematic areas have shown growth, outcomes and impact across all the verticals.

The Impact Assessment Report issued for the aforesaid period confirms that efforts of SMEL have positively impacted in all the areas of CSR activities. Near the plant periphery area, CSR activities focussing on sustainable development and enhancing community well-being over five Gram Panchayat, twenty-two revenue villages, covering seventy-one Habitation having population of 38398 people covering 7042 households. In the animal welfare area more than one lakhs cows were served during the period of report and more than two thousand sick and injured cows were treated in the veterinary hospital build with the initiative of the company and more than 150 local women skill developed for the cow-care and farming activities.



These comprehensive efforts underscore SMEL's unwavering commitment to fostering societal welfare and driving positive change in the communities we serve. The Impact assessment Report is available on the Company's website at the following web-link: <https://www.shyammetalics.com/wp-content/uploads/2025/07/SMEL-CSR-Impact-Assessment-Report-Final-27.07.25.pdf>

- (₹ Crore)
5. a). Average net profit of the company as per section 135(5) : **601**
- b). Two percent of average net profit of the company as per section 135(5) : **12.02**
- c). Surplus arising out of the CSR projects or programmes or activities of the previous financial years : **Nil**
- d). Amount required to be set off for the financial year, if any : **3.60**
- e). Total CSR obligation for the financial year [(b)+(c)-(d)] : **8.42**
- (₹ Crore)
6. a). Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) : **10.16**
- b). Amount spent in Administrative Overheads : **Nil**
- c). Amount spent on Impact Assessment, if applicable : **Nil**
- d). Total amount spent for Financial Year [(a)+(b)+(c)] : **10.16**
- e). CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹ crore)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
10.16	Nil	NA	NA	Nil	NA

- f). Excess amount for set off, if any:

Sl. No.	Particulars	Amount (In ₹ crores)
(i)	Two percent of average net profit of the company as per section 135(5)	12.02
(ii)	Total amount spent for the Financial Year	10.16
(iii)	Excess amount spent for the financial year	3.60
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii) – (iv)]	1.74

7. Details of Unspent CSR amount for the preceding three financial years:

Amount (In ₹ crores)

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6)	Balance Amount in Unspent CSR Account under Section 135(6)	Amount spent in the reporting Financial Year	Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5), if any		Amount remaining to be spent in succeeding financial years	Deficiency, if any
					Amount	Date of transfer		
1.	2023-24	NIL	NIL	13.14	NA	NA	NIL	NA
2.	2022-23	NIL	NIL	3.15	NA	NA	NIL	NA
3.	2021-22	NIL	NIL	17.98	NA	NA	NIL	NA

8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year: **No**
9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) of the Companies Act, 2013: **Not Applicable**

Sd/-

**Mr. Mahabir Prasad Agarwal**

DIN:00235780

(Chairman CSR Committee)

Place: Kolkata

Date: 09/05/2025

## Annexure – VI

### INFORMATION IN ACCORDANCE WITH THE PROVISIONS OF SECTION 134(3)(m) OF THE COMPANIES ACT, 2013, READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014 REGARDING CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

2024-25

#### A. ENERGY CONSERVATION

The Company continued to focus on initiatives that enables to improve efficiency in energy use and has deployed several technological adoption to conserve energy.

Energy conservation was taken up as a key improvement during the year and the approach prioritises actions through a three-pronged strategy:

1. **Prevention / minimization** – i.e., Preventing Wastage / minimization of energy usage by Achieve lower values of fuel / energy consumption.
2. **Improving Recovery** – Deploying innovative methods of recovering higher amount of unused fuel heat in various process exhausts / recovery system.
3. **Higher Re-use / Re-cycling** – studying available potential of recovered energy from various sources and doing a cost-benefit analysis of practices required.

#### Steps Taken for Energy Conservation:

1. The details of energy efficiency improvement measures implemented, investment made and savings in energy achieved and progress made in the implementation of other recommendation are as follows:

Sl. No.	Description of energy efficiency improvement measure	Verified energy savings (KWh)	Fuel
1	WHRB #8 sonic system installation in place of soot blower at CPP	68416	Electricity
2	AFBC Boiler 2: drag chain removed to 3 no DCF used for direct feeding of fuel at CPP	97236	Electricity
3	VAM cooling water transfer pump of 30 KW removed at CPP.	262800	Electricity
4	DE dusting fan 55kw motor modification done .Star-Delta to VFD at DRI1	235490	Electricity
5	Back filter 45 kw Star-Delta replaced with VFD at DRI2.	53520	Electricity
6	30NOS OF 40 W Fluorescent tube light replace by 20 w LED Tube Light at SMS1	6570	Electricity

Sl. No.	Description of energy efficiency improvement measure	Verified energy savings (KWh)	Fuel
7	Furnace coil cooling motor2 X 55KW CHANGE IE2 TO IE3 at SMS1	53520	Electricity
8	Online sponge iron conveyor 11KW IE2 MOTOR CHANGE TO IE3 at sms1.	10704	Electricity
9	Online sponge iron conveyor 7.5KW IE2 MOTOR CHANGE TO IE3 at SMS1.	5352	Electricity
10	LT capacitor bank of 750kvar installed at LCFC	255500	Electricity
<b>Total</b>		1049108	Electricity

A.1. WHRB #8 sonic system installation done and removed the long rotary soot blower (4 x0.75kw) and Rotary soot blower (15 x 0.37kw) motor at CPP.

2. INAFBC2,3 number of DCF (3x3.7kw) motor removed done.
3. VAM cooling water transfer pump of 30 KW removed now cooling water is directly intake done with the help of ACW pump at CPP.
4. DE dusting fan 55kw motor modification done .Star-Delta to VFD at DRI1.
5. Back filter 45 kw motor modification done star Delta to VFD at DRI2.
6. 30NOS OF 40 W Fluorescent tube light replace by 20 w LED LED TUBE LIGHT at SMS1.
7. Furnace coil cooling motor (2 X 55KW) replaced IE2 TO IE3 at SMS1
8. Online sponge iron conveyor 11KW IE2 Motor replaced by IE3 at sms1.
9. Online sponge iron conveyor 7.5 KW IE2 Motor replaced by IE3 at sms1.
10. LT capacitor bank of 750kvar installed at LCFC.



## B. Technology Absorption, Adoption and Innovation

1. Erection of additional Magnetic Separator for dola char screening to reduce Mag% in dola char fuel.
2. Condenser Ball Cleaning System Installation in TG#4 to enhance condenser heat transfer which in turn will help achieving designed condenser performance.
3. Below the Dola char silo to direct feeding of fuel to CHP ground hopper to reduce the vehicle handling inside the plant.
4. Sonic Soot Blower System installation for steam saving of WHRB #7, #8 implementation to be done. Savings per boiler is estimated to be around ₹ 14,76,000/- per WHRB Boiler. In terms of Power, 0.6 MW Energy saving per day.
5. Installation of Pneumatic Long distance Ash Conveying Line of DRI2 to new Silo to enhance the environment condition by reducing heavy vehicle movement inside the plant.
6. In addition to 1.21 Mwp Floating Solar Power Plant Installed inside SMEL, Sambalpur, the management has proposed a plan to Odisha Govt. for installation of 100 MWp Ground mounted Solar Power Plant at Sonpur Odisha and installation of rooftop solar unit of 5 Mwp inside the plant premises which has started.
7. Installation of Bed Ash Conveying System in AFBC Boilers for automation of Bed Material Handling under commission.
8. Dola Char conveying system commissioning from DRI2 to CHP to reduce heavy vehicle movement inside plant.

### Productivity

1. Additional 10000 m<sup>3</sup> / day WWTP#3 proposed to installed for waste water treatment. Annual Projected Saving - ₹ 3 Cr/-.

2. SMS 2 revamping of furnace from 6T to 8T Increase in production by 6300 MT p.a. It is ongoing project.
3. CFBC #230TPH& TG # 90 MW unit-2 under Project to meet future power demand of SMEL.
4. WHRB # 3 & WHRB #4 PLC to DCS operating system to smooth operation of boiler/production.
5. Sponge Iron Container loading system has added for additional rail despatch system.
6. Condenser Ball Cleaning System Installation in TG #4 for vacuum enhancement.

### Research and Development (R&D)

1. Development of Control & Instrumentation Lab
2. Enhancement of Central Workshop
3. Rain Water Harvesting System
4. Modifications of Roads & Drainage System to collect, manage & treat waste and rain water.
5. Hybrid power generation to reduce auxiliary power consumption of unit.

## C. FOREIGN EXCHANGE EARNINGS AND OUTGO:







The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows as under:

(₹ In Crores)

Particulars	F.Y 2024-25	F.Y 2023-24
Foreign Exchange Earnings	83.06	188.08
-Inflow		
Value of Direct Imports (CIF Value) – Outgo	953.03	324.05
Expenditure in Foreign Currency – Outgo	1.29	0.82

# Business Responsibility and Sustainability Report

SDG	SDG Theme	Aligned BRSR Principle(s)	Indicators / KPIs to report
	No Poverty	P3, P8	<ul style="list-style-type: none"> <li>14,830 beneficiaries through CSR activities</li> <li>46.57% workers earning more than minimum wage</li> <li>Employment generated for rural peoples through Skill development programmes</li> </ul>
	Good Health & Well-being	P3, P6	<ul style="list-style-type: none"> <li>83% of employees and 63% of workers covered under medical insurance</li> <li>0.94 Number of safety incidents (LTIFR) (Employee)</li> <li>100% Occupational health surveillance coverage</li> </ul>
	Quality Education	P5, P8	<ul style="list-style-type: none"> <li>1,490 beneficiaries on education initiatives</li> <li>Education support was provided to 21 schools across three Gram Panchayats</li> </ul>
	Gender Equality	P3, P5	<ul style="list-style-type: none"> <li>1.6% women in workforce, leadership, board</li> <li>POSH training - 59.1% of female coverage</li> <li>Gross wages paid to females accounted for 1.32% of total wages</li> </ul>
	Clean Water & Sanitation	P6	<ul style="list-style-type: none"> <li>0.000047 Water intensity (KL/₹ revenue)</li> <li>100% water recycled &amp; reused</li> <li>2 systems implemented ZLD systems implementation</li> <li>46,887 beneficiaries on clean water in villages through CSR</li> </ul>
	Affordable & Clean Energy	P6, P2	<ul style="list-style-type: none"> <li>0.19% renewable energy in total energy use</li> <li>24,276.02 GJ from renewable sources</li> <li>Rooftop and floating solar installations</li> </ul>
	Decent Work & Economic Growth	P3, P1	<ul style="list-style-type: none"> <li>25,592 Total employment (direct &amp; indirect)</li> <li>26.4% permanent workers</li> <li>35.91% of the total workforce earn more than the minimum wage</li> <li>54% received skill upgradation training</li> </ul>
	Industry, Innovation, and Infrastructure	P2, P6	<ul style="list-style-type: none"> <li>Emission control technologies deployed</li> <li>Solar power 1.085 MWp installed</li> </ul>
	Reduced Inequalities	P3, P5	<ul style="list-style-type: none"> <li>Equal opportunity policy implementation</li> <li>Zero grievances on discrimination (reported &amp; resolved)</li> <li>Gross wages paid to females constitute 1.32% of total wages</li> </ul>

SDG	SDG Theme	Aligned BRSR Principle(s)	Indicators / KPIs to report
	Sustainable Cities and Communities	P6, P8	<ul style="list-style-type: none"> <li>11,309 benefitted on Urban planning support via CSR</li> <li>3854 beneficiaries on safe housing, waste management or roads via CSR</li> </ul>
	Responsible Consumption & Production	P2, P6	<ul style="list-style-type: none"> <li>Dolochar 100% input materials recycled</li> <li>53.37 MT Waste reused/recycled</li> <li>E waste recycled 11.32 MT</li> </ul>
	Climate Action	P6	<ul style="list-style-type: none"> <li>Scope 1 - 54,43,997.66 tCO<sub>2</sub>e, Scope 2 - 3,84,366.40 tCO<sub>2</sub>e</li> <li>0.533 Emissions per tonne of product</li> </ul>
	Life on Land	P6, P8	<ul style="list-style-type: none"> <li>Biodiversity impact assessments - 70% survival rate of plants</li> <li>6464 saplings planted</li> <li>plant premises converted into green cover</li> </ul>
	Peace, Justice & Strong Institutions	P1	<ul style="list-style-type: none"> <li>Zero complaints related to bribery/corruption</li> <li>Zero Whistleblower cases</li> <li>Anti-corruption policy &amp; training coverage</li> </ul>
	Partnerships for the Goals	P1, P9	<ul style="list-style-type: none"> <li>3 projects conducted for social infrastructure</li> <li>9 Participation in industry coalitions</li> </ul>



## SECTION A: GENERAL DISCLOSURES

## I. Details of listed entity

1.	Corporate Identity Number (CIN) of the Company	L40101WB2002PLC095491
2.	Name of the Company	Shyam Metalics and Energy Limited
3.	Year of Incorporation	2002
4.	Registered Office Address	"P-19, (Plate No.: D-403), Taratala Road, CPT Colony, Kolkata, West Bengal 700088"
5.	Corporate Address	"P-19, (Plate No.: D-403), Taratala Road, CPT Colony, Kolkata, West Bengal 700088"
6.	Email Address	<a href="mailto:compliance@shyamgroup.com">compliance@shyamgroup.com</a>
7.	Telephone	+91 33 6521 6521
8.	Website	<a href="http://www.shyammetalics.com/">http://www.shyammetalics.com/</a>
9.	Financial Year Reported	2024-2025
10.	Name of the Stock Exchanges where shares are listed	A. National Stock Exchange of India Limited (NSE) B. BSE Limited (BSE)
11.	Paid-up Capital	₹ 2,79,13,18,530
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Anindya Pal DGM ESG +91 - 9007038704 <a href="mailto:anindya.pal@shyamgroup.com">anindya.pal@shyamgroup.com</a>
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Consolidated Basis
14.	Name of assurance provider	NA
15.	Type of assurance obtained	NA

## II. Products/Services

## 16. Details of business activities (accounting for 90% of the turnover)

Sl. No.	Description of Main Activity	Description of Business Activity	% of turnover of the Company
1.	Manufacturing	Metal and metal products (C7)	99.96%
2.	Trade	Wholesale Trading (G1)	0.04%

## 17. Products/Services sold by the Company (accounting for 90% of the turnover)

Sl. No.	Product/Service	NIC Code	% of total turnover contributed
1	Ferro Alloys	24104	12.66%
2	Sponge Iron	24102	16.97%
3	TMT Bars & Long Products	24109	44.33%
4	Pellets	24109	4.80%
5	Billets	24109	4.58%
6	Stainless Steel	24109	7.34%
7	Aluminium	24202	4.73%
8	Others	24109	4.59%

## III. Operations

## 18. Number of locations where plants and/or operations/offices of the Company are situated:

Location	Number of plants	Number of offices	Total
National	8	17	25
International	0	0	0

## 19. Markets served by the Company

### a. Number of locations

Locations	Number
National (No. of States)	30 (Including union territories)
International (No. of Countries)	28

### b. What is the contribution of exports as a percentage of the total turnover of the Company?

10.63%

### c. Types of customers

Shyam Metalics and Energy Limited (SMEL) is well-regarded for its focus on delivering premium long steel products and ferro alloys. With strategically located manufacturing units in West Bengal and Odisha, Madhya Pradesh the company efficiently serves customers across India's southern, western, northern, and eastern regions. The Sambalpur facility supports the southern and western markets, while the Jamuria and Mangalpur plants cater to the northern and eastern zones. The aluminium rolling mill at Pakuria, West Bengal, is dedicated to producing various types of aluminium foils for food and pharmaceutical use.

Shyam Metalics places strong emphasis on a customer-focused approach. The company maintains active engagement with its business clients, including commercial and industrial users, to thoroughly understand their specific needs. This ongoing interaction enables SMEL to enhance its offerings and deliver customized solutions that not only meet but surpass customer expectations. Operating across B2B, B2C, and B2D segments, Shyam Metalics is committed to fostering long-term relationships and delivering excellence in every engagement.

## IV. Employees

### 20. Details as at the end of Financial Year

#### a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	4,593	4,439	96.65%	154	3.35%
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total employees (D + E)	4,593	4,439	96.65%	154	3.35%
WORKERS						
4.	Permanent (F)	5,545	5,530	99.73%	15	0.27%
5.	Other than Permanent (G)	15,454	15,208	98.41%	246	1.59%
6.	Total workers (F + G)	20,999	20,738	98.76%	261	1.24%

#### b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)					
2.	Other than Permanent (E)					
3.	Total employees (D + E)					
WORKERS						
4.	Permanent (F)					
5.	Other than Permanent (G)					
6.	Total workers (F + G)					

### 21. Participation/Inclusion/Representation of Women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	12	1	8.33%
Key Management Personnel	6	0	0

**22. Turnover rate for permanent employees and workers (disclose trends for the past 3 years)**

	FY'2024-25			FY'2023-24			FY'2022-23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	7.28%	0.10%	7.38%	3%	0.2%	3.2%	2.69%	0	2.69%
Permanent Workers	10.92%	0.15%	11.07%	2.5%	0.1%	2.6%	1.85%	0	1.85%

**V. Holding, Subsidiary and Associate Companies (including joint ventures)****23. Name of holding/subsidiary/associate companies/joint ventures**

Sl. No.	Name of the holding/ subsidiary/ associate companies/joint ventures (A)	Indicate whether Holding/Subsidiary/ Associate/Joint Venture	% of shares held by the Company	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the Company (Yes/No)
1	Shyam SEL and Power Limited	Subsidiary	100%	Yes
2	Shyam Energy Limited	Subsidiary	87.12%	No
3	Shree Venkateshwara Electrocast Private Limited	Subsidiary	90%	No
4	Meadow Housing Private Limited	Subsidiary	71.43%	No
5	Whispering Developers Private Limited	Subsidiary	67.57%	No
6	Nirjhar Commodities Private Limited	Subsidiary	51%	No
7	Shree Sikhar Iron & Steel Private Limited	Subsidiary	99.91%	No
8	S S Natural Resources Private Limited	Subsidiary	60%	No
9	Ramsarup Industries Limited	Subsidiary	60%	Yes
10	Shyam Metalics International DMCC	Subsidiary	100%	No
11	SMEEL Steel Structural Private Ltd.	Subsidiary	100%	No
12	Meghana Vyapar Private Limited	Associate	33.51%	No
13	MJSJ Coal Limited	Joint Venture	9%	No
14	Kolhan Complex Private Limited	Associate	41.28%	No
15	Kalinga Energy & Power Limited	Joint Venture	50%	No

**VI. CSR Details****24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes**(ii) Turnover (in ₹): **15,137.5 Cr.**(iii) Net worth (in ₹): **10,553.33 Cr.****VII. Transparency and Disclosure Compliances****25. Complaints/Grievances on any of the principles (Principle 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom compliant is received	Grievance Redressal Mechanism in place (Yes/ No) (If yes, then provide web link for grievance redressal policy)	FY'2024-25			FY'2023-24		
		No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks	No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks
Communities	Yes, the Company has put in place a structured mechanism to engage with community leaders, enabling a thorough understanding of their concerns and ensuring timely resolution.	Nil	Nil	NA	Nil	Nil	NA



Stakeholder group from whom compliant is received	Grievance Redressal Mechanism in place (Yes/No) (If yes, then provide web link for grievance redressal policy)	FY'2024-25			FY'2023-24		
		No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks	No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks
Investors and shareholders	<p>Yes, the Company has a robust grievance redressal system in place to address concerns raised by investors and shareholders.</p> <p>a) A Stakeholders Relationship Committee has been constituted to monitor and resolve investor grievances. The Company also submits quarterly updates on investor complaints to the stock exchanges. <a href="https://www.shyammetalics.com/investors/investors-grievances-report/">https://www.shyammetalics.com/investors/investors-grievances-report/</a></p> <p>b) KFin Technologies Limited has been appointed as the Company's dedicated Registrar and Transfer Agent to manage investor grievance redressal. <a href="https://scores.sebi.gov.in/scores-home/">https://scores.sebi.gov.in/scores-home/</a></p> <p>c) A dedicated Investor Relations team is available to respond to investor queries. <a href="https://www.shyammetalics.com/investors/investor-relations-contact/">https://www.shyammetalics.com/investors/investor-relations-contact/</a>. The Company also conducts regular Investor/Analyst meetings—including one-on-one meetings, earnings and update calls, and group interactions—the details of which are made available on the Company's website. <a href="https://www.shyammetalics.com/investors/investors-analyst-meet/">https://www.shyammetalics.com/investors/investors-analyst-meet/</a></p>	26	0	NA	27	0	All the complaints were disposed off during the year
Employees and workers	<p>The Company offers a one-stop solution for addressing all employee-related concerns through its dedicated HR-One portal, specifically designed to manage and resolve employee issues. <a href="https://shyam.hrone.cloud/Account/Index">https://shyam.hrone.cloud/Account/Index</a></p> <p>Additionally, the Company has implemented a Whistle-Blower Policy to handle grievances from all stakeholders, including employees. The policy is accessible on the Company's website at <a href="https://www.shyammetalics.com/wp-content/uploads/2025/04/Whistle-Blower-Policy.pdf">https://www.shyammetalics.com/wp-content/uploads/2025/04/Whistle-Blower-Policy.pdf</a></p>	22	0	NA	16	2	NA
Customers	<p>Yes, Shyam Metalics has a well-defined Customer Complaint Management System. <a href="https://www.shyammetalics.com/contact-us/">https://www.shyammetalics.com/contact-us/</a></p>	26	0		36	7	NA
Value Chain Partners	<p>Yes, the Company has a balanced vendor grievance redressal mechanism. Several meets and interactive sessions are being held with the Value Chain Partners. <a href="https://www.shyammetalics.com/wp-content/uploads/2025/04/Whistle-Blower-Policy.pdf">https://www.shyammetalics.com/wp-content/uploads/2025/04/Whistle-Blower-Policy.pdf</a></p>	12	0		15	5	NA
Others	<a href="https://www.shyammetalics.com/wp-content/uploads/2025/04/Whistle-Blower-Policy.pdf">https://www.shyammetalics.com/wp-content/uploads/2025/04/Whistle-Blower-Policy.pdf</a>	NIL	NIL	NA	NIL	NIL	NA

**26. Overview of the Company's material responsible business conduct and sustainability issues pertaining to environment and social matters that present a risk or an opportunity to the business of the Company, rationale for identifying the same approach to adapt or mitigate the risk along with its financial implications, as per the following format:**

Sl. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Environmental Impact Assessment	O	Environmental Impact Assessment (EIA) is an essential process used to assess the potential environmental, economic, and social effects of a proposed project or development. Through a comprehensive EIA, the Company can recognize both positive and negative impacts and implement appropriate measures to maximize the benefits while minimizing any adverse effects. This approach supports the adoption of more sustainable and environmentally responsible business practices.		Positive, a well-conducted EIA offers significant advantages, as it can help the Company avoid expensive environmental remediation or legal issues, while also uncovering opportunities for cost savings and improved operational efficiency.
2	Anti-corruption practices of the company	R	Corruption poses serious legal and reputational risks, along with potential financial losses for the Company. Inadequate anti-corruption measures can leave the Company vulnerable to bribery, fraud, and other unethical conduct, potentially leading to fines, penalties, and a loss of stakeholder trust.	Corruption poses serious legal and reputational risks, along with potential financial losses for the Company. Inadequate anti-corruption measures can leave the Company vulnerable to bribery, fraud, and other unethical conduct, potentially leading to fines, penalties, and a loss of stakeholder trust.	Negative, failure to uphold these standards can have negative consequences, including substantial costs arising from legal actions, financial penalties, and missed business opportunities resulting from reputational harm.
3	Health & safety of employees	R	Failure to ensure a safe working environment can result in accidents, injuries, or fatalities, leading to legal liabilities, operational setbacks, and reputational harm.	To mitigate such risks, the Company has implemented a comprehensive occupational health and safety management system across all its facilities and work sites.  Aligned with ISO 45001 standards, this system ensures compliance with legal requirements and promotes a safe and secure workplace for employees.	Negative, neglecting workplace safety can have adverse consequences, including expenses related to worker compensation claims, legal action, and reduced productivity due to work-related injuries or illnesses.
4	Development and well-being of local communities	O	Actively engaging with and supporting local communities enables the Company to build trust, strengthen its social license to operate, and contribute to the sustainable development of the regions where it functions.		Positive, as it can lead to better community relationships, lower operational risks, and an enhanced brand reputation.
5	Sustainability disclosures	O	Transparent and comprehensive sustainability disclosures enable the Company to showcase its dedication to environmental and social responsibility, build stakeholder trust, and appeal to investors focused on sustainability.		Positive, as it can help the Company secure sustainable financing, attract environmentally and socially responsible investors, and enhance overall financial performance through strengthened stakeholder confidence and brand reputation.
6	Environmental declaration of products	O	Offering environmental declarations for products allows the Company to showcase the sustainability of its products, comply with customer and regulatory expectations, and stand out in the marketplace.		Positive, because it can enable the Company to command premium pricing for its sustainable products, enter new markets, and boost its overall competitiveness.

Sl. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
7	GHG emissions and climate change	R	Greenhouse gas (GHG) emissions and climate change present substantial risks to the Company's operations, supply chain, and reputation. Without effective mitigation and adaptation, the Company may face physical risks like extreme weather events and resource shortages, as well as transition risks including evolving regulations, market changes, and reputational harm.	Shyam Metals is actively addressing these challenges through strategic initiatives. Their solarization project, with a capacity of 1.085 MWp, reduces CO2 emissions by 12.5 lakh kilograms annually—equivalent to planting trees. Furthermore, investments in emission control technologies and the adoption of electric vehicles highlight their dedication to sustainability and environmental responsibility.	Negative, as the Company may incur higher costs due to the physical effects of climate change, such as damage to assets and disruptions in operations and supply chains.
8	Adoption of innovative, resource-efficient and low carbon technologies and solutions	O	Embracing innovative, resource-efficient, and low-carbon technologies can enable the Company to enhance its environmental performance, lower costs, and seize emerging opportunities in the clean technology and renewable energy markets.		Positive, as it may allow the Company to decrease operating expenses through better resource efficiency, qualify for green financing and incentives, and create new revenue streams by offering clean technologies and services
9	Life cycle assessment of products and processes	O	Performing life cycle assessments (LCAs) of products and processes allows the Company to pinpoint opportunities for enhancing the environmental performance of its offerings, cutting resource consumption, and minimizing waste.		Positive, because it can help the Company lower costs related to resource use, waste management, and regulatory compliance, while also boosting market competitiveness by creating more sustainable products.
10	Sustainability in the supply chain	O	Encouraging sustainability practices across the supply chain helps the Company manage environmental and social risks, strengthen operational resilience, and support the overall sustainability of its business.		Positive, as it may enable the Company to lower costs linked to supply chain disruptions, regulatory compliance, and reputational damage
11	Water and effluents	R	Failure to responsibly manage water resources can result in operational disruptions, regulatory non-compliance, and damage to the Company's reputation.	The Company monitors and measures water consumption across all its locations and operations. Its commitment to water stewardship includes identifying opportunities for effective water conservation. Additionally, SMEL promotes the use of recycled water to reduce overall consumption. The Company also implements Zero Liquid Discharge (ZLD) systems at all plants to ensure thorough wastewater treatment in compliance with applicable standards and regulations.	Negative, as the Company may incur higher costs due to water scarcity—such as increased prices and supply interruptions—as well as expenses related to wastewater treatment and regulatory compliance.
12	Air pollution	R	Failure to effectively manage air emissions can lead to fines, legal issues, and community resistance to the Company's operations.	To address this, the Company actively maintains power equipment and regulates the air-to-fuel ratio. This approach helps reduce the production of Nitrogen Oxides (NOx), supporting more sustainable and environmentally friendly operations.	Negative, the Company may face higher costs related to air pollution control technologies, regulatory fines, penalties, and potential legal challenges.



## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<b>Policy and management processes</b>									
1. a. Whether the Company's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Weblink of the policies, if available	P-6    Sustainability policy P-6    Energy policy P-6    Water Policy P-1    Terms and conditions for appointment of Independent Directors P-3 & 5    Anti-Sexual Harassment Policy P-1    Policy of Board Diversity P-1    Business Responsibility Policy P-2 & 9    Risk Management Policy P-1    Anti-Corruption and Anti Bribery Policy P-1    Dividend Distribution Policy P-3    Whistle Blower Policy P-1    Policy for Transactions with Related Parties P-7    Policy for Preservation of Documents P-5    Nomination and Remuneration Policy P-1    Code of Conduct for Directors and Senior Management Executives P-1    Familiarization Programme for Independent Directors P-8    Corporate Social Responsibility Policy P-2    Policy for Determining Material Subsidiaries P-1    Criteria for Making Payments to Non-Executive Directors P-1    Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders P-2    Policy for Determination of Materiality of Events and Information for Disclosure to The Stock Exchange P-5    Criteria for Making Payments to Non-Executive Directors								
2. Whether the Company has translated the policy into procedures. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to the Company's value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by the Company and mapped to each principle.	ISO 9001, ISO 14001, ISO 45001, BIS Registration IS 1786 TMT and BIS Registration IS 2830 Billet ISO 45001 Green Pro certification of TMT & Structural Products Indian labour codes ISO 14001								

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
5. Specific commitments, goals and targets set by the Company with defined timelines, if any.	The company is currently establishing targets for Sustainability Key Performance Indicators (KPIs) related to climate change, energy, water, waste, air emissions, and biodiversity. These targets encompass both short-term (2030) and long-term (2050) goals								
6. Performance of the Company against the specific commitments, goals and targets along with reasons, in case the same are not met.	The Company is actively establishing its goals, targets, and performance tracking mechanisms to fulfil its commitments								
Governance, leadership and oversight									
7. Statement by Director, responsible for the Business Responsibility Report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	At Shyam Metalics and Energy Limited (SMEL), our commitment to sustainable and ethical business practices remains steadfast. In the past year, we have continued to invest in resource efficiency, carbon footprint reduction, and responsible waste management. Our ongoing efforts toward renewable energy usage and inclusive workplace culture reflect our dedication to long-term value creation. Through robust CSR initiatives and continuous stakeholder engagement, we remain focused on building resilience across our operations.  Kindly refer to the Management Messages in the non-statutory section for further details.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).	Mr. Brij Bhushan Agarwal (DIN: 01125056) under the guidance of the Board of Directors and its Committees is responsible for implementation and oversight of the Business Responsibility policies								
9. Does the Company have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, The Board of Shyam Metalics has established several key committees responsible for sustainability-related policies:  <b>1. Corporate Social Responsibility (CSR) Committee:</b> <ul style="list-style-type: none"><li>The Company has a dedicated committee for Corporate Social Responsibility (CSR). Its responsibilities include formulating CSR policies, overseeing their implementation, and ensuring compliance with relevant regulations. The CSR Committee collaborates with various stakeholders to create a positive impact on society and the environment.</li></ul> <b>2. Risk Management Committee:</b> <ul style="list-style-type: none"><li>The Risk Management Committee assists the Board in identifying both internal and external risks faced by the company.</li><li>These risks encompass financial, operational, sectoral, and sustainability-related aspects, with a particular focus on environmental, social, and governance (ESG) risks.</li><li>Additionally, the committee addresses information security and cyber risks to safeguard the company's assets and reputation.</li></ul> <b>3. Stakeholder Relationship Committee:</b> <ul style="list-style-type: none"><li>Responsible for maintaining positive relationships with security holders and ensures effective communication.</li><li>It resolves grievances related to share transfers, non-receipt of Annual Reports, declared dividends, and issuance of new or duplicate certificates.</li><li>Transparency during general meetings is a key priority for the Stakeholder Relationship Committee.</li></ul> <b>4. Audit Committee:</b> <ul style="list-style-type: none"><li>The Committee monitors and provides effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting.</li><li>Oversees the work carried out by the internal auditor, statutory auditor and cost auditor.</li></ul> <b>5. Nomination and Remuneration Committee:</b> <ul style="list-style-type: none"><li>The Committee oversees the Company's nomination process including succession planning for the senior management and the Board to assist the Board to identify, screen and review individuals qualified to serve as Executive Directors, Non-Executive Directors and determine the role and capabilities required for Independent Directors consistent with the criteria approved by the Board.</li><li>Assists the Board in discharging its responsibilities relating to compensation of the Company's Executive Directors, KMPs and Senior Management.</li></ul>								

**10. Details of review of NGRBCs by the Company:**

Subject for review	Indicate whether review was undertaken by Director/Committee of the Board/any other Committee									Frequency (Annually/Half yearly/Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	The Company's policies are carefully crafted and approved by the esteemed Board of Directors. These policies undergo periodic reviews or are reassessed as needed, which plays a vital role in evaluating the organization's environmental, social, and governance (ESG) initiatives. During these comprehensive reviews, the effectiveness of each policy is rigorously assessed, and necessary amendments are implemented to ensure that the company's procedures remain aligned with its commitment to sustainable and responsible business practices.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company is committed to upholding standards of compliance, adhering to all applicable regulations and principles that govern its operations. The company takes a proactive approach to addressing any operational issues that may arise, promptly identifying and resolving them in an ongoing manner. No major non-compliance incidents, if any, are minimal and effectively managed, enabling the organization to maintain its reputation as a responsible and ethical corporate citizen.																	

11. Has the entity carried out independent assessment /evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<p>The Company's processes and compliances are subject to regular audit by internal auditors and regulatory bodies, ensuring adherence to industry standards. With a focus on best practices and risk mitigation, the various department and business heads collaborate to periodically evaluate and update the company's policies, seeking approval from the management or board. This collaborative effort ensures that Shyam Metalics' policies remain relevant and effective.</p> <p>Furthermore, to maintain transparency and accountability, the company's financial and non-financial performance, including its policies, undergo annual third-party verifications and audits, providing an independent and objective assessment of the company's results.</p>									

**12. If answer to question (1) above is 'No' i.e. not all Principles are covered by a Policy, reasons to be stated:**

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principle material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Not Applicable



## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE



### Principle 1:

**Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.**

#### Essential Indicator:

#### 1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	Code Of Conduct	12.50%
Key Managerial Personnel	4	Code Of Conduct	83.30%
Employees other than Board of Directors and KMPs	349	Technical, Non-Technical & Safety	59.50%
Workers	180	Technical, Non-Technical & Safety	30.63%

#### 2. Details of fines /penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by Directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year:

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine					
Settlement			Nil		
Compounding fee					
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions		Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment					
Punishment			Nil		

#### 3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
	NA

#### 4. Does the Company have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy

Yes, SMEL enforces a strict Anti-Corruption and Anti-Bribery Policy, ensuring all business operations are conducted with integrity and ethical responsibility.

##### Professional Conduct:

The Company maintains a high standard of professionalism, fairness, and integrity in all its business relationships and dealings, regardless of the environment in which it operates.

##### Robust Systems:

To proactively prevent and address bribery and corruption, the Company has established strong internal systems and controls.

**Key Objectives of the Policy:****Compliance Measures:**

SMEL has instituted appropriate anti-bribery, anti-extortion, and anti-corruption mechanisms for itself and its subsidiaries to ensure full compliance with applicable laws and regulations. These measures align business practices with legal and ethical standards.

**Employee Awareness and Guidance:**

The Company educates its employees on relevant anti-bribery and anti-corruption laws, helping them avoid accidental violations and equipping them to identify and respond to potential issues in a timely manner.

**Ethical Conduct:**

SMEL promotes ethical behavior by strictly prohibiting direct or indirect involvement in bribery, kickbacks, or any other unethical actions. Employees and representatives are expected to reject opportunities that could compromise the Company's values or reputation. While some laws focus specifically on bribes to government officials, this policy also applies to all non-governmental business partners.

**Web-link:** [Anti-Corruption and Anti-Bribery Policy](#)

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY'2024-25	FY'2023-24
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

**6. Details of complaints with regard to conflict of interest**

	FY'2024-25		FY'2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	NA	NIL	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	NA	NIL	NA

**7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflict of interest.**

Not Applicable

**8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:**

	FY'2024-25	FY'2023-24
Number of days of accounts payables	94	90

**9. Open-ness of business Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:**

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	NA	NA
	b. Number of trading houses where purchases are made from	NA	NA
	c. Sales to top 10 dealers / distributors as % of total sales to dealer / distributors	NA	NA
Concentration of Sales	a. Sales to dealer / distributors as % of total sales	1,529.88	3,003.23
	b. Number of dealers / distributors to whom sales are made	2,669.00	2,443.00
	c. Sales to top 10 dealers / distributors as % of total sales to dealer / distributors	35.99%	32.08%

Parameter	Metrics	FY 2024-25	FY 2023-24
Share of RPTs in	a. Purchases (Purchases with related parties as % of Total Purchases)	7.12%	8.83%
	b. Sales (Sales to related parties as % of Total Sales)	7.51%	10.74%
	c. Loans & advances given to related parties as % of Total loans & advances	100%	100%
	d. Investments in related parties as % of Total Investments made	0	0

### Leadership Indicators:

#### 1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics/principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
3	Code of Conduct, Company Induction & POSH	90%

#### 2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.

Yes, the Company has robust processes in place to manage potential conflicts of interest involving members of its Board of Directors. The company requires all directors to disclose their interests, shareholdings, and associations with other companies or entities annually or whenever changes occur. Additionally, directors provide annual declarations confirming their commitment to acting in the company's best interests and avoiding any conflicts between their personal or business associations and Shyam Metalics' operations. The senior management also affirms annually that they have not engaged in any transactions that could potentially conflict with the company's interests. During Board meetings, directors abstain from participating in discussions where they may have a conflict of interest. Also, it conducts regular assessments at its sites to identify potential areas of conflict, engaging with internal and external stakeholders to ensure a comprehensive evaluation process






**Principle 2:**

**Business should provide goods and services in a manner that is sustainable and safe**

**Essential Indicator:**

- 1 Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and capex investments made by the entity, respectively.**

Segment	FY'2024-25	FY'2023-24	Details of improvements in environmental and social impacts
R & D	15%	-	Initiatives undertaken include emission reduction, productivity enhancement, energy conservation, and decreased reliance on electricity from grid supply.
Capex	11%	-	Capex include investment done for best technologies to reduce environment footprint and development of social benefits.

- 2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes

- b. If yes, what percentage of inputs were sourced sustainably?**

Yes, the Entity is committed to building a sustainable supply chain. The Company is currently in the process of adopting a comprehensive policy for sustainable sourcing. Under this policy, all new and existing supply chain partners will undergo a mandatory evaluation based on criteria related to environmental protection, health and safety, and overall sustainability. This diligent assessment ensures that only those partners aligned with Shyam Metalics' commitment to responsible business practices are on boarded.

- 3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

<b>(a) Plastics (including packaging)</b>	Not applicable as plastic is not being used in packaging of the products
<b>(b) E-waste</b>	All electronic waste produced by the Company is systematically channeled to certified recycling facilities. This approach reflects the Company's dedication to environmental sustainability and responsible waste management practices. The Company actively separates electronic waste and ensures its secure transport to appropriate recycling centres.
<b>(c) Hazardous waste</b>	All hazardous waste produced by the Company is responsibly handled and directed to certified recycling facilities.
<b>(d) other waste.</b>	Each facility within the Company is designed to minimize waste through internal reuse and recycling processes. This waste, rather than being disposed of, becomes a valuable resource through waste heat recovery systems. The Company has installed advanced boilers that convert this recovered heat into electricity, supporting the Company's energy requirements. This innovative strategy not only reduces the Company's environmental impact but also improves operational effectiveness.

- 4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

No, Extended Producer Responsibility (EPR) is not applicable to the Company's products.

### Leadership Indicators:

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product /Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
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Not conducted in this FY .

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product / Service	Description of the risk / concern	Action Taken
TMT Bar/ Structural	A large proportion of environmental impacts are associated with the raw material Billet that is produced through DRI root.	The company is in the process of optimizing the DRI production process to increase efficiency and reduce waste. They are also exploring the increased use of scrap steel and implementing energy efficient technologies to lower their environmental footprint.

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material #	
	FY'2024-25	FY'2023-24
Water	100%	100%
Dolochar from DRI and Bag filter dust from CPP	100%	31%
Fly Ash	98.85	80%

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY'2024-25			FY'2023-24		
	Re-used	Recycled	Safely Disposed	Re-used	Recycled	Safely Disposed
Plastics (including packaging)	-	-	2.13	-	-	-
E-waste	-	11.32	-	-	10.83	-
Hazardous waste	-	-	791.12	-	-	-
Other waste	-	51.1	-	-	-	-

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
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Not Applicable



**Principle 3:**

**Business should respect and promote the wellbeing of all employees, including those in their value chains**

**Essential Indicator:****1. A. Details of measures for the well-being of employees:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	4439	4439	100%	4439	100%	0	0%	0	0%	0	0%
Female	151	151	100%	151	100%	151	100%	0	0%	0	0%
Total	4590	4590	100%	4590	100%	151	100%	0	0%	0	0%
Other than Permanent employees											
Male											
Female											
Total											

Nil

**b. Details of measures for the well-being of workers:**

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male	5530	5530	100%	5530	100%	0	0%	0	0%	0	0%
Female	15	15	100%	15	100%	15	100%	0	0%	0	0%
Total	5545	5545	100%	5545	100%	15	0.27%	0	0%	0	0%
Other than Permanent Workers											
Male	15208	0	0%	0	0%	0	0%	0	0%	0	0%
Female	246	0	0%	0	0%	0	0%	0	0%	0	0%
Total	15454	0	0%	0	0%	0	0%	0	0%	0	0%

**c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –**

	FY'2024-25	FY'2023-24
Cost incurred on wellbeing measures as a % of total revenue of the company	0.043%	0.032%

**2. Details of retirement benefits, for Current and Previous Financial Year.**

Benefits	FY'2024-25			FY'2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	86%	97%	Y	80%	87%	Y
Gratuity	94%	98%	N	100%	100%	N



Benefits	FY'2024-25			FY'2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
ESI	15%	37%	Y	20%	49%	Y
Others- please specify (Medical Insurance)	83%	63%	N	80%	51%	N

### 3. Accessibility of workplaces

Are the premises/offices of the Company accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the Company in this regard.

While the Company currently does not have any differently-abled employees during this financial year, it remains committed to fostering an inclusive and accessible workplace. Most of Shyam Metalics' permanent office buildings and manufacturing facilities are designed to accommodate differently-abled individuals, in compliance with the Rights of Persons with Disabilities Act, 2016. This proactive approach ensures the Company's infrastructure is prepared to welcome and support employees with diverse abilities.

### 4. Does the Company have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

The Company upholds the equal value of all individuals, irrespective of religion, gender, caste, or disability, and fosters an inclusive culture where everyone is empowered to succeed. Its Human Rights Policy protects fundamental freedoms and champions equality across the organization. Principles of equal opportunity are embedded in both its policies and day-to-day practices, as outlined in the Company's Code of Conduct.

### 5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	100%	82%	100%	84%
Female	80%	82%	70%	84%
<b>Total</b>	90%	82%	85%	84%



**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

Yes/No (If yes, then give details of the mechanism in brief)	
Permanent workers	Yes, the Company has implemented a strong grievance redressal mechanism to ensure timely and effective resolution of concerns raised by both workers and permanent employees. Workers can report their grievances to the Human Resources department or their respective reporting managers. Additionally, non-permanent workers may approach site engineers and managers with their issues. Permanent employees also have the option to escalate concerns to business leads. This multi-level structure ensures that all grievances are addressed professionally and every individual's voice is heard.
Other than permanent workers	
Permanent employees	
Other than permanent employees	

**7. Membership of employees and workers in association(s) or Unions recognised by the listed entity:**

Category	FY'2024-25			FY'2023-24		
	Total employees/ workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	%(B/A)	Total employees/ workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	%(D/C)
<b>Total Permanent Employees</b>	NIL			NIL		
- Male						
- Female						
<b>Total Permanent Workers</b>						
- Male						
- Female						

**8. Details of training given to employees and workers:**

Category	FY'2024-25					FY'2023-24				
	Total (A)	On health and safety measures		On skill upgradation		Total (D)	On health and safety measures		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	4439	881	19.85%	2337	52.65%	3366	2188	65%	2456	73%
Female	154	24	15.58%	143	92.86%	108	70	65%	56	52%
Total	4593	905	19.70%	2480	54.00%	3474	2258	65%	2512	72.30%
Workers										
Male	5530	879	15.90%	1162	21.01%	5164	4071	79%	3660	71%
Female	15	0	0.00%	1	6.67%	7	7	100%	7	100%
Total	5545	879	15.85%	1163	20.97%	5171	4078	78.86%	3667	70.91%

**9. Details of performance and career development reviews of employees and workers:**

Category	FY'2024-25			FY'2023-24		
	Total (A)	No. (B)	%(B/A)	Total (C)	No. (D)	%(D/C)
<b>Employees</b>						
Male	4439	3489	78.60%	3366	3030	90%
Female	154	91	59.09%	108	89	82%
<b>Total</b>	<b>4593</b>	<b>3580</b>	<b>77.94%</b>	<b>3474</b>	<b>3119</b>	<b>90%</b>
<b>Workers</b>						
Male	5530	5040	91.14%	5164	5021	97%
Female	15	8	53.33%	7	7	100%
<b>Total</b>	<b>5545</b>	<b>5048</b>	<b>91.04%</b>	<b>5171</b>	<b>5028</b>	<b>97%</b>

## 10. Health and Safety Management System:

**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Yes, occupational health and safety management system has been implemented by the entity. It covers the entire operations covering all project sites, manufacturing units, industrial production facilities and offices.

The Company believes that a safe and healthy work environment is a pre-requisite for employee well-being, and the adoption of best practices in occupational health and safety have a direct impact on its overall performance. The coverage is 100% and includes all employees and workers. Moreover, the system is based on the ISO 45001 and is designed to ensure that the Company meets its legal obligations and provides a safe and healthy working environment for its employees.

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

The Company has in place systematic risk management process to identify and control all the hazards in construction project sites, manufacturing units, industrial production facilities and offices. Further, the system comprises followings safety processes for identifying Work related hazards and assess risks on routine and non-routine basis: Hazard Identification Risk Assessment and Risk Management (HIRA), Job Safety Analysis, Incident investigation, Safety Audit, Safety Inspections from previous incident, referring to manuals. The Company cares for its employees by diligently assessing both routine tasks and unusual situations for potential dangers.

**c. Whether you have processes for workers to report work related hazards and to remove themselves from such risks. (Y/N)**

Yes. The reporting system for a near miss, unsafe acts & unsafe conditions is being implemented in all division are provided with targets to reports no. of U/A and U/C. SSPL Mangalpur, Sambalpur and Jamuria Plants follows a reporting & investigation process to identify the root causes of incidents. Corrective & preventive measures are then implemented to prevent the re-occurrence of similar incidents.

**d. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes, medical centres and first aid facilities are available for both employees and workers through on-site medical centers & First aid facilities. If more treatment is needed, a partnership with a multi-specialty hospital ensures everyone has access to top quality medical services.

## 11. Details of safety related incidents, in the following format:

Safety Incident /Number	Category	FY'2024-25	FY'2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.94	1
	Workers	2.68	1.5
Total recordable work-related injuries	Employees	49	30
	Workers	76	51
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	1	3
	Workers	3	2

## 12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Worker safety remains the highest priority, achieved through regular inspections, comprehensive training, and transparent communication. Alert teams quickly identify and address potential hazards, with supervisors having authority to stop unsafe work until risks are addressed. The Company collaborates with contractors who demonstrate a safety-first approach and conducts regular medical examinations to verify fitness for demanding tasks. Every life is considered invaluable, driving safety from policy development to daily operations.

### Safety Measures and Improvements:

**Operational Safety Measures:** Monthly safety observations are shared with divisions ensuring corrective actions. All rotating parts are safeguarded with machine guards and platforms have handrails and toe guards. Regular housekeeping prevents slip, trip & fall incidents. Training programs and safety audits identify deviations with priority-based corrections. Incident investigations drive corrective actions while toolbox talks and SOP training enhance worker skills and safety awareness.

**System Improvements:** Work at Height Standard Operating Procedure awareness training is delivered to all employees at the Dam & Power House. The procedure includes 'Stop Work' authority for Supervisors, Engineers, Line Managers, and Department Heads when unsafe conditions exist at the site. Competency assessments are conducted for contractor personnel before vendor selection. All workers must complete medical fitness evaluations for elevated work.



**Job-Specific Training:** Scaffolding Inspector Certification Training is provided to 36 employees at the hydro plant through external agencies. Refresher Emergency Response training is delivered to site supervisory staff, including contractors.

**Physical Improvements:** The Company has acquired its own scaffolding materials for maintenance work, removing dependence on contractor equipment. Daily Tool Box safety discussions are conducted for all workers, particularly those performing elevated work.

**Additional Safety Measures:** Workers receive mandatory training for safely accessing elevated work platforms and properly using protective equipment. Managers utilize digital safety reporting systems for risk identification. Employees continuously enhance their safety knowledge to maintain hazard awareness. The Company prioritizes the welfare of its people.

### 13. Number of Complaints on the following made by employees and workers:

	FY'2024-25			FY'2023-24		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions	737	0	-	315	0	-
Health & Safety	309	0	-	5	0	-

During the financial year 2024–2025, Shyam Metalics & Energy Limited, along with its subsidiary companies, recorded an increase complaints compared to the previous financial year (2023–2024). This rise is primarily attributed to the commissioning and commencement of production at several new facilities, including the Sinter Plant, Coke Oven, Blast Furnace, and Cold Rolling Mill located in Jamuria, Pithampur, and Ramsarup Industries Limited (a subsidiary of Shyam Metalics & Energy Limited). These operational units have been brought under the scope of this financial year's accounting, thereby overall number of complaints has been increased from last FY.

### 14. Assessments for the year:

	% of plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

### 15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

The company has taken several actions to address significant risks/concerns arising from assessments of health and safety practice and working conditions. Safety department has minimised accidents through various activities like tool box talk, safety training, fire training, emergency mock drill training, daily safety observation, road safety monitoring, making Do and Don't, conducting HIRA, near miss accident reporting system etc. Fire hydrant system installed in CPP and are under progress at SMS#2 and Ferro. Provision for safe guarding of rotating parts are under progress for the entire plant. Housekeeping is given utmost importance and is carried out by all the departments on priority. Much more emphasis is to improve the awareness level of workmen through trainings, mock drills. Currently, the company is installing lifelines above the EOT crane structure to ensure fall protection. This will allow employees to anchor their safety belts securely while working at height during maintenance activities.

#### Leadership Indicators:

#### 1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Employees:  
Workers: Yes

Yes

The Company extends life insurance coverage for work related death of its employees and workers.

#### 2. Provide the measures undertaken by the entity to ensure payment of statutory dues by the value chain partners.

The Company cares for its people by properly paying all employee taxes and social benefits. Equally, contractors must uphold their end of contracts to support workers. Trust and care for one another drive legal compliance. Most of all, the Company values each person and acts accordingly.

3. Provide the number of employees/workers having suffered grave consequences due to work-related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total No. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY'2024-25	FY'2023-24	FY'2024-25	FY'2023-24
Employees	NIL	NIL	NIL	NIL
Workers	NIL	NIL	NIL	NIL

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

Yes. The Company sees each employee's growth as its own. It invests in continuous learning to help people reach their full potential. By embracing the latest ideas and self-betterment, it nurtures an inspired culture. Most of all, empowering individuals spurs the collective forward.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100%
Working Conditions	100%

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not Applicable





#### Principle 4:

#### Business should respect the interests of and be responsive to all its stakeholders

##### Essential Indicator:

#### 1. Describe the processes for identifying key stakeholder groups of the Company.

Shyam Metalics maintains a dynamic and strategic stakeholder engagement approach. This process identifies key stakeholder groups that both influence and are affected by business success. The Company engages with communities, governments, and partners in a targeted manner, ensuring responsible operations.

Customers and suppliers play essential roles in this process, enabling value creation through their partnership with the Company. Various institutions provide necessary approvals, guidance, and oversight, ensuring operations align with industry standards and regulatory requirements. This institutional support is crucial for maintaining organizational credibility and operational integrity.

Most importantly, SMEL cultivates these relationships, recognizing their essential connection to mutual prosperity. The Company understands that these relationships extend beyond transactions and are fundamental to long-term success and sustainability.

#### 2. List of stakeholder groups identified as key for the Company and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as vulnerable & marginalised group (Yes/No)	Channels of communication (Emails, SMS, Newspapers, Pamphlets, Advertisements, Community Meetings, Notice Board, Website, Others)	Frequency of engagement (Annually, Half yearly, quarterly / others- please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investor	No	Conference calls, Annual General Meeting, Official communication channels: Advertisements, publications, Website and social media, Investor meetings, Email, Stock Exchange(SE) intimations, Investor/Analyst meet/ Conference calls, Annual Report, Quarterly results, Media releases, Company website	Frequent and as and when required	Share price appreciation, dividend distribution, profitability achievement, and financial stability maintenance. Additionally, the Company places strong emphasis on Environmental, Social, and Governance performance, recognizing its significance in today's business environment. Other growth opportunities are also evaluated, ensuring the Company's continued advancement and success.
Customers	No	Customer meets, Official communication channels: Advertisements, publications, website and social media, Conferences events, Phone calls, emails and meetings, Business interaction, Customer plant visit, helpdesk, conferences	Frequent and as and when required	To acquire new customers and serve existing ones through customer satisfaction and feedback, product quality, availability, delivery and timelines, and after-sales service. To inform customers about new developments in techniques and products.
Suppliers & Transporters	No	Regular supplier/contractors meet, Plant visit, MoU and agreements, Training workshops, seminars and meetings, surveys, Supplier audits, Official communication channels: Advertisements, publications, website and social media	Frequent and as and when required	Service existing business requirements, needs and expectation schedules, supply chain matters, training and compliance, quality delivery and payments, ISO standards.



Stakeholder Group	Whether identified as vulnerable & marginalised group (Yes/No)	Channels of communication (Emails, SMS, Newspapers, Pamphlets, Advertisements, Community Meetings, Notice Board, Website, Others)	Frequency of engagement (Annually, Half yearly, quarterly / others- please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Emails and meetings, Employee engagement initiatives, Performance appraisal, Grievance redressal mechanisms, Notice boards Circular and messages from corporate and line management, Employee Referral policy, HR-one portal helpdesk, Welfare initiatives for employees and their families.	Daily Newsletter – Quarterly Emails – As and when required	Employee growth and benefits, their expectations, volunteering opportunities, career advancement, professional development and continuing education, skills enhancement, training and awareness programs.
Government & Regulatory authorities	No	Advertisements, publications, website and social media, Phone calls, emails and meetings, Regulatory audits/ inspections, Quarterly Results, Annual reports, Stock Exchange filings	As and when required	Strong ESG practices, regulatory framework changes, employment matters, environmental measures, reporting requirements, statutory compliance, and support from authorities.
Communities	Yes	Community visit and projects, local charities, volunteerism, seminars, CSR project	As and when required	Community development, self-sustainability, livelihood support, Sustainable Development Goals, building capacity of future leaders, CSR projects
Media	No	Press releases, Quarterly Results, Annual reports, AGM information and media interactions	As and when required	Performance reporting, Good practices, show cases, awards and achievements
Industry Association	No		As and when required	Networking to stay informed about new sector opportunities and drive change.

### Leadership Indicators:

**1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

The Company has set up dedicated governance committees to drive responsible growth across economic, social, and environmental dimensions. The CSR Committee, comprising both internal and independent members, leads community support and sustainability efforts to ensure broad societal impact. The Risk Management Committee, chaired by an Independent Director, focuses on safeguarding operations, while the Stakeholders' Relationship Committee—also led by an Independent Chair—strengthens essential stakeholder relationships. Regular performance reviews are conducted to align actions with stakeholder expectations, and quarterly Board updates ensure transparency and accountability. In addition to these formal bodies, the Company actively engages through interactive sessions to foster continuous improvement. Governance is treated as a shared responsibility, with every employee contributing to the Company's values and long-term success.

**2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes, the results of the materiality assessment and stakeholder engagement exercise are used to identify significant sustainability concerns for the Company. Subsequently, strategies are developed through cross-collaborative processes, with a primary focus on individual wellbeing. These shared objectives are then converted into actionable policies and goals, driving positive change within the Company.

**3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

All CSR initiatives are designed to address the world's most pressing challenges and support the most underprivileged, young, and female populations. The Company considers the requirements and interests of its key stakeholders while conducting business in an ethical, profitable, socially and environmentally responsible manner.

**Principle 5:**

**Business should respect and promote human rights**

**Essential Indicator:**

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY'2024-25			FY'2023-24		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	4593	735	16%	3474	1866	53%
Other than Permanent	0	0	0	0	0	0
<b>Total Employees</b>	<b>4593</b>	<b>735</b>	<b>16%</b>	<b>3474</b>	<b>1866</b>	<b>53%</b>
<b>Workers</b>						
Permanent	5545	55	1%	5171	3810	74%
Other than Permanent	15,454	0	0	7879	0	0
<b>Total Workers</b>	<b>20999</b>	<b>55</b>	<b>0.26%</b>	<b>13050</b>	<b>3810</b>	<b>29.20%</b>

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	FY'2024-25					FY'2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	4439	157	4%	4282	96%	3366	4	0.12%	3362	99.9%
Female	154	14	9%	140	91%	108	1	0.93%	107	99.1%
Other than Permanent										
Male	NA									
Female										
Workers										
Permanent										
Male	5530	658	12%	4872	88%	5164	309	5.9%	4855	94%
Female	15	10	67%	5	33%	7	1	14%	6	86%
Other than Permanent										
Male	15208	10341	68%	4867	32%	NIL				
Female	246	209	85%	37	15%					

3. **Details of remuneration/salary/wages, in the following format:**

- a. **The details are provided below:**

	Male		Female	
	Number	Median remuneration / salary / wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	6	13,000,000	0	-
Key Managerial Personnel	289	2,400,000	1	2,100,000
Employees other than BoD and KMP	4146	418,056	150	300,000
Workers	5530	308,100	15	188,772

**b. Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY'2024-25	FY'2023-24
Gross wages paid to females as % of total wages	1.32%	1.53%

**4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

The Company is having human rights policy for handling the human rights matters through a single point of contact. But the chief of the corresponding department and HR are in charge of handling the same.

Web-link of the Human rights Policy:

<https://www.shyammetalics.com/wp-content/themes/shyam/assets/HR/Human-Rights-Policy.pdf>

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

The Company has implemented a strong grievance redressal mechanism to effectively address employee concerns. A detailed Code of Conduct sets clear expectations regarding responsibilities and acceptable behavior. Employees can file written grievances through their respective HR departments. Upon registration, each case is carefully investigated by a designated High-Level Committee. Grievances are promptly handled by the concerned Project Managers, Unit Heads, or Admin teams in coordination with HR. Every issue is examined thoroughly, appropriate actions are taken to resolve the matter, and disciplinary measures are applied where necessary. If required, assistance is sought from relevant regulatory authorities to ensure proper resolution.

**6. Number of Complaints on the following made by employees and workers:**

The details are provided below:

Category	FY'2024-25			FY'2023-24		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Sexual Harassment						
Discrimination at workplace						
Child Labour						
Forced Labour/Involuntary Labour						
Wages						
Other Human rights related issues						

There were no complaints filed by employees and workers on any human rights related issues, including sexual harassment, discrimination at workplace, child labor, forced labor/ involuntary labor, wages, or other human rights related matters, during FY 2025 or FY 2024.

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY'2024-25	FY'2023-24
i) Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
ii) Complaints on POSH as a % of female employees / workers	0	0
iii) Complaints on POSH upheld	0	0

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

The Company is providing safe, inclusive, and respectful workplace where employees can report incidents of discrimination or harassment without fear of retaliation. To uphold this commitment, the following mechanisms have been established:

- **Non-Retaliation Policy:** A formal non-retaliation clause is embedded within the Company's internal grievance and anti-harassment policies. It explicitly prohibits any form of retaliation—direct or indirect—against complainants, witnesses, or participants in investigations.
- **Confidentiality Assurance:** The identity of individuals reporting misconduct is protected to the maximum extent possible throughout the complaint handling and investigation process, ensuring discretion and safeguarding privacy.
- **Independent Investigation Process:** All complaints are addressed by trained internal committees or external experts to ensure impartiality, fairness, and the absence of bias or undue influence.
- **Whistleblower Protection:** The Company's whistleblower policy empowers employees to report dishonest or improper conduct through anonymous or confidential channels. This policy not only protects the complainant but also reinforces the organization's commitment to ethical standards and financial integrity.



- **Location-Based Committees:** Dedicated committees are established at each location, particularly focused on protecting women in the workplace. These committees manage grievance procedures, investigate complaints, and ensure appropriate remedial actions are taken.
- **Awareness and Training:** Regular training sessions are conducted for all employees, including leadership, to reinforce understanding of workplace conduct, anti-discrimination, harassment, and non-retaliation policies.
- **Monitoring and Follow-up:** Post-resolution follow-ups are conducted to ensure that no retaliation or continued hostility occurs toward the complainant. Additional corrective measures are implemented if any issues are identified.

**9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

The Company's contracts clearly express a strong commitment to sustainability, fairness, and respect for human rights. It actively follows the United Nations Global Compact principles, embedding human rights standards in its dealings with suppliers and partners. Additionally, these principles are reinforced throughout the supply chain via a detailed Code of Conduct tailored for suppliers and vendors.

**10. Assessment for the year:**

	% of the Company's plants and offices that were assessed (by the Company or statutory authorities or third parties)
Child Labour	100%
Forced Labour/Involuntary Labour	100%
Sexual Harassment	100%
Discrimination at workplace	100%
Wages	100%
Other- please specify	100%

**11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.**

Not Applicable

**Leadership Indicators:**

**1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

No complaint received in FY'2024-25 for human rights violation. The Company is in process of formulating its Supplier/Vendor Code of Conduct (SCoC) including human rights compliance requirements for value chain partners.

**2. Details of the scope and coverage of any Human rights due diligence conducted.**

Nil

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes, all premises and offices are accessible to differently abled visitors.

**4. Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	At present, an assessment is not underway. However, the Supplier/Vendor Code of Conduct (SCoC) of the Company addresses numerous aspects. It is mandatory for all suppliers to sign the SCoC as a prerequisite for conducting business with the Company. Compliance with the stipulations of the SCoC is expected from all suppliers.
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others – please specify	

**5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

Not Applicable



## Principle 6:

**Business should respect and make efforts to protect and restore the environment.**

### Essential Indicator:

#### 1. Details of total energy consumption (Giga Joule) and energy intensity, in the following format:

Parameter	FY'2024-2025 (GJ) (Current Financial Year)	FY'2023-24 (GJ) (Previous Financial Year)
<b>From renewable sources</b>		
Total electricity consumption (A)	24,276.02	8,415
Total fuel consumption (B)	NIL	NIL
Energy consumption through sources (C)	NIL	NIL
<b>Total energy consumed from renewable sources (A+B+C)</b>	<b>24,276.02</b>	<b>8,415</b>
<b>From non-renewable sources</b>		
Total electricity consumption (D)	19,03,327.78	22,56,076.249
Total fuel consumption (E)	1,06,98,181.95	1,96,84,738.02
Energy consumption through sources (F)	NIL	NIL
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>1,26,01,509.72</b>	<b>2,19,40,814.27</b>
<b>Total energy consumed (A+B+C+D+E+F)</b>	<b>1,26,25,785.75</b>	<b>2,19,49,229.27</b>
<b>Energy intensity per rupee of turnover</b> (Total energy consumed / Revenue from operations)	0.000083	0.0016
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed / Revenue from operations adjusted for PPP)	0.0017	0.0331
<b>Energy intensity in terms of physical output</b>	1.15	2.50
<b>Energy intensity (optional)</b> – the relevant metric may be selected by the entity	-	-

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

#### 2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Yes. Shyam Sel & Power Limited, Jamuria Plant and Mangalpur plant is a designated consumer (DC) under the PAT scheme of the Government of India. The entity is currently under PAT cycle 7 with registration numbers INS0093WB and INS0095WB respectively. For registration number INS0095WB, the specific energy consumption of the entity is 0.5898 TOE/Tonne of equivalent product with an equivalent major product output of 224492 tonnes, and the target for specific energy consumption is 0.3881 TOE/Tonne of equivalent product. For registration number INS0093WB, the specific energy consumption of the entity is 0.5436 TOE/Tonne of equivalent product with an equivalent major product output of 224492 tonnes, and the target for specific energy consumption is 0.5436 TOE/Tonne of equivalent product. The entity is working efficiently to achieve the desired targets across both registrations.



**3. Provide details of the following disclosures related to water, in the following format:**

Parameter	FY'2024-2025 (GJ) (Current Financial Year)	FY'2023-24 (GJ) (Previous Financial Year)
<b>Water withdrawal by source (in kiloliters)</b>		
(i) Surface water	71,74,955.15	23,88,449
(ii) Groundwater	NIL	NIL
(iii) Third party water	NIL	32,34,368
(iv) Seawater / desalinated water	NIL	NIL
(v) Others	NIL	NIL
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>71,74,955.15</b>	<b>56,22,817</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>71,74,955.15</b>	<b>56,22,817</b>
<b>Water intensity per rupee of turnover</b> (Total water consumption / Revenue from operations)	0.000047	0.00042
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption / Revenue from operations adjusted for PPP)	0.00097	0.0098
<b>Water intensity in terms of physical output</b>	0.66	0.64
<b>Water intensity (optional) –</b> the relevant metric may be selected by the entity	-	-

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

During the financial year 2024–2025, Shyam Metalics & Energy Limited, along with its subsidiary companies, recorded a notable increase in fresh water consumption compared to the previous financial year (2023–2024). This rise is primarily attributed to the commissioning and commencement of production at several new facilities, including the Sinter Plant, Coke Oven, Blast Furnace, and Cold Rolling Mill located in Jamuria, Indore, and Ramsarup Industries Limited (a subsidiary of Shyam Metalics & Energy Limited). These operational units have been brought under the scope of this financial year's accounting, thereby contributing to the overall increase in water usage.

**4. Provide the following details related to water discharged:**

Parameter	FY'2024-2025 (GJ) (Current Financial Year)	FY'2023-24 (GJ) (Previous Financial Year)
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To Surface water		
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		
<b>Total water discharged (in kiloliters)</b>		

All the plants practice Zero waste Discharge

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

**5. Has the Company implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Yes, the Company has fully adopted the Zero Liquid Discharge (ZLD) approach and operates two Waste Water Treatment Plants with capacities of 3000 KLD and 4000 KLD. Water used in various processes is treated in these plants and then either reused within the company or used for gardening purposes. This initiative underscores the Company's commitment to responsible water management both on-site and for the broader community. By prioritizing water efficiency and ensuring availability, the Company strictly follows the ZLD principle, ensuring all wastewater is effectively treated and recycled, leaving no discharge or waste behind.



**6. Please provide details of air emissions (other than GHG emissions) by the Company, in the following format:**

Parameter	Unit	FY'2024-25	FY'2023-24
NOx	(µg/m <sup>3</sup> )	17	25
SOx	(µg/m <sup>3</sup> )	3.3	8
Particulate matter (PM)	(µg/m <sup>3</sup> )	39	76
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY2024-2025 (Current Financial Year)	FY'2023-24 (Previous Financial Year)
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	54,43,997.66	37,29,472.08
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	3,84,366.40	4,48,708.4985
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tonnes CO <sub>2</sub> / Rupee of turnover	0.000038	0.00032
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	Metric tonnes CO <sub>2</sub> / Rupee of turnover	0.00079	0.0072
<b>Total Scope 1 and Scope 2 emission intensity in terms of physical output</b>	Metric tonnes CO <sub>2</sub> e/ ton	0.533	0.476
<b>Total Scope 1 and Scope 2 emission intensity (optional)</b> – the relevant metric may be selected by the entity	-	-	-

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

In the financial year 2024–2025, Shyam Metals & Energy Limited, along with its subsidiary companies, has reported a higher level of greenhouse gas (GHG) emissions compared to the previous financial year (2023–2024). This increase is primarily due to the commissioning and commencement of production at several new facilities, including the Sinter Plant, Coke Oven, Blast Furnace, and Cold Rolling Mill located in Jamuria, Pithampur, as well as operations under Ramsarup Industries Limited (a subsidiary of Shyam Metals & Energy Limited). These newly operational units have been incorporated into the current financial year's reporting, thereby contributing to the overall rise in GHG emissions.

**8. Does the Company have any project related to reducing Green House Gas emission? If yes, then provide details.**

Yes, the organization has collectively 6464 No. of saplings/plants planted in the current year FY24-25. The plantation of local species is carried out every year with a survival rate of more than 70 %. The area in the plant premises has been converted into the green cover and development of the green belt has been carried out to achieve the desired targets apart from the plantation drive.

The entity is shifting more towards renewable sources of energy. Shifting from the conventional sources of energy, the entity is producing 2.83 MW solar energy through floating & roof top Solar Panels. In this financial year Shyam Sel & Power Ltd. Jamuria Plant introduced 10 no. of EVs for travelling purposes, to fulfil their commitment to sustainability & environmental protection.

9. Provide details related to waste management by the Company, in the following format:

Parameter	FY'2024-2025 (GJ) (Current Financial Year)	FY'2023-24 (GJ) (Previous Financial Year)
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	2.13	0
E-waste (B)	11.32	10.83
Bio-medical waste (C)	0.11	0.000093
Construction and demolition waste (D)	0	0
Battery waste (E)	8.00	0.25
Radioactive waste (F)		0
Other Hazardous waste. Please specify, if any. (G)	791.12	25.53
Other Non-hazardous waste generated (H). (Compostable bio Biodegradable food waste)	54,231.42	52,196.75
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>55,044.1</b>	<b>52,233.36</b>
<b>Parameter</b>		
<b>Waste intensity per rupee of turnover</b> (Total waste generated / Revenue from operations)	0.0000036	0.000004
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated / Revenue from operations adjusted for PPP)	0.000074	0.00008
<b>Waste intensity in terms of physical output</b>	0.0050	0.0059
<b>Waste intensity (optional) – the relevant metric may be selected by the entity</b>		
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	51.1	10.83
(ii) Re-used	1.52	-
(iii) Other recovery operations	0.75	-
<b>Total</b>	<b>53.37</b>	<b>10.83</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations (Hazardous waste disposed through authorized recycler / vender)	791.12	25.53
<b>Total</b>	<b>791.12</b>	<b>25.53</b>

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

10. Briefly describe the waste management practices adopted in your establishment. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The facility actively recycles and repurposes solid waste materials to promote sustainability. Middling and rejects from the coal washery serve as fuel for the FBC Boiler, while ash, accretion, and Dolchar from the DRI kilns are used in the captive brick-making unit and as additional boiler fuel. Dedusting dust is redirected to the Pellet plant, and tar from the PGP plant is sent to authorized recyclers. Slag and dust generated during steel-making contribute to reclaiming abandoned mines, and fly ash from boilers is used to fill old stone quarries. Slag from the Ferro alloy plant is utilized in concrete works or as landfill. Hazardous waste such as used oil and spent resin is disposed of responsibly through authorized channels, demonstrating the company's commitment to environmentally sound waste management and circular economy principles.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
1	21°41'4.78"N to 21°39'36.36"N 84° 1'29"E to 84° 2'51.64"E	Integrated steel unit	Yes, the conditions given in the EC Letter are being complied with

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Conducted for current year					

**13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N).**

If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
The company is compliant with all the laws and regulations				

**Leadership Indicators:**

**1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

For each facility / plant located in areas of water stress, provide the following information:

- (i) **Name of the area** – Jamuria, Mangalpur, Pakuria, Sambalpur, Kharagpur, Pithampur (Unit I & II)
- (ii) **Nature of operations** – Steel manufacturing
- (iii) **Water withdrawal, consumption and discharge in the following format:**

Parameter	FY'2024-2025 (KL) (Current Financial Year)	FY'2023-24 (KL) (Previous Financial Year)
<b>Water withdrawal by source (in kiloliters)</b>		
(i) Surface water	71,74,955.15	23,88,449
(ii) Groundwater	NIL	NIL
(iii) Third party water	NIL	32,34,368
(iv) Seawater / desalinated water	NIL	NIL
(v) Others	NIL	NIL
Total volume of water withdrawal (in kiloliters)	71,74,955.15	56,22,817
Total volume of water consumption (in kiloliters)	71,74,955.15	56,22,817
Water intensity per rupee of turnover (Water consumed / turnover)	0.000047	0.00042
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) Into Surface water	NA	NA
- No treatment		
- With treatment – please specify level of treatment		
(ii) Into Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		
<b>Total water discharged (in kilolitres)</b>		

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No



**2. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY'2024-2025	FY'2023-2024
<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)		The Company is in process of calculating their Scope-3 emissions. Active initiatives are in progress to systematically monitor and document this information, with the intention of providing comprehensive data in the forthcoming years	
<b>Total Scope 3 emissions per rupee of turnover</b>			
<b>Total Scope 3 emission intensity</b>			

**Note:** Indicate if any independent assessment, evaluation, or assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

**3. With respect to the ecologically sensitive areas reported in Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Currently, the Company is in the process of assessing any such impact on Biodiversity.

**4. If the entity provided below taken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Waste to Resource Model	The company has adopted a Waste to Resource strategy by repurposing fly ash into eco-friendly bricks and using slag for cement and road construction. Structured handling of hazardous and solid waste has also been implemented for compliance and traceability.	Reduced environmental impact through increased recycling; lower landfill use; improved circular economy alignment.
2	Zero Liquid Discharge (ZLD)	All manufacturing units operate ZLD systems with 3,000 KLD and 4,000 KLD wastewater treatment plants. Treated water is recycled for internal operations or used for landscaping, reducing freshwater dependence.	Achieved water reuse across facilities; eliminated discharge of untreated water; reduced freshwater intake.
3	Renewable Energy Deployment	Installation of 63.976 MW solar power (rooftop and floating); investment in wind energy capacity underway. Energy generated supports internal consumption, reducing dependency on fossil fuels.	Generated 24,276 GJ renewable energy; reduced GHG emissions and operational costs.
4	Waste Heat Recovery Systems	Deployment of waste heat recovery systems (WHRS) and dolochar-based captive power plants to capture thermal energy from production processes.	Improved energy efficiency; reduced thermal losses; enhanced captive power contribution to 83% of total energy use.
5	Advanced Pollution Control Devices	Use of Electrostatic Precipitators (ESPs) and other APCDs across all production units. Air quality monitored in real time to ensure emission norms are met.	Reduced particulate and gaseous emissions; ensured regulatory compliance; improved workplace and community air quality.
6	Industry 4.0 and Digital Integration for Efficiency	Adoption of IoT, AI-enabled systems, SAP S/4HANA and predictive maintenance tools to optimise operations, reduce energy and material waste, and improve equipment efficiency.	15% increase in output, 20% reduction in labour costs, 30% reduction in inventory holding; improved responsiveness and resource utilisation.
7	Top Gas Pressure Recovery Turbine (TRT)	Installed 18 MW TRT at Jamuria plant to recover energy from blast furnace gas and convert it into electricity.	Enhanced energy efficiency by 10%; reduced carbon intensity of steel production.
8	Aluminium Scrap Recycling	Integrated aluminium scrap into foil manufacturing to promote circularity and reduce reliance on virgin materials.	Promoted circular economy; lowered raw material cost and environmental footprint in aluminium value chain.
9	Cooling System Optimisation	New cooling system at Jamuria reduced water and electricity usage, contributing to process optimisation and sustainability.	Achieved 20% reduction in water and electricity use; supported ZLD and energy efficiency goals.

**5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

No

**6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

No adverse impact identified

**7. % of Value chain partners (by value of business done with such partners) that were assessed for Environmental Impacts?**

Currently, the company is in the process of assessing value chain partners for environmental impacts.

**8. How Many green credits have been generated or produced**

a By the listed entity

Nil

b By the top ten ( in terms of value of purchase and sales respectively) value chain partners

Nil





### Principle 7:

**Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.**

#### Essential Indicator:

1. a. Number of affiliations with trade and industry chambers/associations.

9

- b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the Company is a member of/affiliated to.

S. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/ National)
1.	Bengal chamber of Commerce (BCC)	State
2.	Merchant Chamber of Commerce (MCC)	State
3.	Bharat Chamber of Commerce (BCC)	National
4.	Indian Chamber of Commerce (ICC)	National
5.	Federation of Indian Chambers of Commerce & Industry (FICCI)	National
6.	Confederation of Indian Industry (CII)	National
7.	SteelMint	National
8.	Pellet Manufacturers' Association of India	National
9.	Agri Horticultural Society	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the Company, based on adverse orders from regulatory authorities.

Name of the authority	Brief of the case	Corrective action taken
There have been no adverse orders against the Company pertaining to anti-competitive conduct from regulatory bodies		

#### Leadership Indicators:

1. Details of public policy positions advocated by the Company:

S. No.	Public Policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/ No)	Frequency of Review by Board (Annually/ Half yearly/Quarterly/ Others- please specify)	Web Link, if available
	Shyam Metalics works closely with industry/trade associations in evolving policies that govern the functioning and regulations of the Indian Steel sector.				





## Principle 8:

**Businesses should promote inclusive growth and equitable development.**

### Essential Indicator:

- Details of Social Impact Assessments (SIA) of projects undertaken by the Company, based on applicable laws, in the current financial year.**

Name and brief details of project	SIA Notification No	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

- Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by the Company, in the following format:**

S.no	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

- Describe the mechanisms to receive and redress grievances of the community.**

Local committees from districts, panchayats, and villages play a vital role in voicing community concerns to the CSR department, where each issue is carefully reviewed and addressed. The Shyam Metals Foundation (SMF) engages dedicated CSR Volunteers who work closely with Women's Self-Help Groups and various village collectives. These volunteers serve as a bridge between the foundation and the community—conveying SMF's goals while also actively listening to local needs and prioritizing their resolution. In addition, community members may report grievances directly to the HR or Administration teams at any plant, ensuring prompt and effective handling of their concerns.

- Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY'2024-2025	FY'2023-2024
Directly sourced from MSMEs/small producers	6.31%	4.66%
Sourced directly from within India	93.69%	79.60%

- Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2024-25	PY 2023-24
<b>Rural</b>		
of Job creation in Rural areas	73.97%	73.46%
<b>Semi-urban</b>		
of Job creation in Semi-urban areas	8.8%	5.0%
<b>Urban</b>		
of Job creation in Urban areas	2.57%	6.63%
<b>Metropolitan</b>		
% of Job creation in Metropolitan areas	14.61%	14.69%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

## Leadership Indicators:

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not Applicable	

2. Provide the following information on CSR projects undertaken by the Company in the designated aspirational districts as identified by government bodies:

S. No	State	Aspirational District	Amount spent (In INR)
1	WEST BENGAL	Jamuria	56791000
2	WEST BENGAL	Mangalpur	1195000

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups?

No, there is no such policy yet, however the entity is working on a responsible sourcing policy.

- (b) From which marginalized/vulnerable groups do you procure?

NA

- (c) What percentage of total procurement (by value) does it constitute?

NA

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by the Company (in the current financial year), based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/ No)	Benefit shared (Yes/No)	Basis of calculating benefit share
Nil				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
Not Applicable		

6. Details of beneficiaries of CSR Projects:

Particulars	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized group
Social Infrastructure	Construction of community hall, schools, roads, club & stage	4985	35
	Pond Renovation in 5 villages of 3 Gram Panchayats	6324	90
	Road construction from Nishanbhanga village chowk to Jharmunda	3521	70
	Village chowk		

Particulars	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized group
Sehat	Drinking Water arrangement in Near by villages/ Schools	8490	60
	Mobile Health Unit for health services / Homeopathy service	14769	50
	Animal health camp with collaboration of Animal Husbandry Dept.	410	20
	Construction of community toilet & bathroom/WASH activities	333	80
	Drinking water support in summer season to 71 habitations	38397	80
	(including Revenue villages and hamlets) of 5 Gram Panchayats		
Sustainability	Mobile Health Unit support to 18 villages of 3 Gram Panchayats	25253	85
	Water harvesting Structure	420	80
	Plantation	14255	70
	Solar street light	570	65
	Seed distribution	470	75
	Awareness program	993	65
Skill Development	Education & Computer training center	223	70
	Sewing, jute & Mushroom training	515	55
	Education support to 21 schools of 3 Gram Panchayats	1147	65
	Support to Dr. Isac Santra Bal Ashram	50	100
	Skill Development training on computer and Tailoring	120	70
welfare	Cloths distribution, health camp, blood donation camp, Fire tender services	8114	85
	Community Awareness Program in 9 villages of 4 Gram Panchayats	4431	80
Sprots, Art & Culture	Promotion of sports activities in 11 villages and one municipality	10000	50
	Promotion of Cultural activities in 11 villages and one municipality	30000	50
	Sports promotion	80	90






**Principle 9:**

**Businesses should engage with and provide value to their consumers in a responsible manner**

**Essential Indicator:**
**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

The Company has implemented a comprehensive customer feedback system that provides multiple accessible channels for communication. Customers can share their feedback or lodge complaints through email, phone, the company website, social media platforms, feedback forms, letters, and direct verbal interactions with project management teams. Furthermore, a dedicated toll-free number and a specific email address are available on the company's website to ensure prompt and effective resolution of customer concerns.

**2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	
Safe and responsible usage	Nil
Recycling and/or safe disposal	

**3. Number of consumer complaints in respect of the following:**

Number of consumer complaints in respect of the following:	FY'2024-25		Remarks	FY'2023-24		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	Nil			Nil		
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other						

**4. Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls		
Forced recalls		Nil

**5. Does the Company have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

The Company has a formal policy on Information security Management and a manual of all the relevant policies is on the Company's website <https://www.shyammetalics.com/wp-content/uploads/2025/08/ISMS.42-Data-Protection-Privacy-Policy.pdf>

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.**

Nil

## 7. Provide the following information relating to data breaches:

	Provide the following information relating to data breaches:
a. Number of instances of data breaches along-with impact	Nil
b. Percentage of data breaches involving personally identifiable information of customer	Nil
c. Impact, if any, of the data breaches	Nil

### Leadership Indicators:

#### 1. Channels/platforms where information on products and services of the Company can be accessed (provide web-link, if available).

All information regarding the business of SMEL can be accessed through the Company's website [www.shyammetalics.com](http://www.shyammetalics.com) and in its periodic disclosures such as the annual report.

#### 2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

The Company actively upholds product safety and regulatory compliance by strictly following industry standards. Each product is equipped with clear labeling, detailed usage instructions, and necessary precautionary warnings to ensure safe handling by consumers. Through educational initiatives—such as user manuals, instructional videos, and digital resources—the Company empowers users with the knowledge to operate products safely and effectively. Furthermore, a strong emphasis is placed on sustainability throughout the product lifecycle, including responsible waste management and a transparent approach to addressing data privacy concerns.

#### 3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

NA

#### 4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as whole? (Yes/No)

Yes, SMEL goes beyond regulatory requirements by prominently displaying the GreenPro Ecolabel on applicable products. The Company also provides customers with comprehensive test certificates that detail mechanical and chemical properties, enabling informed purchasing decisions. Shyam Metalics stands at the forefront of environmental certification within the Indian steel industry. Its leadership is reflected in the GreenPro certification awarded by the Confederation of Indian Industry (CII) for key product lines, including (a) Hot Rolled Medium and High Tensile Structural Steel, and (b) High Strength Deformed Steel Bars.



# Corporate Governance Report

for the year 2024-2025

## **(Pursuant to Regulation 34(3) and Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended)**

Corporate Governance is a process of governing a corporate entity which through a set of systems, procedures and practices establishes a valuable relationship of trust with all Stakeholders. Transparency, Disclosure and Accountability are three main pillars of corporate governance. Sound Corporate Governance practices are guided by culture, conscience and mindset of an organization and are based on principles of openness, fairness, professionalism, transparency and accountability with an aim to build confidence of its various stakeholders and paving way for its long-term success. To accomplish fair Corporate Governance, the Government of India has put in place a framework based on stipulations contained under the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ('SEBI Listing Regulations'), Accounting Standards and Secretarial Standards etc.

### **Company's Philosophy on Code of Corporate Governance:**

In Shyam Metalics and Energy Limited, Corporate Governance is defined as a systematic process by which the Company is directed and controlled, keeping in mind the long-term interests of all their stakeholders. Achievement of excellence in good Corporate Governance practices requires continuous efforts and focus on its resources, strengths and strategies towards ensuring fairness and transparency in all its dealings with its stakeholders including society at large.

The Company's philosophy on Corporate Governance is founded upon a rich legacy of fair and transparent governance practices which are essentially aimed at ensuring transparency in all dealings and hence seeks to focus on enhancement of long-term stakeholder value without compromising on integrity, social obligations and regulatory compliances. The company operates within accepted standards of prosperity, fair play and justice and aims at creating a culture of openness in relationships between itself and its stakeholders. Even in a fiercely competitive business environment that the Company is operating in, the management and employees of the Company are committed to uphold the core values of transparency, integrity, honesty and accountability, which are fundamental to the Company and for achieving Corporate Excellence.

The Company is in compliance with the Corporate Governance requirements as specified in Regulations 17 to 27 read with Schedule V and sub-regulation (2) of Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations."), as applicable, during the Financial Year 2024-25 with regard to corporate governance.

### **Date of Report**

The Information provided in this report on Corporate Governance for the purpose of unanimity is as on 31<sup>st</sup> March, 2025. This report is also updated as on the date of the report, wherever applicable.

## **Board of Directors**

The Board of Directors is the apex body constituted by the shareholders for overseeing the Company's overall functioning. The Board provides strategic direction and leadership and oversees the management policies and their effectiveness looking at long-term interests of shareholders and other stakeholders. The Board, inter alia, reviews and guides corporate strategy, major plans of action, risk policy, annual budgets, acquisitions and divestments. It also monitors implementation and effectiveness of governance structures.

The Company believes that an active, well-informed and Independent Board is an important facet of responsible behavior which is necessary to ensure the highest standards of Corporate Governance.

### **Board Composition and Category of Directors**

The Board comprises of an optimum combination of Executive, Non-Executive and Independent Directors. As on March 31, 2025, the Board consists of 12 (Twelve) Directors, including and headed by Non-Executive Chairman, 5 (Five) Executive Directors, and 6 (Six) Independent Directors out of which 1 (One) is Woman Director. The Board periodically evaluates the need for change in its composition and size. Detailed profile of our directors is available on our website at <https://www.shyammetalics.com/about-us/list-of-directors-kmp/>.

The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations, 2015 read with Section 149 and 152 of the Companies Act, 2013. The Board members possess adequate qualifications, knowledge, expertise and experience to provide strategic guidance to the Company. The Company has passed special resolution for appointment/reappointment/continuation of Independent Director, who has attained the age of seventy-five years, in compliance with Regulation 17(1A) of the SEBI Listing Regulations and passed special resolution for Executive Director who has attained the age of seventy years, in compliance with Section 196 of the Act.

As defined in Regulation 17A, SEBI (LODR) Regulations, 2015 none of the Directors are the members of the Board, in more than seven listed entities. The Independent Directors of the Company do not serve as an Independent Director in more than seven listed entities. Further, none of the Executive Directors of the Company serve as an Independent Director in any listed company. None of our Independent Directors serve as Non-Independent Director in any company, on the board of which any of our Non-Independent Director is an Independent Director.

During Financial Year 2024-25, none of the Directors on the Board are the member of more than Twenty Companies (including a maximum of Ten public limited companies) or a member of more than ten Board-level Committees or a Chairman of more than five such Committees. To determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2025, have been made by the Directors.



The Independent Directors (IDs) of the Company have declared that they meet the criteria for “independence” and / or “eligibility” as prescribed under Regulation 16(1)(b) of the Listing Regulations and Section 149 of the Companies Act, 2013 (as amended) (the “Act”) and have given necessary confirmation in terms of Regulation 25(8) of the Listing Regulations. Based on the said declarations and confirmation received from the Independent Directors, the Board of Directors confirms that the Independent Directors fulfill the conditions specified in the aforesaid regulations and are independent of the management. Further, the IDs have in terms of Section 150 of the Act

read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors’ Databank maintained with the Indian Institute of Corporate Affairs.

The Company has issued formal letters of appointment to the Independent Directors. As required under Regulation 46 of the SEBI Listing Regulations, as amended, the terms and conditions of appointment of IDs including their role, responsibility and duties are available on our website at <https://www.shyammetalics.com/wp-content/uploads/2023/03/Terms-and-Conditions-ID.pdf>.

The composition and category of the Directors on the Board, as on March 31, 2025, are as follows:

Name of the Director	DIN	Designation	Category
Mr. Mahabir Prasad Agarwal <sup>1</sup>	00235780	Chairman	Promoter – Non-Executive Non-Independent
Mr. Brij Bhushan Agarwal <sup>2</sup>	01125056	Vice-Chairman & Managing Director	Promoter – Executive
Mr. Sanjay Kumar Agarwal	00232938	Joint Managing Director	Promoter – Executive
Mr. Deepak Agarwal	00560010	Director-Finance & CFO	Executive
Mr. Dev Kumar Tiwari	02432511	Whole Time Director	Executive
Mr. Sheetij Agarwal	08212992	Whole Time Director	Promoter – Executive
Mr. Kishan Gopal Baldwa	01122052	Director	Independent, Non-Executive
Mr. Chandra Shekhar Verma	00121756	Director	Independent, Non-Executive
Mr. Malay Kumar De	00117655	Director	Independent, Non-Executive
Mr. Nand Gopal Khaitan	00020588	Director	Independent, Non-Executive
Ms. Rajni Mishra	07706571	Director	Independent, Non-Executive
Mr. Shashi Kumar	00116600	Director	Independent, Non-Executive

**Notes:**

1. Mr. Mahabir Prasad Agarwal stepped down from the position of Chairman in Board Meeting held on 9th May 2025 and was simultaneously conferred the title of Chairman Emeritus.
2. The Board has appointed Mr. Brij Bhushan Agarwal as the Executive Chairman of the Board w.e.f. 10th May 2025 and accordingly he has been re-designated as Chairman & Managing Director (CMD) of the Company.

### Changes in the Board during the Financial Year 2024-25

- Mr. Chandra Shekhar Verma (DIN: 00121756) has been appointed as an Additional Independent Director w.e.f. 4<sup>th</sup> July, 2024.
- Mr. Chandra Shekhar Verma (DIN: 00121756) has been appointed as Independent Director Non-Executive category of the Company for a period of five consecutive years commencing from 4<sup>th</sup> July, 2024 till 3<sup>rd</sup> July, 2029.
- Mr. Yudhvir Singh Jain (DIN: 06507365), Independent Director ceased from the directorship of the Company w.e.f 24<sup>th</sup> October, 2024 due to sudden demise.

### Directorship, Committee membership and Chairmanship

The details of each member of the Board along with the number of Directorship(s) / Committee Membership(s) and Committee Chairmanship/ name of listed entities where he/she is a Director and category of Directorship as on date of this report are provided herein below:

Name of the Director	Number of Directorship in other Public Limited Companies *	Number of Membership including Chairmanship of other Board Committee(s) **	Name of listed entities where he/she is a Director and category of Directorship
Mr. Mahabir Prasad Agarwal	2	-	-
Mr. Brij Bhushan Agarwal	3	-	Star Cement Limited <sup>1</sup>
Mr. Sanjay Kumar Agarwal	3	1	-
Mr. Deepak Agarwal	1	-	-
Mr. Dev Kumar Tiwari	1	-	-
Mr. Sheetij Agarwal	-	-	-
Mr. Malay Kumar De	2	-	-
Mr. Kishan Gopal Baldwa	2	1	-
Mrs. Rajni Mishra	2	2	Alpine Commercial Co Ltd <sup>2</sup> Western Carriers (India) Ltd <sup>2</sup>

Name of the Director	Number of Directorship in other Public Limited Companies *	Number of Membership including Chairmanship of other Board Committee(s) **	Name of listed entities where he/she is a Director and category of Directorship
Mr. Nand Gopal Khaitan	5	6	Mangalam Cement Ltd. <sup>1</sup> Reliance Chemotex Industries Ltd. <sup>1</sup> AGI Greenpac Ltd. <sup>1</sup> HEG Ltd. <sup>2</sup> Hindware Home Innovation Ltd. <sup>2</sup>
Mr. Shashi Kumar	1	-	-
Mr. Chandra Shekhar Verma	5	4	Welspun Corp Ltd. <sup>2</sup> SML Isuzu Ltd. <sup>2</sup> Multi Commodity Exchange of India Ltd. <sup>2</sup> Ikio Technologies Ltd. <sup>2</sup>

\* Only Public Limited companies are considered whether listed or not and excluded private Ltd companies, Section 8 companies, High Value Debt Entities and Foreign Companies.

\*\* Memberships/Chairmanships of only Audit Committee and Stakeholders' Relationship Committee in other Public Limited Companies have been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

1. Director in the category of Non-Independent, Non-Executive.

2. Director in the category of Independent, Non-Executive.

### Disclosure of Relationship Between Directors inter-se

Sl. No.	Name of the Director	Category	Relationship Between Directors inter-se
1.	Mr. Mahabir Prasad Agarwal <sup>1</sup>	Chairman	Father of Mr. Brij Bhushan Agarwal
2.	Mr. Brij Bhushan Agarwal <sup>2</sup>	Vice Chairman & Managing Director	Son of Mr. Mahabir Prasad Agarwal and Father of Mr. Sheetij Agarwal
3.	Mr. Sanjay Kumar Agarwal	Joint Managing Director	Cousin of Mr. Brij Bhushan Agarwal
4.	Mr. Sheetij Agarwal	Whole-time Director	Son of Mr. Brij Bhushan Agarwal
5.	Mr. Deepak Agarwal	Whole-time Director	NA
6.	Mr. Dev Kumar Tiwari	Whole-time Director	NA
7.	Mr. Kishan Gopal Baldwa	Independent Director	NA
8.	Mr. Chandra Shekhar Verma	Independent Director	NA
9.	Mr. Malay Kumar De	Independent Director	NA
10.	Mr. Nand Gopal Khaitan	Independent Director	NA
11.	Mrs. Rajni Mishra	Independent Director	NA
12.	Mr. Shashi Kumar	Independent Director	NA

#### Notes:

1. Mr. Mahabir Prasad Agarwal stepped down from the position of Chairman in Board Meeting held on 9th May 2025 and was simultaneously conferred the title of Chairman Emeritus.

2. The Board has appointed Mr. Brij Bhushan Agarwal as the Executive Chairman of the Board w.e.f. 10th May 2025 and accordingly he has been re-designated as Chairman & Managing Director (CMD) of the Company.

Apart from the relations mentioned hereinabove, there is no inter-se relation among the Directors of the Company.

### Details of Shares and Convertible Instruments held by Non- Executive Directors

Shareholding of non-executive directors are given in details under the Remuneration section of the Corporate Governance Report.

### Selection of New Directors and Board Membership Criteria

The Nomination and Remuneration Committee ('NRC') formulates and recommends to the Board the appropriate qualifications, positive attributes, characteristics, skills and experience required for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. The Policy for appointment and removal of Directors and determining Directors' independence is available on our website at <https://www.shyammetalics.com/wp-content/uploads/2024/05/Nomination-and-Remuneration-Policy.pdf>.

### Key Board Qualifications, Expertise and Attributes

The Members of the Board are committed to ensuring that the Board follows the highest standards of Corporate Governance. The table below summarises the key skills, expertise, competencies and attributes which are taken into consideration by the NRC while recommending appointment of Directors to the Board:

### Definitions of skills/expertise/competencies

**Leadership** - Extended leadership experience for a significant enterprise, resulting in a practical understanding of organisations, processes, strategic planning, and operations. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth.

**Strategy & Operations** - To create short- and long-term objectives and plans for achieving them and to ensure every aspect works collaboratively. To develop efficient operational strategies for the business helping to achieve the Company's objectives and improve organizational decision-making.

**Technology** - A significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation, and extend or create new business models.

**Finance** - Leadership of the finance function / management of an enterprise, resulting in proficiency in complex financial management, capital allocation and financial reporting processes or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions and also acquainted with the compliance thereof parallel with the regulatory requirements.

**Governance** - Service on a public company board to develop insights about maintaining board and management accountability, protecting

shareholder interests, and observing appropriate fair and transparent governance practices with a focus to enhancement of long value.

**Sales & Marketing** - Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation.

**Government / Regulatory Affairs** - To ensure that the Company keeps up with changes in regulations and laws and complies in the markets they serve.

**Sustainability, Environment, Social and Governance (ESG)**- Experience in leading the Sustainability and ESG visions of organisations, to be able to integrate these into the strategy of the Company.

### Details of Directors possessing the skills / expertise and competencies:

Name of Directors	Skills/Expertise and Competencies							Sustainability, environment, social and Governance (ESG)
	Leadership	Strategy & Operations	Technology	Finance	Governance	Sales & Marketing	Government/ Regulatory Affairs	
Mr. Mahabir Prasad Agarwal	✓	✓		✓	✓	✓	✓	✓
Mr. Brij Bhushan Agarwal	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Sanjay Kumar Agarwal	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Deepak Agarwal	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Dev Kumar Tiwari	✓	✓	✓	✓		✓	✓	✓
Mr. Sheetij Agarwal	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Kishan Gopal Baldwa	✓	✓	✓	✓	✓		✓	✓
Mr. Chandra Shekhar Verma	✓	✓	✓	✓	✓		✓	✓
Mr. Malay Kumar De	✓	✓	✓		✓		✓	✓
Mr. Nand Gopal Khaitan	✓	✓	✓	✓	✓		✓	✓
Ms. Rajni Mishra		✓	✓	✓	✓		✓	✓
Mr. Shashi Kumar	✓	✓			✓		✓	✓

### Induction and Familiarization Program for Directors

As per the Listing Regulations, the Company shall provide suitable training to the Directors to familiarize them with the Company, the nature of the industry in which the Company operates and other such areas. The members of the Board of Directors are well acquainted with the industry and are provided necessary reports, documents and other presentations including interactive session with the Chairman, Vice Chairman & Managing Director and other functional heads of the Company. Efforts are made to familiarize the Directors about their roles, rights, and responsibilities. The Directors are regularly updated on the changes in policies, laws and regulations and other developments in the business. The details of the Director's induction and familiarization are available on the Company's website at [https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL\\_Policy-Doc\\_Familiriasation-Prog.pdf](https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL_Policy-Doc_Familiriasation-Prog.pdf)

### Remuneration Policy for Board and Senior Management

The Board has adopted and approved the Remuneration Policy for Directors, Key Managerial Personnel ('KMP') and all other employees

of the Company. The same is available on our website at <https://www.shyammetalics.com/wp-content/uploads/2024/05/Nomination-and-Remuneration-Policy.pdf>

Details of remuneration for Directors in FY 2024-25 forms part of this Annual Report.

### Board Meetings and Procedures

The Board meets at regular intervals to discuss and decide on the policies and strategies with respect to the business of the Company apart from normal business. The Board generally meets at least once every quarter to review the Quarterly results and other agenda items. Additional meetings are held as and when deem necessary. The Committees of the Board usually meet the day before or on the day of the Board meeting or whenever the need arises for transacting business. The recommendations of the Committees are placed before the Board for necessary approvals. All committee recommendations placed before the Board during the year under review were unanimously accepted by the Board.



All the meetings are scheduled well in advance and notices are sent to all the Directors through the permitted mode. In case a meeting is called at shorter notice to transact urgent business, requirements of Section 173(3) of the Act are complied with. The agenda of the meeting are backed by necessary supporting information and documents to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board Committees and Subsidiaries for the information of the Board. Additional agenda items in the form of "Other Business" are included with the permission of the Chairman. Drafts minutes of the proceedings of the Board/ Committee Meetings are circulated in advance and comments, if any, received from the Directors are incorporated in the minutes in consultation with the Chairman. The Board periodically reviews compliance reports of all laws applicable to the Company.

Information about major events/ items is placed before the Board and approval of the Board is taken on all such matters wherever such approval is required. Senior executives of the Company are invited as and when required to provide additional input or clarifications on certain agenda items being discussed in the Board Meeting.

### Number and dates of Board Meetings held during the year

5 (Five) Board Meetings were held during the Financial Year 2024- 25 and the gap between any two Board meetings during the year under review did not exceed one hundred and twenty days. The Meetings were held on 14<sup>th</sup> May, 2024, 4<sup>th</sup> July, 2024, 30<sup>th</sup> July, 2024, 7<sup>th</sup> November, 2024 and 28<sup>th</sup> January, 2025. The requisite quorum was present for all the meetings.

The attendance of the Directors at the Board Meetings during the financial year 2024-25 and at the previous Annual General Meeting is as under:

Name of Director	No. of Board Meeting Attended out of total (/) no. of Meetings held	Last AGM Attended
Mr. Mahabir Prasad Agarwal <sup>1</sup>	5/5	Yes
Mr. Brij Bhushan Agarwal <sup>2</sup>	4/5	Yes
Mr. Sanjay Kumar Agarwal	4/5	Yes
Mr. Deepak Agarwal	5/5	Yes
Mr. Dev Kumar Tiwari	4/5	Yes
Mr. Kishan Gopal Baldwa	5/5	Yes
Mr. Yudhvir Singh Jain <sup>3</sup>	3/3	Yes
Mr. Nand Gopal Khaitan	3/5	Yes
Ms. Rajni Mishra	5/5	Yes
Mr. Malay Kumar De	4/5	Yes
Mr. Shashi Kumar	5/5	Yes
Mr. Sheetij Agarwal	3/5	No
Mr. Chandra Shekhar Verma <sup>4</sup>	2/3	Yes

### Notes:

1. Mr. Mahabir Prasad Agarwal stepped down from the position of Chairman in Board Meeting held on 9th May 2025 and was simultaneously conferred the title of Chairman Emeritus.
2. The Board has appointed Mr. Brij Bhushan Agarwal as the Executive Chairman of the Board w.e.f. 10th May 2025 and accordingly he has been re-designated as Chairman & Managing Director (CMD) of the Company.
3. Mr. Yudhvir Singh Jain (DIN: 06507365) ceased to be an Independent Director w.e.f 24<sup>th</sup> October, 2024 due to his death.
4. Mr. Chandra Shekhar Verma (DIN: 00121756) has been appointed as an Independent Director for a period of five consecutive years commencing 4<sup>th</sup> July, 2024 till 3<sup>rd</sup> July 2029.

The Board has devised proper system to ensure compliance with provisions of all applicable laws and periodically reviewed the compliance reports of all laws applicable to the Company and necessary steps were taken to ensure the compliance in letter and spirit.

### Letter of appointment issued to Independent Directors

The Independent Directors on the Board of the Company are given a formal appointment letter inter alia containing the term of appointment, role, duties and responsibilities, time commitment, remuneration, insurance, code of conduct training and development, performance evaluation process disclosure, confidentiality, etc. The terms and conditions of appointment of IDs are available on the Company's website at <https://www.shyammetalics.com/wp-content/uploads/2023/03/Terms-and-Conditions-ID.pdf>.

### Information provided to the Board

During FY25, information as mentioned in Part A of Schedule II of the Listing Regulations, has been placed before the Board for its consideration.

### Separate Meeting of Independent Directors

Pursuant to Schedule IV of the Companies Act, 2013, and the latest amendment brought in by SEBI in LODR Regulations, the Independent Directors met twice on 27<sup>th</sup> January, 2025 and 28<sup>th</sup> March, 2025 during the FY 2024-25 without the presence of Non-Independent Directors and Members of the Management. The meeting of the Independent Directors was chaired by Mr. Kishan Gopal Baldwa, Independent Director and Chairperson of the Audit Committee. The Independent Directors, inter alia, evaluated the performance of the Non-Independent Directors and the Board of

Directors as a whole, evaluated the performance of the Chairman of the Board after considering the views of Executive and Non-Executive Directors and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

## Performance Evaluation

The Board carried out an annual performance evaluation of its own performance, the Independent Directors individually, as well as the evaluation of the working of the Committees of the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The purpose of the Board evaluation is to achieve persistent and consistent improvement in the governance of the Company at the Board level with the participation of all concerned in an environment of harmony. The Board acknowledges its intention to establish and follow "best practices" in Board governance to fulfil its fiduciary obligation to the Company. The Board believes the evaluation will lead to a closer working relationship among Board members, greater efficiency in the use of the Board's time, and increased effectiveness of the Board as a governing body.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The Directors have expressed their satisfaction with the evaluation process.

### Board Committees:

The Board has constituted various committees as mandated under Chapter IV of the SEBI Listing Regulations to function in specific areas and to take informed decisions within delegated powers. Each Committee exercises its functions within the scope and area as defined in its constitution guidelines. The Company Secretary acts as

the Secretary to all the Committees of the Board. These Committees are constituted in conformity of the SEBI Listing Regulations and the Act and are mentioned as follows:

- Audit Committee,
- Nomination and Remuneration Committee,
- Stakeholders Relationship Committee,
- Risk Management Committee,
- Corporate Social Responsibility (CSR) Committee

### Other Board Committees:

The Board, in addition to the mandatory Committees under Chapter IV of the SEBI Listing Regulations has constituted various other committees namely:

- Executive Committee,

### Audit Committee:

The Company has a qualified and independent Audit Committee. The terms of reference, role, scope and composition of Audit Committee are in accordance with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Committee acts as a link between the management, the statutory and internal auditors and Board of Directors to oversee the financial reporting process.

As on 31 March, 2025, the Committee consists of 3 (Three) Directors, who bring with them vast experience in the field of accounts, finance & operations. The Company has immensely benefited from the deliberations of the Audit Committee. Besides the Committee members, Director-Finance, Chief Financial Officer and other functional heads and Auditors (Statutory/Internal/Cost) of the Company are invited to attend the meeting, as and when required.

The Chairman of the Audit Committee is an Independent Director, and the Company Secretary acts as the Secretary to the Committee.

The Audit Committee met 4 (four) times during the Financial Year 2024-25. The meetings were held on 14<sup>th</sup> May, 2024, 30<sup>th</sup> July, 2024, 7<sup>th</sup> November, 2024 and 28<sup>th</sup> January, 2025. The requisite quorum was present for all the meetings.

The composition of the Audit Committee and the details of meetings attended by the members during the Financial Year 2024-25 are as under:

Name of the Director	Category	No. of Committee Meetings Attended out of (/) total No. of Meetings held
Mr. Kishan Gopal Baldwa	Chairman – Independent, Non-Executive	4/4
Mrs. Rajni Mishra	Member – Independent, Non-Executive	4/4
Mr. Sanjay Kumar Agarwal	Member -Executive	3/4
Mr. Yudhvair Singh Jain <sup>1</sup>	Member - Independent, Non-Executive	2/2

### Notes

1. Mr. Yudhvair Singh Jain ceased to be a Member of the Audit Committee due to his death and hence the Audit Committee was re-constituted effective from 7 November, 2024.

**Brief terms of reference of the Audit Committee:**

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment, and replacement, remuneration, and terms of appointment of the internal auditor, cost auditor and statutory auditor and the fixation of audit fee.
- Reviewing and monitoring the auditor's independence and performance and the effectiveness of audit process.
- Approving payments to the statutory, internal and cost auditors for any other services rendered by statutory, internal and cost auditors.
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be stated in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgement by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Qualifications and Modified opinion(s) in the draft audit report.
- Reviewing with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval.
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Reviewing / monitoring with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
- To review utilization of loans and/or advances from/investments by the holding company in the subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

**Nomination and Remuneration Committee**

The composition of the Nomination & Remuneration Committee is in line with the requirements of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013. As on the date of this report, the committee comprised of three members wherein majority of them are Non-Executive Independent Directors.

4 (Four) meetings of Nomination and Remuneration Committee were held during the Financial Year 2024-25 i.e. on 13<sup>th</sup> May, 2024, 4<sup>th</sup> July, 2024, 7<sup>th</sup> November, 2024 and 28<sup>th</sup> January, 2025.



The composition of the Nomination and Remuneration Committee and the details of meetings attended by the Directors are as under:

Name of the Director	Category	No. of Committee Meetings Attended out of total no. of meetings held
Kishan Gopal Baldwa	Chairman - Independent, Non-Executive	4/4
Shashi Kumar <sup>1</sup>	Member – Independent, Non-Executive	1/1
Mahabir Prasad Agarwal	Member – Non-Independent, Non-Executive	4/4
Yudhvir Singh Jain <sup>2</sup>	Member – Independent, Non-Executive	2/2

**Notes:**

1. Mr. Shashi Kumar was appointed on 7 November 2024 as the Member of the Nomination & Remuneration Committee of the Company.
2. Mr. Yudhvir Singh Jain ceased to be a Member of the Nomination and Remuneration Committee due to his death and hence the Audit Committee was re-constituted effective from 7 November, 2024.

The Company Secretary acts as Secretary to the Committee.

Pursuant to section 178 of the Companies Act, 2013 and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved & adopted the terms of reference of the Committee.

Terms of Reference of the Nomination & Remuneration Committee.

- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- To formulate the criteria for evaluation of performance of independent directors and the Board;
- Devising a policy on Board diversity;
- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- Analysing, monitoring and reviewing various human resource and compensation matters;
- Determining the Company's policy on specific remuneration packages for executive directors including person rights and any compensation payment and determining remuneration packages of such directors;
- Determine compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market related usually consisting of a fixed and variable component;
- Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange

Board of India (Share Based Employee Benefits) Regulations, 2014 including the following:

- i. Administering the employees stock option plan (the "Plan")
  - ii. Determining the eligibility of employees to participate under the Plan;
  - iii. Granting options to eligible employees and determining the date of grant;
  - iv. Determining the number of options to be granted to an employee;
  - v. Determining the exercise price under the Plan;
  - vi. Deciding on matters such as quantum of and milestones for grant, eligibility of employees who shall be entitled to grant of options, vesting period and conditions thereof, termination policies, etc. and
  - vii. Construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan;
- Framing suitable policies and systems to ensure that there is no violation, as amended from time to time of any securities laws or any other applicable laws in India or overseas, including:
    - i. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
    - ii. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
  - Determine whether to extend or continue the term of appointment of the independent Director, on the basis of the report of performance evaluation of Independent Directors;
  - Perform such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by such committee;
  - Recommending to the Board all remuneration, in whatever form, payable to senior management.

- To ensure that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;

### Performance Evaluation criteria for Independent Directors

Non-executive directors of the company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance to the Board simultaneously also oversee the Corporate Governance framework of the company. The Nomination & Remuneration Committee has formulated a Policy for the Board, its Committees and Directors which contains the evaluation thereof and also formulate the criteria for determining qualifications, positive attributes and independence of a director. The Policy has been approved and adopted by the Board. The details of Board Evaluation forms part of the Board's Report.

### Remuneration to Directors

The Board of Directors of the Company has already adopted a policy for remuneration of the Board Members, Key Managerial Personnel (KMPs) & Senior Management Personnel (SMPs) in adherence

with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 178 of the Companies Act, 2013 and Rules made there under.

#### (a) Remuneration to Non-Executive Directors:

The Non-Executive Directors of the Company are paid remuneration by way of sitting fees for attending the meetings of the Board of Directors and its Committees. Besides the sitting fees, they are also entitled to re-imbursement of expenses for attending the meetings of the Board of Directors and its Committees. The Non-Executive Directors of the Company were not paid any other remuneration or commission.

The Non-Executive Directors are paid remuneration based on the criteria as mentioned in the Nomination Policy of the Company which is available at the weblink: <https://www.shyammetalics.com/wp-content/uploads/2024/05/Nomination-and-Remuneration-Policy.pdf>

#### (b) Remuneration to Executive Directors:

The Company has a credible and transparent policy in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/WTDs). Their remuneration is governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards. The remuneration determined for MD / WTDs is subject to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, members in due compliance of the provisions of Companies Act, 2013 and other applicable rules made there under.

### Remuneration paid to the Directors:

The details of remuneration paid to Whole-time Directors and Sitting Fees paid to Non-Executive Directors for the Financial Year 2024-2025 are as below:

Sl. No.	Name of the Director	Designation	Salary	Sitting Fees	No. of Shares held as on 31.03.2025
1.	Mr. Mahabir Prasad Agarwal <sup>1</sup>	Chairman, Director	-	-	2,525
2.	Mr. Brij Bhushan Agarwal <sup>2</sup>	Vice - Chairman & Managing Director	2,40,00,000	-	2,32,84,820
3.	Mr. Sanjay Kumar Agarwal	Joint Managing Director	60,00,000	-	31,580
4.	Mr. Deepak Agarwal	Whole Time Director	84,00,000	-	31,020
5.	Mr. Dev Kumar Tiwari	Whole Time Director	58,04,452	-	20,800
6.	Mr. Sheetij Agarwal	Whole Time Director	60,00,000	-	-
7.	Mr. Kishan Gopal Baldwa	Independent Director	-	4,85,000	200
8.	Mr. Shashi Kumar	Independent Director	-	3,15,000	-
9.	Mr. Nand Gopal Khaitan	Independent Director	-	1,90,000	45
10.	Mrs. Rajni Mishra	Independent Director	-	5,35,000	-
11.	Mr. Malay Kumar De	Independent Director	-	2,65,000	-
12.	Mr. Chandra Shekhar Verma <sup>3</sup>	Independent Director	-	1,25,000	-
13.	Mr. Yudhvir Singh Jain <sup>4</sup>	Independent Director	-	2,75,000	100
<b>Total</b>			<b>5,02,04,452</b>	<b>21,90,000</b>	<b>2,33,71,090</b>

#### Note:

1. Mr. Mahabir Prasad Agarwal stepped down from the position of Chairman in Board Meeting held on 9th May 2025 and was simultaneously conferred the title of Chairman Emeritus.
2. The Board has appointed Mr. Brij Bhushan Agarwal as the Executive Chairman of the Board w.e.f. 10th May 2025 and accordingly he has been re-designated as Chairman & Managing Director (CMD) of the Company.
3. Mr. Chandra Shekhar Verma (DIN: 00121756), Independent Director was appointed on 4<sup>th</sup> July, 2024.
4. Mr. Yudhvir Singh Jain (DIN: 06507365) ceased to be an Independent Director w.e.f 24<sup>th</sup> October, 2024 due to his death.

## Remuneration paid to Key Managerial Personnel:

The details of remuneration paid to Key Managerial Personnel for the Financial Year 2024-2025 are as below:

Sl. No.	Name of the Director	Designation	Salary
1.	Mr. Brij Bhushan Agarwal*	Vice-Chairman & Managing Director	2,40,00,000
2.	Mr. Sanjay Kumar Agarwal	Joint Managing Director	60,00,000
3.	Mr. Deepak Agarwal	Whole-time Director & CFO	84,00,000
4.	Mr. Sheetij Agarwal	Whole time Director	60,00,000
5.	Mr. Dev Kumar Tiwari	Whole time Director	58,04,452
6.	Mr. Birendra Kumar Jain	Company Secretary	16,02,770

**Note:**

\*The Board has appointed Mr. Brij Bhushan Agarwal as the Executive Chairman of the Board w.e.f 10th May 2025 and accordingly he has been re-designated as Chairman & Managing Director (CMD) of the Company.

## Service Contracts, Severance Fee, Notice Period and Stock Options

The appointment of the Executive Directors is governed by resolutions passed by the Board and the Shareholders of the Company. The service contracts entered into with them are in accordance with the Remuneration policy of the Company and the relevant provisions of the Companies Act and the Listing Regulations, as applicable, which covers the terms and conditions of such appointment. There are no separate provisions for payment of severance fee under the resolutions governing the appointment of Executive Directors. Notice of three months is required to be given by a Director seeking to vacate office and the resignation takes effect upon the expiration of the notice or its earlier acceptance by the Board.

### The details of the Service Contracts of the Executive Directors as below:

Sl. No.	Name of the Director	Designation	Service Contracts (Years)	From	To
1	Mr. Brij Bhushan Agarwal*	Vice - Chairman & Managing Director	5 Years	1 <sup>st</sup> October, 2024	30 <sup>th</sup> September, 2029
2	Mr. Sanjay Kumar Agarwal	Joint Managing Director	5 Years	1 <sup>st</sup> April, 2022	31 <sup>st</sup> March, 2027
3	Mr. Deepak Agarwal	Whole Time Director	5 Years	14 <sup>th</sup> July, 2024	13 <sup>th</sup> July, 2029
4	Mr. Dev Kumar Tiwari	Whole Time Director	5 Years	1 <sup>st</sup> April, 2022	31 <sup>st</sup> March, 2027
5	Mr. Sheetij Agarwal	Whole Time Director	5 Years	10 <sup>th</sup> November, 2023	09 <sup>th</sup> November, 2028

**Note:**

\*The Board has appointed Mr. Brij Bhushan Agarwal as the Executive Chairman of the board w.e.f. 10th May 2025 and accordingly he has been re-designated as Chairman & Managing Director (CMD) of the Company.

During the year under review, none of the Director were paid any bonus, pension or performance linked incentive.

## SMEL Employee Stock Incentive Plan - 2023 ("ESIP-2023")

The SMEL Employee Stock Incentive Plan – 2023 (ESIP-2023) was initially approved by the shareholders of the Company via postal ballot dated 7<sup>th</sup> July 2023. Subsequently, the plan was amended and approved by the shareholders in their meeting held on 21<sup>st</sup> September 2023. Accordingly, ESIP-2023 was introduced with two distinct schemes:

1. SMEL Performance ESOP Scheme (ESOP – 2023)
2. SMEL Loyalty ESOP Scheme (ESOP II – 2023)

All the eligible employees of the Company and of its subsidiary(ies) on exclusive basis, whether in or outside India, including any Director, whether Whole-time or not (other than employees/ directors who are Promoters or belonging to the Promoter Group, Independent Directors and Directors holding directly or indirectly more than ten (10%) percent of the outstanding equity shares of the Company) were granted Stock Options subject to their eligibility as may be determined under ESIP - 2023 in accordance with the provisions of the applicable laws and the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. This grant of stocks under ESIP does not form part of the remuneration payable to any Executive and/or Non-Executive Directors.

## Grant of Stock Options

- At its meeting held on 25<sup>th</sup> September 2023, the Nomination and Remuneration Committee granted 8,59,738 stock options to 62 eligible employees under ESOP-2023 at an exercise price of ₹ 326 per option at 25% discount to the market price.
- At its subsequent meeting on 27<sup>th</sup> September 2023, the Committee granted 17,000 Stock Options to 1 Eligible Employee at a price of ₹ 331 i.e. at a discount of 25% under ESOP - 2023 and 2,16,000 Stock Options to 5 Eligible Employees at a price of ₹ 221 i.e. at a discount of 50% on the market price under ESOP II - 2023.

ESOP Stock Options Granted to the following Directors under Loyalty Scheme (ESOP II – 2023)

Mr. Deepak Agarwal – 69,000 stock options (3-year vesting)

Mr. Dev Kumar Tiwari – 52,000 stock options (3-year vesting)

## Vesting Schedule

Under ESOP – 2023:

Vesting Date	Vesting %
1 <sup>st</sup> Anniversary	20%
2 <sup>nd</sup> Anniversary	23%
3 <sup>rd</sup> Anniversary	23%
4 <sup>th</sup> Anniversary	34%



Under ESOP II – 2023:

Vesting Date	Vesting %
1 <sup>st</sup> Anniversary	40%
2 <sup>nd</sup> Anniversary	30%
3 <sup>rd</sup> Anniversary	30%

### Vesting on First Anniversary

The first tranche of options vested on the first anniversary of the respective grant dates:

- On 25<sup>th</sup> September 2024, 20% of options (i.e. 1,50,045 options) vested for 53 eligible employees under ESOP-2023.
- On 27<sup>th</sup> September 2024, 3,400 options (20% of the grant) vested for 1 eligible employee under ESOP-2023 and 86,400 options (40% of the grant) vested for 5 eligible employees under ESOP II-2023.

### Exercise of Stock Options

Consequent upon the vesting of the Stock Options, forty eligible employees exercised their vested options on 6<sup>th</sup> March, 2025 as under:

Scheme	Shares Transferred	No. of Employees	Amount Realized (₹)
ESOP I	1,03,445	35	3,37,46,073
ESOP II	86,400	5	1,90,94,400

Out of the above, the following Directors exercised their vesting Options under ESOP II – 2023:

- Mr. Deepak Agarwal – 27,600 stock options
- Mr. Dev Kumar Tiwari – 20,800 stock options

### Pecuniary Relationship or transactions of Non-Executive Directors with the Company

There is no pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company except for the sitting fees paid to them for attending the Board and the Committee Meetings and reimbursement of expenses for attending the Board and Committee Meetings. The non-executive directors are also paid dividend if declared by the company against the equity shares of the company, if any, held by them.

### Stakeholders' Relationship Committee

The Stakeholders Relationship Committee has been constituted to specifically look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders to align with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

The Stakeholder Relationship Committee meetings met 4 (four) times during the Financial Year 2024-25 i.e. on 13<sup>th</sup> May, 2024, 29<sup>th</sup> July, 2024, 6<sup>th</sup> November, 2024 and 28<sup>th</sup> January, 2025.

As on 31<sup>st</sup> March, 2025, the Committee comprises of 3 (Three) Directors. The Composition of Stakeholders Relationship Committee and the details of the meeting attended by the members are as follows:

Name of the Member	Category	Designation	No. of Committee Meetings attended out of total no. of meetings held
Mr. Chandra Shekhar Verma <sup>1</sup>	Non-Executive, Independent	Chairman	0/1
Mr. Sanjay Kumar Agarwal	Executive, Non-Independent	Member	4/4
Mrs. Rajni Mishra	Non-Executive, Independent	Member	4/4
Mr. Yudhvir Singh Jain <sup>2</sup>	Non-Executive, Independent	Chairman	2/2

#### Notes:

- Mr. Chandra Shekhar Verma was appointed on 7 November 2024 as the Chairman - Independent, Non-Executive Director of the Stakeholder Relationship Committee of the Company.
- Mr. Yudhvir Singh Jain ceased to be a Member of the Stakeholder Relationship Committee due to his death and hence the Stakeholder Relationship Committee was re-constituted effective from 7 November, 2024.

The Company Secretary acts as Secretary to the Committee.

## Terms of reference of the Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the stock exchanges from time to time, the following:

- Redressal of grievances of shareholders, debenture holders and other security holders, including complaints related to the transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc. and assisting with quarterly reporting of such complaints;
- Giving effect to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- Dematerialisation of shares and re-materialisation of shares, issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Overseeing the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services; and
- Carrying out any other function as prescribed under the SEBI Listing Regulations, Companies Act, 2013 and the rules and regulations made thereunder, each as amended or other applicable law."
- To specifically look into various aspects of interests of shareholders, debentures holders and other security holders.
- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

### Name and Designation of Compliance Officer:

Mr. Birendra Kumar Jain - Company Secretary & Compliance Officer

### Name and Designation of Contact Person of Registrar and Share Transfer Agent of the Company

Ms. Swati Reddy – Manager "M/s Kfin Technologies Limited"

Number of Investor Complaints received during the Financial Year:

The details of investor complaints received and resolved during the financial year ended March 31, 2025 are mentioned below. The complaints relate to non-receipt of annual report, dividend, share transfers and other investor grievances. During the year i.e. from 01.04.2024 to 31.03.2025, the status of complaints are as under:

Complaints pending as on 01.04.2024	— Nil
Complaints received from Investors	— 14
Complaints replied/resolved	— 14
Complaints pending as at 31.03.2025	— Nil

## RISK MANAGEMENT COMMITTEE (RMC)

The Board of Directors has constituted a Risk Management Committee in its meeting held on 15<sup>th</sup> March, 2022 in terms of Regulation 21 of the Listing Regulations. The Chairman of the Audit Committee is also the Chairman of the Risk Management Committee.

Based on the recommendation of the Audit Committee, the Board of Directors has adopted a Risk Management Policy. The RMC makes assessment of the framework of the Risk assessment process and assess the potential Risks and concerns for the company as well as suggests the best course of action to mitigate and avoid such risks.

During the Financial Year 2024-2025, the Risk Management Committee Meetings were held twice on 4<sup>th</sup> May, 2024 and 6<sup>th</sup> November, 2024. The requisite quorum was present for all the meetings.

As on 31<sup>st</sup> March, 2025, the Committee comprises of 3 (three) Directors. The Composition of Risk Management Committee and the details of the meeting attended by the members are as follows:

Name of the Member	Category	Designation	No. of Committee Meetings attended out of total no. of meetings held
Mr. Kishan Gopal Baldwa	Non-Executive, Independent Director	Chairman	1/2
Mr. Brij Bhushan Agarwal	Executive Director	Member	2/2
Mr. Deepak Agarwal	Executive Director	Member	2/2
Mr. Yudhvair Singh Jain <sup>1</sup>	Non-Executive, Independent Director	Member	1/1

- Mr. Yudhvair Singh Jain ceased to be a Member of the Risk Management Committee due to his death and hence the Risk Management Committee was re-constituted effective from 7 November, 2024.

The Terms of Reference of the committee are:

- To formulate a detailed risk management policy which shall include:
  - A framework for identification of internal and external risks specifically faced by the company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - Measures for risk mitigation including systems and processes for internal control of identified risks.
  - Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.
- Overseeing key risks, including strategic, financial, operational, IT (including cyber security) and compliance risks;
- Assisting the Board in framing, implementing, and monitoring the risk management plan for the Company and reviewing and guiding the Risk Policy;

- Developing risk management policy and risk management system / framework for the Company.

### Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was initially constituted by our Board of Directors at their meeting held on December 13, 2014 pursuant to the requirement of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Board in its meeting held on 15<sup>th</sup> May, 2018 has approved the CSR Policy as formulated and recommended by CSR Committee in accordance with the requirements of the Companies Act, 2013 and rules made thereunder. The same was amended from time to time pursuant to the relevant amendments notified by the Ministry of Corporate Affairs.

#### The brief terms of reference of the committee are:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII of the Companies Act, 2013;
- Recommend the amount of expenditure to be incurred on the activities referred to in Schedule VII of the Companies Act, 2013;
- Monitor the Corporate Social Responsibility Policy of the Company from time to time;
- To formulate and recommend to the Board, an annual action plan in pursuance to the CSR Policy;
- To oversee that Company's CSR Implementing Agencies are registered with the Ministry of Corporate Affairs;
- To monitor all the compliances w.r.t CSR Spending, Transfer of unspent amount, setting off the excess amount spend, ongoing projects, etc.

The Corporate Social Responsibility Committee meetings were held 4 (Four) times during the Financial Year 2024-25 on 13<sup>th</sup> May, 2024, 29<sup>th</sup> July, 2024, 7<sup>th</sup> November, 2024 and 28<sup>th</sup> January, 2025.

The Composition of Corporate Social Responsibility Committee and the details of the meeting attended by the members are as follows:

Name of the Member	Category	Designation	No. of Committee Meetings attended (/) out of the total no. of meetings held
Mr. Mahabir Prasad Agarwal	Non-Executive, Non-Independent	Chairman	4/4
Mr. Brij Bhushan Agarwal	Executive, Non-Independent	Member	4/4
Ms. Rajni Mishra	Non-Executive, Independent	Member	4/4

The CSR Policy of the Company is available on the Company's website at: [https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL\\_Policy-Doc\\_CSR-Policy.pdf](https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL_Policy-Doc_CSR-Policy.pdf) Policy-Doc CSR-Policy.pdf



## Executive Committee

The Company also has an Executive Committee. The terms of reference of this Committee are determined by the Board and its relevance is reviewed from time to time. Meetings of each of this Committee is convened by the Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

During the Financial Year 2024-25, the Executive Committee meetings were held on 2<sup>nd</sup> April, 2024, 8<sup>th</sup> April, 2024, 30<sup>th</sup> May, 2024, 19<sup>th</sup> June, 2024, 21<sup>st</sup> June, 2024, 18<sup>th</sup> July, 2024, 3<sup>rd</sup> August, 2024, 2<sup>nd</sup> September, 2024, 17<sup>th</sup> September, 2024, 29<sup>th</sup> November, 2024, 9<sup>th</sup> December, 2024, 10<sup>th</sup> January, 2025, 10<sup>th</sup> February, 2025, 3<sup>rd</sup> March, 2025 and 27<sup>th</sup> March, 2025.

The Composition of Executive Committee and the details of the meeting attended by the members are as follows:

Name of the Member	Category	Designation	No. of Committee Meetings attended (/) out of the total no. of meetings held
Mr. Mahabir Prasad Agarwal	Non Executive, Non-Independent	Chairman	15/15
Mr. Brij Bhushan Agarwal	Executive, Non-Independent	Member	15/15
Mr. Sanjay Kumar Agarwal	Executive, Non-Independent	Member	14/15
Mr. Deepak Agarwal	Executive, Non-Independent	Member	15/15

The brief terms of reference of the executive committee are:

- To open and close banking account(s) including Demat account(s) of the Company in India and/or abroad and to authorize office bearers to operate such banking account(s) including internet banking, phone banking or otherwise;
- To enter into, carry out, rescind or vary all financial arrangements, with any bank, persons or corporations, for or in connection with the Company's business or affairs, and pursuant to or in connection with such arrangements, to deposit, pledge, lien or hypothecate any deposits, shares, securities, other investments and/or properties of the Company, or the documents representing or relating to the same subject to overall limitation of the amount which may be borrowed by the Board of Director under section 180(1)(c) of the Companies Act, 2013;
- To authorize Directors of the Company and other person(s) to execute and sign such documents, deeds, agreements, papers and to create security on the assets of the Company in favour of the banks, financial institutions, corporate bodies, NBFCs and others to avail credit facilities and also to authorize Directors of the Company and other persons to affix common seal of the Company by any of such person so authorized to execute the documents;
- To make loans, deposits in banks or with others, advances, issue guarantees, invest in shares and securities, mutual funds, other investments in India or abroad including the Company's subsidiaries, associates, joint ventures/consortiums and to authorize Directors or others to execute any documents required to be executed for the purpose and also to authorize any Director to affix the common seal of the Company in their presence;
- To enter into any understandings or other agreements with other companies, firms, concerns, individuals in India or abroad for execution of any work/contract for attainment of main objects of the Company with such terms and conditions as deemed fit and proper and to authorize the Directors, employees or others to execute the same for and on behalf of the Company;
- To submit tenders, bids, offers, quotations and to negotiate, modify the same and for the purpose delegate such powers to the Directors, employees or others to enter into negotiations, contracts, arrangements, agreements with the others in the manner and with such terms and conditions as felt expedient and proper;
- To execute power of attorney(s) with such powers and responsibilities as may be deemed fit and proper in favour of the Director, employees of the Company and others from time to time;
- To purchase/sell/lease/dispose off/hire/take on rent movable and immovable assets for and belonging to the Company subject to compliance of Section 180(1)(a) of the Companies Act, 2013, wherever applicable and for that to authorize the Directors, employees and/or others in respect thereof;
- To undertake and execute the derivative transactions and/or foreign exchange transactions as well as to manage the foreign exchange risk exposure and to delegate such powers to any of Company Directors and/or employees;
- To institute, defend, compromise, withdraw or abandon any legal proceedings by or against the Company, or the Board members or its Officers or otherwise concerning the affairs of the Company including for its subsidiaries, associates, joint ventures, consortium among others and also to compound offences committed under various statutes and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company;
- To refer any claims or demands or disputes by or against the Company to arbitration, and to observe and perform the award;
- To subscribe or contribute or otherwise to assist any charitable, benevolent, religious, scientific or useful object of a public character of institutions the object of which shall have any moral or other claim for support for aid by the Company either by person or locality of operation or of public and general utility or otherwise subject to provisions of Section 179 of the Companies Act, 2013;

- To carry out or exercise such other powers as delegated by the Board from time to time;
- In discharging its role, the Committee may inquire into any matter it considers appropriate to carry out its purpose and responsibilities, with access to all books, records, facilities and personnel of the Company;
- The Committee also has authority to retain advisors, consultants and/or counsel to assist it in carrying out its activities.

### General Body Meetings

Particulars of last three Annual General Meetings:

Financial Year	Venue	Date and time	Special Business requiring Special Resolution
2023-2024	Through Video Conference/Other Audio-Visual Means (VC/OAVM)	6 <sup>th</sup> September, 2024 at 3:00 P.M.	<ul style="list-style-type: none"> <li>• Appointment of Mr. Chandra Shekhar Verma as an Independent Director of the Company</li> </ul>
2022-2023	Through Video Conference/Other Audio-Visual Means (VC/OAVM)	21 <sup>st</sup> September, 2023 at 3:00 P.M.	<ul style="list-style-type: none"> <li>• Appointment of Mr. Malay Kumar De (DIN No. 00117655) as an Independent Director of the Company.</li> <li>• Appointment of Mr. Shashi Kumar (DIN No. 00116600) as an Independent Director of the Company.</li> <li>• Amendment/Modification in the SMEL Employees Stock Incentive Plan – 2023.</li> <li>• Authorization under section 185 of the Companies Act, 2013 for an amount not exceeding ₹ 4500 Crores.</li> <li>• Authorization under section 186 of the Companies Act, 2013 for an amount not exceeding ₹ 4500 Crores.</li> <li>• To consider and obtain fresh approval for raising of funds for an amount not exceeding of ₹ 3600 Crores.</li> </ul>
2021-2022	Through Video Conference/Other Audio-Visual Means (VC/OAVM)	26 <sup>th</sup> September, 2022 at 3:00 P.M.	<ul style="list-style-type: none"> <li>• Alteration in the Main Object Clause of the Memorandum of Association of the Company.</li> <li>• To consider and approve Raising of Funds for an amount not exceeding of ₹ 3000 Crores.</li> </ul>

### Extra-Ordinary General Meeting

During the F.Y. 2024-25, no extra-ordinary general meeting was held.

### Postal Ballot

During FY 2024-25, the Company sought the approval of the shareholders by way of postal ballot, the details of which are given below:

Postal Ballot Notice Dated	Type of Resolution	Agenda	Details
14 <sup>th</sup> May, 2024	Ordinary Resolution	<ul style="list-style-type: none"> <li>• Re-appointment of Mr. Brij Bhushan Agarwal (DIN: 01125056) as the Managing Director of the Company.</li> <li>• Re-appointment of Mr. Deepak Agarwal (DIN: 00560010) as the Whole-time Director of the Company.</li> </ul>	The voting period for remote e-voting commenced on 6 June, 2024 at 9.00 a.m. (IST) and ended on 5 July, 2024 at 5.00 p.m. (IST). The consolidated report on the result of the postal ballot through remote e-voting for approving the resolutions was provided by the Scrutinizer on 6 July, 2024.

The details of e-voting results on the aforementioned resolution(s) are as under:

#### Item No. 1 as Ordinary Resolution

Re-appointment of Mr. Brij Bhushan Agarwal (DIN: 01125056) as the Managing Director of the Company

	Voting through e-voting		Voting through Postal Ballots Forms		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	639	216,179,573	NA	NA	639	216,179,573	96.5023
Voted against the resolution	77	7,835,372	NA	NA	77	7,835,372	3.4977
<b>Total</b>	<b>716</b>	<b>224,014,945</b>	<b>NA</b>	<b>NA</b>	<b>716</b>	<b>224,014,945</b>	<b>100</b>

#### Item No. 2 as Ordinary Resolution

Re-appointment of Mr. Deepak Agarwal (DIN: 00560010) as the Whole-time Director of the Company

	Voting through e-voting		Voting through Postal Ballots Forms		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	646	219,487,959	NA	NA	646	219,487,959	97.9792
Voted against the resolution	69	4,526,941	NA	NA	69	4,526,941	2.0208
<b>Total</b>	<b>715</b>	<b>224,014,900</b>	<b>NA</b>	<b>NA</b>	<b>715</b>	<b>224,014,900</b>	<b>100</b>

**Procedure for Postal Ballot:** The Postal Ballot was carried out as per the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, each as amended and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs. The Company had provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL.

The Company had engaged the services of National Securities Depository Limited (NSDL) for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.

The Board of Directors had appointed Mr. Raj Kumar Banthia (ACS-17190), partner of M/s. MKB & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The above resolutions were passed by the requisite majority on 5<sup>th</sup> July, 2024 through the e-voting process.

#### Details of special resolution proposed to be conducted through Postal Ballot:

There is no Special Resolution proposed to be passed through postal ballot.

#### Senior Management

The particulars of senior management, including the changes since the close of the previous financial year are as follows:

Particulars	Name of the Personnel	Designation
Core Management Team	Brij Bhushan Agarwal*	Vice Chairman & Managing Director
	Sanjay Kumar Agarwal	Joint Managing Director
	Deepak Agarwal	Director- Finance & CFO
	Dev Kumar Tiwari	Whole-time Director
	Sheetij Agarwal	Whole-time Director
One Level below the MD or CEO or BOD and Functional Head	Suryakant Kahal Singh	Chief Operating Officer
	Trilochan Sharma	President
	Aneesh Mishra	Associate President
	Niranjan Mohapatra	Sr. Vice President
	Sanjib Mohanty	Vice President
	Prashant Kumar	General Manager
Company Secretary	Sharad Kumar Sinha	Corporate HR Head
	Birendra Kumar Jain	Company Secretary

#### Note:

\*The Board has appointed Mr. Brij Bhushan Agarwal as the Executive Chairman of the Board w.e.f 10th May 2025 and accordingly he has been re-designated as Chairman & Managing Director (CMD) of the Company.

#### Means of Communication

The quarterly, half-yearly and the annual financial results are published in the proforma prescribed under the SEBI (LODR) Regulations, in one English Newspaper (in Financial Express) having wide circulation and another in the vernacular language in Bengali (in Dainik Lipi) and in Hindi (Jansatta). The quarterly/annual results, Earnings calls or Presentations with analysts or with institutional investors and investors and official news releases along with various other information, are sent to the Stock Exchanges, as well as also hosted on Company's website i.e. [www.shyammetals.com](http://www.shyammetals.com).



All disclosures as required under the SEBI Listing Regulations are made to respective Stock Exchanges where the securities of the Company are listed. The same are also available on the Company's website at [www.shyammetalics.com](http://www.shyammetalics.com)

### General shareholder information:

Incorporation	The Company was incorporated in Calcutta, in the State of West Bengal on December 10, 2002
Corporate Identification Number (CIN)	L40101WB2002PLC095491
Date, time and venue/Mode of AGM	26 <sup>th</sup> August, 2025, at 3.00 PM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)
Financial Year	1 April to 31 March
1 <sup>st</sup> quarter results by	Within 2 <sup>nd</sup> week of August, 2025
2 <sup>nd</sup> quarter results by	Within 2 <sup>nd</sup> week of November, 2025
3 <sup>rd</sup> quarter results by	Within 2 <sup>nd</sup> week of February, 2026
4 <sup>th</sup> quarter results by	Within 60 days from the end of the Financial Year
Date of Book Closure	20 <sup>th</sup> August, 2025 to 26 <sup>th</sup> August, 2025 (both days inclusive)
Dispatch of Annual report	21 (clear) days before the meeting or by electronic mode as per circular of MCA and SEBI from time to time.

### Dividend paid during the financial year:

SL. No.	F.Y.	Type of Dividend	Date of Payout	Dividend per Share (In ₹)
1.	2024-25	Interim Dividend	13 <sup>th</sup> February, 2025	2.25/-
2	2024-25	Final Dividend for FY 2023-24	17 <sup>th</sup> September, 2024	2.70/-

### Listing on Stock Exchanges

Your Company's shares are listed on the following Stock Exchanges:

#### BSE Limited

25, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)  
Website: [www.bseindia.com](http://www.bseindia.com)  
Scrip code: 543299  
ISIN: INE810G01011

#### National Stock Exchange of India Limited Exchange Plaza, Bandra

Kurla Complex, Bandra (E), Mumbai- 400051  
Email: [cmist@nse.co.in](mailto:cmist@nse.co.in)  
Website: [www.nseindia.com](http://www.nseindia.com)  
Scrip symbol: SHYAMMETL  
ISIN: INE810G01011

The Company has paid the requisite Annual Listing and Custodial Fees to the Stock Exchanges and Depositories viz. CDSL and NSDL for the year 2025-26.

Registrar and Share Transfer Agent	<p>In compliance with the SEBI directive, the Company has appointed KFin Technologies Ltd, as its Registrar and Share Transfer Agent having registered office at:</p> <p>Selenium Building, Tower – B, Plot No. 31 &amp; 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana, 500032, Email id:- <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>, Telephone 1800-309-4001</p> <p>All the queries related to shares may be forwarded directly to the Company's RTA.</p> <p>However, documents relating to shares are also received at the Company's Registered Office at P-19, (Plate No.: D-403), Taratala Road, CPT Colony, Kolkata, West Bengal 700088 Tel. No: +91 33 6521 6521,</p>
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### Investor grievance and share transfer system

The Company has a Board-level Stakeholders' Relationship Committee to examine and redress investors' complaints. The status on complaints and share transfers are reported to the entire Board.

As per Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, Physical transfer of shares has been dispensed with and securities of listed companies can be transferred only in dematerialized form w.e.f. 1<sup>st</sup> April, 2019. Effective from 24<sup>th</sup> January, 2022, SEBI has mandated for Listed Companies to issue shares in demat form only, after processing

the requests in prescribed Form ISR-4 received for issue of duplicate certificate, transmission, transposition, renewal/ exchange of share certificate, endorsement, sub-division/ splitting of certificate, consolidation of certificates, claim from Unclaimed Suspense Account, etc. The RTA will after be processing such requests issue a Letter of Confirmation to the concerned shareholder for submission to DP within 120 days from the date of issue of Letter of Confirmation for dematerialization of shares. In case shareholders fail to submit the demat request within the aforesaid period, the RTA shall credit the shares to Suspense Escrow Demat Account of the Company.

The Company, on receipt of proper documentation, registers transmission of its securities in the name of the nominee/ legal heir and issue certificates or receipts or advices, as applicable, of the same; or issue any valid objection or intimation to them, as the case may be, within a period of fifteen days from the date of receipt of request.

All communications regarding share certificates, change of address, dividends, etc. should be addressed to the RTA. Transfer of shares in electronic form were processed and approved by NSDL and CDSL through their Depository Participant without the involvement of the Company.

### Nomination facilities

Section 72 of the Act read with Rule 19(1) of Companies (Share Capital and Debentures) Rules, 2014, provides for the facility of nomination to security holders of the Company. This facility is mainly useful in the case of those holders who hold their shares in their own name. Investors are advised to avail of this facility to avoid any complication in the process of transmission, in case of death of the holders. Where more than one person holds the securities of the Company jointly, the joint holders may together nominate, in the prescribed manner, any person to whom all the rights in the securities shall vest in the event of death of all the joint holders.

In case the shares are held in physical mode, the nomination form may be obtained from the Registrar & Share Transfer Agent. In case of shares held in Demat form, such nomination is to be conveyed to the DP as per the formats prescribed by them. Shareholders whose shares are in physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under Section

72 of the Act, may submit to RTA the prescribed Forms SH-13/SH-14. Further, shareholders who want to opt out of the nomination, may submit Form ISR-3, after cancelling his existing nomination, if any, through Form SH-14.

The Nomination form is available at the website of the Company at [www.shyammetalics.com](http://www.shyammetalics.com).

### Dividend remittance

Dividend on equity shares as recommended by the Board for the year ended 31 March 2025, when declared at the ensuing AGM will be paid within 30 days from the date of declaration.

The dividend would be paid to all the equity shareholders, whose names would appear in the Register of Members / list of Beneficial Owners on the close of the market day prior to start of book closure.

### Unclaimed / Unpaid Dividend

The amount of unclaimed dividend lying in credit of separate banking accounts. Members may please note that pursuant to Section 124(5) and Section 125 of the Act, the amount lying in credit of any unpaid dividend account if, remained un-claimed for 7 years or more from the date it became unpaid / unclaimed shall be transferred to the Investor Education and Protection Fund. Therefore, Members who have so far not encashed their dividend warrants or have not received the dividend warrants may write to the Company or its' Share Transfer Agent for issue of Banker's Cheque / Bank drafts. Shareholders are requested to provide their Bank Account details to be printed on the Bank drafts / Banker's Cheques.

### Distribution of shareholding as on 31<sup>st</sup> March, 2025

Sl. no.	Category (Shares)	No. of Holders	% To Holders	No. of Shares	% To Equity
1	1 - 5000	116232	99.56	10790649	3.87
2	5001 - 10000	213	0.18	1559097	0.56
3	10001 - 20000	120	0.10	1748994	0.63
4	20001 - 30000	36	0.03	885328	0.32
5	30001 - 40000	22	0.02	746563	0.27
6	40001 - 50000	18	0.02	820457	0.29
7	50001 - 100000	40	0.03	3007342	1.08
8	100001 and above	59	0.05	259573423	92.99
	<b>TOTAL:</b>	<b>116740</b>	<b>100.00</b>	<b>279131853</b>	<b>100.00</b>

### Shareholding pattern of the Company as on March 31, 2025:

Category of shareholders	No. of shareholders	No. of shares	% of shares
<b>(A) Promoter &amp; Promoter Group</b>			
Individuals/HUF	9	2,68,40,351	9.62
Bodies Corporate	6	18,13,54,390	64.97
<b>Sub-total (A)</b>	<b>15</b>	<b>20,81,94,741</b>	<b>74.59</b>
<b>(B) Public</b>			
Mutual Funds	15	32,77,169	1.17
Alternate Investment Funds	6	11,68,499	0.42
Insurance Companies	4	1,69,72,335	6.08
NBFCs	1	30,000	0.01
Foreign Portfolio Investors	92	1,04,63,881	3.75

Category of shareholders	No. of shareholders	No. of shares	% of shares
Resident Individuals	111976	1,76,02,736	6.31
Non-Resident Indians	1663	730339	0.26
Bodies Corporate	641	1,89,39,810	6.79
Trusts	6	14497	0.01
HUF	2316	7,79,978	0.28
Clearing Members	4	49177	0.02
<b>Sub-total (B)</b>	<b>116724</b>	<b>7,00,28,421</b>	<b>25.09</b>
<b>(C) Non Promoter – Non Public</b>			
Employees Welfare Trust	1	9,08,691	0.33
<b>Sub-total (C)</b>	<b>1</b>	<b>9,08,691</b>	<b>0.33</b>
<b>Total (A)+(B)+(C)</b>	<b>116740</b>	<b>27,91,31,853</b>	<b>100</b>

### Dematerialization of shares and liquidity

As on 31<sup>st</sup> March, 2025, 27,91,31,853 shares comprising of 100 % of the paid-up capital of the Company are in dematerialized mode. The promoters of the Company, holds around 74.59% of the Paid-up Capital of the Company, as on 31<sup>st</sup> March, 2025.

**Demat ISIN Number of Company's Equity Shares for NSDL and CDSL:** INE1810G01011

**Outstanding GDRs/ADRs/ Warrants or any convertible instruments, conversion date and the likely impact on equity:**  
NIL

### Commodity Price Risk or Foreign Exchange Risk and Hedging Activity

Since the Company does not have any commodity price risk exposure hedged through commodity derivatives, accordingly, other details as required under SEBI Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2018 / 0000000141 dated November 15, 2018 are not applicable to the Company.

The Company is exposed to risk in respect of price fluctuation of raw materials as well as finished goods. The Company manages its commodity price risk by maintaining adequate inventory of raw materials and finished goods considering future price movement. Accordingly, requirement of hedging is minimal. During the Financial Year ended 31<sup>st</sup> March, 2025, the Company had managed the foreign exchange risk and hedged to the extent necessary. The Company entered into Forward Contracts and Packing Credit in foreign currency (PCFC) for hedging foreign exchange exposures against export / import.

In terms of the SEBI Listing Regulations, the Management Discussion and Analysis Report forms part of the Annual Report. Disclosures relating to risks including commodity price risk, foreign exchange risk, hedging activities etc., have been adequately covered under the Management Discussion and Analysis Report. Further details relating to risks and activities including financial risk management have been adequately disclosed in Note No. 43 to the Notes to the Standalone Financial Statements for the financial year ended March 31, 2025.

### Plant Location:

<b>SHYAM METALICS AND ENERGY LIMITED</b>	
<b>Sambalpur Village: Pandloi, PO: Lapanga, Dist: Sambalpur, Pin: 768212 (Odisha)</b>	
Address for correspondence	Company Secretary & Compliance Officer Shyam Metalics and Energy Limited P-19, (Plate No.: D-403), Taratala Road, CPT Colony, Kolkata, West Bengal 700088 Tel: +91 33 6521 6521
E-mail ID for investors' grievance	<a href="mailto:compliance@shyamgroup.com">compliance@shyamgroup.com</a>

### Credit Rating

Date	Facility Type	Rating	Rating Agency
12 <sup>th</sup> November, 2024	Long-term Rating	CRISIL AA/Positive (Upgraded)	CRISIL Rating Limited
	Short-term Rating	CRISIL A1+ (Reaffirmed)	
	Commercial Paper	CRISIL A1+ (Reaffirmed)	

List of all credit ratings obtained by the entity along with any revisions thereto, during the relevant financial year are disclosed on the website of the Company.

**Disclosure with respect to Demat Suspense Account/Unclaimed Suspense Account:** Not applicable as no shares are lying in Suspense Account.



## OTHER DISCLOSURES

### a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:

There were no materially significant related party transactions made by the Company with its Promoters, Directors or the management and its subsidiaries or relatives, among others, that may have potential conflict with the interests of the Company at large and are carried at arm's length basis or fair value. The Register of Contracts containing the transactions in which the Directors are interested, is placed before the Board regularly for its approval. The Audit Committee reviews periodically the related party transactions and the Committee provided omnibus approval for related party transactions which are in ordinary course of business (repetitive in nature) and are on Arm's Length basis. All transactions covered under the related party transactions are regularly approved by the Board. As required under the Listing Regulations, the Company has formulated a policy on dealing with related party transaction and the same is available on the website of the Company i.e. [www.shyammetals.com](http://www.shyammetals.com).

Disclosures of transactions of Shyam Metals and Energy Limited with any person or entity belonging to the promoter/promoter group, which hold(s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results.

Name of Person or Entity belonging to the promoter/ promoter group which hold(s) 10% or more shareholding	Percentage Shareholding as on 31 <sup>st</sup> March, 2025	Type of Transaction During the Year	Amount of Transaction During the Year (₹)
Narantak Dealcomm Limited	15.48	Dividend	21,39,54,691.50
Subham Capital Private Limited	14.61	Dividend	20,18,88,819.00
Subham Buildwell Private Limited	21.86	Dividend	30,20,90,679.00

Related party transactions are in the ordinary course of business and are reported to the Audit Committee. Such transactions are disclosed in note no 41 of Notes on Financial Statements in the Annual Report.

The Company conducts periodic reviews and reporting to the Board of Directors regarding risk assessment by senior executives with a view to minimizing the risk.

### b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the Board or any statutory authority, on any matter related to capital markets, during the last three years:

Two notices were received from BSE and NSE dated August 11, 2023 and August 9, 2023, respectively, for non-compliance with intimation requirements under Regulation 29(1) of the SEBI (LODR) Regulations. The Company had replied by way of an email dated August 11, 2023 and August 9, 2023, respectively. Thereafter, BSE, by way of email dated August 11, 2023 and NSE, by way of a letter dated August 11, 2023 imposed fine of ₹ 11,800 each, both of which were paid on August 23, 2023.

Apart from this there were no restriction or penalties imposed on the Company by either the Securities and Exchange Board of India (SEBI) or the Stock Exchanges, or any other statutory authority for non-compliance of any matter related to the capital market during the last three years.

### c) Details of establishment of vigil mechanism/whistle blower policy and affirmation that no personnel has been denied access to the audit committee:

The Company has established a mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Code. It also provides for adequate safeguards against the victimization of employees who avail the mechanism, and allows direct access to the chairperson of the audit committee in exceptional cases. During the year, no person was denied access to the audit committee. The Whistleblower Policy is available on our website, at [www.shyammetals.com](http://www.shyammetals.com).

### d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including the compliance with the discretionary requirements, as stated under Part E of Schedule II to the Listing Regulations.

### e) Web link where policy for determining 'material' subsidiaries is disclosed:

The Company has formulated a policy pursuant to provisions of Chapter IV of SEBI Listing Regulations to determine material subsidiaries. Policy for Determination of Material subsidiary is available on the website of the Company at the weblink <https://www.shyammetals.com/wp-content/uploads/2025/02/Policy-for-determining-Material-Subsidiaries.pdf>

### f) Web link where policy on dealing with related party transactions:

Policy on dealing with Related Party Transactions is also available on the website of the Company at the weblink <https://www.shyammetals.com/wp-content/uploads/2025/04/Policy-for-Transaction-with-Related-Parties.pdf>

### g) Disclosure of Commodity Price Risks and commodity hedging activities:

Since the Company does not have any commodity price risk exposure hedged through commodity derivatives, accordingly, other details as required under SEBI Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2018 / 0000000141 dated November 15, 2018 are not applicable to the Company.

The Company is exposed to risk the price fluctuation of raw materials as well as finished goods. The Company manages its commodity price risk by maintaining adequate inventory of raw materials and finished goods considering future price movement. Accordingly, the requirement of hedging is minimal. During the financial year ended March 31, 2025 the Company had managed the foreign exchange risk and hedged to the extent necessary. The Company entered into Forward Contracts and Packing Credit in foreign currency (PCFC) for hedging foreign exchange exposures against export / import. Disclosure of commodity price risks and commodity hedging activities has been adequately covered under the Management Discussion and Analysis Report.

Further details relating to risks and activities including financial risk management have been adequately disclosed in Note No. 43 to the Notes to the Standalone Financial Statements for the financial year ended March 31, 2025.

**h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A):**

During the year under review, there has been no fund raise through preferential allotment or qualified institutional placement as specified under Regulation 32(7A) of the SEBI Listing Regulations.

- i)** A certificate from a company secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority.

A Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority as on 31.03.2025 is attached to this report

- j)** Where the Board had not accepted any recommendation of any committee of the board which is mandatorily required.

The Board has accepted all the recommendations of its Committees, during the year under review.

- k)** Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory is a part.

M/s. MSKA & Associates, Chartered Accountants were appointed as the Statutory Auditors for the Company & the Subsidiary

Company (Shyam Sel and Power Limited) for a period of 5 (five) consecutive years from the conclusion of 21<sup>st</sup> Annual General Meeting till the conclusion of 26<sup>th</sup> Annual General Meeting and were paid consolidated fees of approx. ₹ 1.14 Crores during the financial year 2024-25.

The Financial Statements for 2024-25 were prepared in accordance with the applicable Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013.

**l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

number of complaints outstanding at the beginning of financial year - Nil

number of complaints filed during the financial year – Nil

number of complaints disposed off during the financial year - Nil

number of complaints pending as on end of the financial year – Nil

**m) Disclosure by the Company and its subsidiaries of Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount as mentioned below:**

Name of the Firms/Companies	Amount (₹ In Crores)
Narantak Dealcomm Limited	0.11
Toplight Merchandises Private Limited	0.10
Essel Plywood Private Limited	0.54
Dorite Tracon Pvt. Ltd.	0.04
Meghana Vyapaar Private Limited	0.05
Star Metalworks Private Limited	0.58
Gumla Aluminium Private Limited	0.09
Kolhan Complex Private Limited	0.11
Shyam Shakti Metal Private Limited	2.81
SMEL Security Services Private Limited	2.76
Shyam Metalics Foundation	0.20
Brij Bhushan Agarwal Family Trust	0.05
Sygma Tubes & Pipes Private Limited	2.60
Sumitra Devi Agarwal Family Trust	0.25
Brij Bhushan Agarwal & Sons HUF	1.50
Mahabir Agarwal & Sons HUF	0.50
Mahabir Prasad Agarwal Family Trust	0.31
Suhag Overseas Trading Private Limited	1.00
Shyam Ferro Alloys Limited	0.77
Kalinga Infra Projects Limited	0.15

**Note:** 0.00 Figures represent value less than ₹ 1 lakh

#### n) Details of material subsidiaries:

Name of the Material Subsidiaries	Date of Incorporation	Place of Incorporation	Name of the Statutory Auditor	Date of Appointment/ Re-appointment of Statutory Auditor
Shyam Sel And Power Ltd.	05/09/1991	West Bengal	M/s. MSKA & Associates, Chartered Accountants	20.09.2023

#### CEO and CFO certification

As required by Regulation 17(8) read with Schedule II Part B of the SEBI Listing Regulations, the Vice Chairman & Managing Director and the Chief Financial Officer of the Company have given CEO/ CFO certification for the financial year ended 31<sup>st</sup> March, 2025. Such certificate is enclosed to this report as Annexure-A.

The Company has complied with all applicable mandatory requirements of the Listing Regulations during the financial year 2024-25. Quarterly compliance report on Corporate Governance, in the prescribed format, duly signed by the compliance officer is submitted regularly with the Stock Exchanges where the shares of the Company are listed.

The Company has received declaration from all the Directors on the Board of the Company that they are not debarred or disqualified from being appointed or continuing as directors of companies by SEBI/MCA or any other such statutory authority. A certificate received from a Company Secretary in Practice in this regard forms part of this report as Annexure C.

#### Secretarial Audit

The Board of Directors has appointed MKB & Associates (Firm Registration No. P2010WB042700), Practicing Company Secretaries, to conduct secretarial audit of the Company's records and documents for FY2024-25. The Secretarial Audit Report confirms that the Company has complied with all applicable provisions of the Act, Secretarial Standards, Depositories Act 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, each as amended and all other regulations and guidelines of SEBI as applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.

#### Annual Secretarial Compliance Report

The Company has undertaken an Annual Secretarial Compliance Audit for the financial year 2024-25 for all applicable compliances as per SEBI Regulations and Circulars/Guidelines issued thereunder. Accordingly, the Annual Secretarial Compliance Report for the financial year ended March 31, 2025 has been submitted to the Stock Exchanges within the prescribed timeline.

#### Directors and officers insurance ('D & O insurance')

The Company has in place D&O Insurance Policy for all its Independent Directors/Directors/KMP of such quantum and covering all such risks as may be determined by the Board of Directors of the Company from time to time.

#### Anti-Corruption and Anti-Bribery Policy

The Company has formulated an Anti-Corruption and Anti-Bribery Policy which explains the Company's individual responsibility to comply with anti-bribery and anti-corruption laws around the world and to ensure that any third parties that the Company engages to act on its behalf, do the same. The policy is posted on the Company's website and can be accessed at <https://www.shyammetalics.com/investors/policies/>

#### Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity: NONE

The quarterly compliance report has been submitted to the stock exchanges where the Company's equity shares are listed in the prescribed format as per SEBI Listing Regulations, 2015, duly signed by the Company Secretary.

#### Disclosure of Non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of para C of Schedule V of SEBI (LODR) Regulation, 2015, with reasons thereof shall be disclosed

There is no instance of non-compliance of any requirement of Corporate Governance report of sub-para (2) to (10) of para C of Schedule -V of SEBI Listing Regulations.

#### Disclosure of the Compliance of the Corporate Governance

The Company is in compliance with the Corporate Governance requirements as specified in Regulation 17 to 27 and the Company is also in compliance with the requirements of dissemination of the information of as required in terms of clause (b) to (i) of Regulation 46 (2) of the SEBI Listing Regulations.

#### Details of corporate policies

Sl. No.	Policy	Link
1.	Corporate Social Responsibility Policy	<a href="https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL_Policy-Doc_CSR-Policy.pdf">https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL_Policy-Doc_CSR-Policy.pdf</a>
2.	Composition and Profile of the Board of Directors	<a href="https://www.shyammetalics.com/our-leadership/">https://www.shyammetalics.com/our-leadership/</a>



Sl. No.	Policy	Link
3.	Terms and Conditions of appointment of Independent Directors	<a href="https://www.shyammetalics.com/wp-content/uploads/2023/03/Terms-and-Conditions-ID.pdf">https://www.shyammetalics.com/wp-content/uploads/2023/03/Terms-and-Conditions-ID.pdf</a>
4.	Policy of Board Diversity	<a href="https://www.shyammetalics.com/wp-content/uploads/2022/08/Policy-of-board-diversy.pdf">https://www.shyammetalics.com/wp-content/uploads/2022/08/Policy-of-board-diversy.pdf</a>
5.	Code of Conduct for Regulating, Monitoring and Reporting of trade by investors	<a href="https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL_Policy-Doc_PIT.pdf">https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL_Policy-Doc_PIT.pdf</a>
6.	Code of Conduct for Directors and Senior Management Executives	<a href="https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL_Policy-Doc_Code-of-Conduct.pdf">https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL_Policy-Doc_Code-of-Conduct.pdf</a>
7.	Criteria for making payments to Non-Executive Directors	<a href="https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL_Policy-Doc_Making-Payments-to-NED.pdf">https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL_Policy-Doc_Making-Payments-to-NED.pdf</a>
8.	Policy for transaction with Related Parties	<a href="https://www.shyammetalics.com/wp-content/uploads/2025/04/Policy-for-Transaction-with-Related-Parties.pdf">https://www.shyammetalics.com/wp-content/uploads/2025/04/Policy-for-Transaction-with-Related-Parties.pdf</a>
9.	Policy for determining Material Subsidiaries	<a href="https://www.shyammetalics.com/wp-content/uploads/2025/02/Policy-for-determining-Material-Subsidiaries.pdf">https://www.shyammetalics.com/wp-content/uploads/2025/02/Policy-for-determining-Material-Subsidiaries.pdf</a>
10.	Whistle Blower Policy	<a href="https://www.shyammetalics.com/wp-content/uploads/2025/04/Whistle-Blower-Policy.pdf">https://www.shyammetalics.com/wp-content/uploads/2025/04/Whistle-Blower-Policy.pdf</a>
11.	Policy for determination of Materiality of events and information for disclosure for Disclosure to the Stock Exchange	<a href="https://www.shyammetalics.com/wp-content/uploads/2025/02/Policy-for-Determination-of-Materiality-of-events-and-information-for-Disclosure-to-the-Stock-Exchange.pdf">https://www.shyammetalics.com/wp-content/uploads/2025/02/Policy-for-Determination-of-Materiality-of-events-and-information-for-Disclosure-to-the-Stock-Exchange.pdf</a>
12.	Dividend Distribution Policy	<a href="https://www.shyammetalics.com/wp-content/uploads/2022/04/Dividend_Distribution_Policy.pdf">https://www.shyammetalics.com/wp-content/uploads/2022/04/Dividend_Distribution_Policy.pdf</a>
13.	Anti Sexual Harassment Policy	<a href="https://www.shyammetalics.com/wp-content/uploads/2022/08/Anti-Sexual-Harassment-Policy.pdf">https://www.shyammetalics.com/wp-content/uploads/2022/08/Anti-Sexual-Harassment-Policy.pdf</a>
14.	Business Responsibility and Sustainability Policy	<a href="https://www.shyammetalics.com/wp-content/uploads/2022/07/Business-Responsibility-Policy.pdf">https://www.shyammetalics.com/wp-content/uploads/2022/07/Business-Responsibility-Policy.pdf</a>
15.	Anti Corruption and Anti Bribery Policy	<a href="https://www.shyammetalics.com/wp-content/uploads/2024/04/Anti-Corruption-and-Anti-Bribery-Policy-1.pdf">https://www.shyammetalics.com/wp-content/uploads/2024/04/Anti-Corruption-and-Anti-Bribery-Policy-1.pdf</a>
16.	Nomination and Remuneration Policy	<a href="https://www.shyammetalics.com/wp-content/uploads/2024/05/Nomination-and-Remuneration-Policy.pdf">https://www.shyammetalics.com/wp-content/uploads/2024/05/Nomination-and-Remuneration-Policy.pdf</a>
17.	Policy for Preservation of Documents	<a href="https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL_Policy-Doc_Preservation-of-Documents.pdf">https://www.shyammetalics.com/wp-content/uploads/2021/08/SMEL_Policy-Doc_Preservation-of-Documents.pdf</a>
18.	Risk Management Policy	<a href="https://www.shyammetalics.com/wp-content/uploads/2025/03/Risk-Management-Policy.pdf">https://www.shyammetalics.com/wp-content/uploads/2025/03/Risk-Management-Policy.pdf</a>

## DISCRETIONARY REQUIREMENTS

The Company has complied with the requirement specified in Part E of Schedule II as mentioned below:

### The Board

A non-executive chairperson may be entitled to maintain a chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties – The same is duly complied as the Chairperson is maintaining his office on Company's expense & also been allowed reimbursement of expenses incurred in performance of his duties.

### Shareholder Rights

A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders– The same has been uploaded in the website of the Company.

### Modified opinion(s) in audit report

The listed entity may move towards a regime of financial statements with unmodified audit opinion – The same is duly complied as the Company has received Audit Report with unmodified opinion.

### Separate posts for Chairperson and the Managing Director or the Chief Executive Officer:

The Company has separated posts of Chairperson and the Managing Director during the period under review.

The Chairperson is a non-executive director and related to the Managing Director or the Chief Executive Officer.

### Separate Meetings of Independent directors:

The Independent Directors of the Company held two separate meeting during the financial year 2024-25 on 27<sup>th</sup> January, 2025 and 28<sup>th</sup> March, 2025

### Reporting of Internal Auditor As

The Internal Auditor may report directly to the Audit Committee – The same is also complied with as the Internal Auditor reports directly to the Audit Committee.

The Company has complied with all the requirements specified under regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 and the same is certified by KPA & Co. LLP (Practicing Company Secretary), which is forming part of this Report.

### **Disclosure with respect to demat suspense account/unclaimed suspense account:**

As on 31<sup>st</sup> March, 2025, there was no demat suspense account. However, the Shyam Metals and Energy Ltd shares suspense demat Account was closed during the year. The details of demat suspense account or unclaimed suspense account, are as below:

- (a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year - Nil
- (b) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year - N.A.
- (c) Number of shareholders to whom shares were transferred from suspense account during the year - Nil
- (d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year - Nil
- (e) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares - N.A.

### **Disclosure of certain types of agreements binding the Company**

#### **Information disclosed under clause 5A of paragraph A of Part A of Schedule III of SEBI Listing Regulations**

There are no such agreements binding on the Company either directly or indirectly or potentially or whose purpose and effect is to impact the management or control of the Company or impose any restriction or create any liability upon the Company.

### **Transfer of Unclaimed Dividend and Shares to Investor Education and Protection Fund (IEPF)**

Pursuant to the provisions of Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended

(‘Rules’), the dividends, unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to the IEPF. There is no unpaid/unclaimed dividend for more than 7 years, hence it is not required to transfer any unclaimed dividend and shares to Investor Education and Protection Fund (IEPF).

### **Code of Conduct**

The Code of Conduct (hereinafter referred to as ‘Code’) is applicable to all its Board Members and Senior Management Personnel of the Company. All Board Members and Senior Management Personnel had affirmed compliance with the Code during the year and no violation of the same was reported. A declaration to the effect that all Board Members and Senior Management Personnel have complied with the Code during the financial year 2024-2025, duly signed by Vice Chairman & Managing Director of the Company is herein below enclosed. The Code has also been posted on the Company’s website.

### **Affirmation of Compliance with the Code of Conduct for Board Members and Senior Management Personnel.**

I, Brij Bhushan Agarwal, Vice Chairman & Managing Director of ‘Shyam Metals and Energy Limited’, hereby declare that the Company has received affirmation of compliance with the ‘Code of Conduct for Board members and Senior Management Personnel’ laid down by the Board of Directors, from all the Directors and Senior Management Personnel of the Company, to whom the same is applicable in terms of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, for the financial year ended 31<sup>st</sup> March, 2025.

Sd/-

**Brij Bhushan Agarwal**

Vice Chairman & Managing Director

DIN: 01125056

Dated: 9th May, 2025

**Annexure - A****CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)**

To  
The Board of Directors  
**Shyam Metals And Energy Limited**

We, Brij Bhushan Agarwal, Vice Chairman & Managing Director and Deepak Agarwal, Chief Financial Officer of 'Shyam Metals and Energy Limited', certify that:

- A. We have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended March 31, 2025 and to the best of our knowledge and belief, we state that:
  - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - (b) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended, 31<sup>st</sup> March, 2025, which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditor and the audit committee, deficiencies in the design or operations of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take for rectifying these deficiencies.
- D. We have indicated to the auditors and the Audit Committee that:
  - a) Significant changes in internal control over financial reporting during the year under reference.
  - b) There have not been any Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statement; and
  - c) We are not aware of any instances, during the year, of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over the financial reporting.

Sd/-  
**Deepak Agarwal**  
Director Finance & CFO  
DIN: 00560010

Place: Kolkata  
Date: 09.05.2025

Sd/-  
**Brij Bhushan Agarwal**  
Vice Chairman & Managing Director  
DIN: 01125056



## Annexure - B

### CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,  
The Members of  
**Shyam Metalics and Energy Limited**  
"Trinity Tower", 83, Topsia Road  
7<sup>th</sup> Floor, Kolkata – 700046

We have examined the relevant documents and records maintained by **Shyam Metalics and Energy Limited** (hereinafter referred as 'the Company') having CIN: L40101WB2002PLC095491, for certifying the compliance of conditions of Corporate Governance for the year ended on 31<sup>st</sup> March, 2025, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, to the extent applicable to it for the year ended 31<sup>st</sup> March, 2025.

We further state that this certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata  
Date: 9<sup>th</sup> May, 2025

Sd/-  
**(Koshal Agarwal)**  
Partner  
**KPA & Co. LLP**  
Company Secretaries  
FRN: P2019WB078600  
Peer Review No: 1363/2021  
ACS No : 37508  
CP No : 16670  
UDIN: A037508G000308438

## Annexure - C

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015] as amended

To,  
The Members  
**Shyam Metalics and Energy Limited**  
"Trinity Tower" 83, Topsia Road,  
7<sup>th</sup> Floor, Kolkata – 700046, West Bengal

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Shyam Metalics and Energy Limited** having CIN: L40101WB2002PLC095491 and having registered office at "Trinity Tower", 83, Topsia Road, 7<sup>th</sup> Floor, Kolkata – 700046, West Bengal (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its Officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31<sup>st</sup> March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	MAHABIR PRASAD AGARWAL	00235780	06/04/2018
2.	BRIJ BHUSHAN AGARWAL	01125056	11/12/2002
3.	SANJAY KUMAR AGARWAL	00232938	11/12/2002
4.	DEEPAK AGARWAL	00560010	14/07/2014
5.	DEV KUMAR TIWARI	02432511	10/04/2009
6.	SHEETIJ AGARWAL	08212992	10/11/2023
7.	MALAY KUMAR DE	00117655	27/07/2023
8.	KISHAN GOPAL BALDWA	01122052	15/05/2018
9.	RAJNI MISHRA	07706571	12/02/2021
10.	NAND GOPAL KHAITAN	00020588	14/02/2023
11.	SHASHI KUMAR	00116600	21/09/2023
12.	CHANDRA SHEKHAR VERMA	00121756	04/07/2024

Ensuring the eligibility for appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-  
**(Koshal Agarwal)**

Partner

**KPA & Co. LLP**

Company Secretaries

FRN: P2019WB078600

Peer Review No: 1363/2021

ACS No : 37508

CP No : 16670

UDIN: A037508G000308341

Place: Kolkata

Date: 9<sup>th</sup> May, 2025

# Independent Auditor's Report

To  
The Members of  
**Shyam Metals and Energy Limited**

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of **Shyam Metals and Energy Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2025, and the Statement of Profit and Loss, including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditor on the separate audited financial statements of Shyam Metals Employees Welfare Trust ("ESOP Trust"), the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and with the consideration of report of the other auditors referred to in the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in

our audit of the standalone financial statements for the year ended 31 March 2025. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	How the Key Audit Matter was addressed in our audit
1	<p><b>Recognition, measurement and presentation of contingent liabilities and other litigations</b></p> <p>Assessment of litigations and related disclosure of contingent liabilities (Refer Note 1C (c) to the standalone financial statements- "Significant accounting judgments, estimates and assumptions - Provisions and contingent liabilities" and Note 41 (c) to the standalone financial statements "Contingent liabilities") as at 31 March 2025. The Company, in the normal course of business, is contesting various claims and proceedings including matters relating to direct and indirect taxes that arise from time to time. The Company assesses the need to make provision or disclose a contingency on a case to-case basis considering the underlying facts of each such litigation or dispute. This assessment is significant to our audit, to assess adequacy of disclosure or provision in the books of account. The accounting and disclosure for contingent liabilities is complex &amp; involves judgment in assessing the outcome of the matter and estimating the potential impact if the outcomes are unfavourable, and the amounts involved are, or can be, material to the standalone financial statements. Considering the amounts, which can be material and involves significant management judgement and estimation, we have identified this as a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>We understood the processes, evaluated the design and implementation of controls and tested the operating effectiveness of the Company's controls over the recording and re-assessment of uncertain legal positions, litigations and contingent liabilities;</li> <li>We obtained an understanding of the nature of litigations pending against the Company by reading the minutes of the Board of Directors meetings and discussing the developments during the year for key litigations with Senior Management personnel.</li> <li>Verified the completeness of the litigations and claims by examining, on a sample basis, the legal and professional expenses incurred during the year.</li> <li>We performed our assessment on a test basis on the underlying calculations supporting the contingent liabilities/other significant litigations disclosed in the standalone financial statements;</li> <li>Evaluated the evidence supporting the judgement of the management about possible outcomes and the reasonableness of the assumptions and estimates, used in measuring the probable or possible impact.</li> </ul>



S. No.	Key Audit Matter	How the Key Audit Matter was addressed in our audit
		<ul style="list-style-type: none"> <li>Involved our internal tax experts to challenge the Management judgement and rationale with respect to tax provisions not made in the books of account or disclosed as contingent liability or cases where outflow of resources is remote and do not warrant any disclosure.</li> <li>We also obtained independent legal confirmations for significant matters from the legal counsels or law firms handling such matters to corroborate management's conclusions.</li> <li>Evaluated appropriateness and adequacy of the disclosures of the contingent liability made in the Standalone financial statements in accordance with the requirements of Ind AS 37 - 'Provisions, Contingent Liabilities and Contingent Asset' and Ind AS 12 - 'Income Taxes'.</li> </ul>

### Information other than the standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's report, Chairman's statement, Management Discussion and Analysis and report on corporate governance but does not include the standalone financial statements and our auditor's report thereon. The Director's report, Chairman's statement, Management Discussion and Analysis and report on corporate governance is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Director's report, Chairman's statement, Management Discussion and Analysis and report on corporate governance, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information' and describe actions applicable in the applicable laws and regulations

### Responsibilities of Management and Those Charged with Governance for the standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Management and Board of Directors of the Company and the Trustees of the ESOP

Trust are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and the ESOP Trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the respective Management and Board of Directors of the Company and the Trustees of the ESOP Trust are responsible for assessing the Company's / ESOP Trust's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors / Trustees of the ESOP Trust either intends to liquidate the Company / ESOP Trust, respectively, or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Company and Trustees of the ESOP Trust are responsible for overseeing the financial reporting process of the Company and the ESOP Trust.

### Auditor's Responsibilities for the Audit of the standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Standalone Financial Statements.

## Other Matter

We did not audit the financial statements of the ESOP Trust included in the standalone financial statements of the Company whose financial statements reflects total assets of ₹ 39.36 crores as at 31 March 2025, total revenues of ₹ 8.72 crores and net cash flows of ₹ 0.40 crores for the year ended on that date, as considered in the financial statements of the ESOP Trust. The financial statements of ESOP Trust have been audited by their auditors whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this ESOP Trust, is based solely on the report of such auditor.

Our opinion is not modified in respect of this matter.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in **"Annexure B"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2 (h) (vi) below on reporting under Rule 11 (g). and except that, in the absence of sufficient appropriate audit evidence we are unable to comment whether back-up of the books of account and other books and papers maintained in electronic mode, have been kept in servers physically located in India on a daily basis for the period 01 January 2025 to 31 March 2025, as explained in Note 50(j) to the standalone financial statements.
  - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated

in paragraph 2 (b) above on reporting under Section 143 (3) (b) and paragraph 2 (h) (vi) below on reporting under Rule 11 (g).

- (g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure C"**.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer note 41 (c) to the standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (A) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (B) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (C) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (A) and (B) above, contain any material mis-statement.

- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.

The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.

The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. (Refer note 18 (j) to the Standalone financial statements)

- vi. Based on our examination which included test checks, the Company has used two accounting softwares for maintaining its books of accounts. One of the softwares, has a feature of recording audit trail (edit log) facility, except that no audit trail feature was enabled at the database level in respect of the said accounting software to log any direct data changes as explained in note 50 (j) to

the standalone financial statements. Further, where enabled, audit trail feature has been operated for all relevant transactions recorded in the accounting software. Also, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of such accounting software. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in respective years.

In case of the second accounting software, it has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention.

3. In our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.

For **M S K A and Associates**

Chartered Accountants

ICAI Firm Registration No.105047W

**Dipak Jaiswal**

Partner

Membership No. 063682

UDIN: 25063682BMOTOB7558

Place: Kolkata

Date: 09 May 2025



## Annexure A to the Independent Auditor's Report on even date on the Standalone Financial Statements of Shyam Metals and Energy Limited for the year ended 31 March 2025

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial statements of the ESOP Trust which are included in the Company to express an opinion on the standalone financial statements. For the ESOP Trust included in the standalone financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned

scope and timing of the audit and significant audit findings, including any significant deficiencies in

internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the year ended March 31, 2025 and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For **M S K A and Associates**  
Chartered Accountants  
ICAI Firm Registration No.105047W

**Dipak Jaiswal**  
Partner  
Membership No. 063682  
UDIN: 25063682BMOTOB7558

Place: Kolkata  
Date: 09 May 2025

## Annexure B to Independent Auditors' Report of even date on the Standalone Financial Statements of Shyam Metalics and Energy Limited for the year ended 31 March 2025

### Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report

- i. (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment, and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) Property, plant and equipment and right-of-use assets were physically verified by the management according to a phased programme designed to cover all items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of Property, plant and equipment and right-of-use assets have been physically verified by Management during the year. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in the standalone financial statements, are held in the name of the Company, except for the following:

Sr. No.	Description of Property	Gross carrying value (₹ in Crores)	Held in the name of	Whether promoter, director or their relative or employee	Period held – Indicate range, where appropriate	Reason for not being held in name of Company (also indicate if in dispute)
1	Freehold Land	15.84	Shyam DRI and Power Limited	No	2005-2010	The title deeds are in the erstwhile name of the Company, the Management is yet to get these transferred in the name of the Company
2	Leasehold Land	1.06			2005-2007	
3	Freehold Land	9.68	Bhagwan Shaw	Yes (*)	2013-2019	Management is yet to get these transferred in the name of the Company.
4	Freehold Land	0.31	Kamal Lodha	Yes	2007	

(\*) Bhagwan Shaw was the erstwhile director of the company till 09 November 2022

- (d) According to the information and explanations given to us, the Company has not revalued its property, plant and equipment (including right-of-use assets) and intangible assets during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company.
- (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.
- ii. (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification, coverage and procedure of such verification is reasonable and appropriate, having regard to the size of the Company and the nature of its operations. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year the Company has been sanctioned working capital limits in excess of ₹ 5 crores in aggregate from Banks and financial institutions on the basis of security of current assets. Based on the records examined by us in the normal course of audit of the standalone financial statements, quarterly returns / statements filed with such Banks/ financial institutions are in agreement with the books of accounts of the Company for the quarter ended 30 June 2024, 30 September 2024 and 31 December 2024. Refer note 48 to the standalone financial statements.
- The Company has not filed quarterly returns / statements with such Banks for the quarter ended March 2025 as on the date of financial statements. Accordingly, we are unable to comment on the filing of returns/ statements and whether they are in agreement with books and accounts of the Company. Refer note 48 to the financial statements.
- iii. (a) According to the information explanation provided to us, the Company has provided loans, advances in the nature of loans, stood guarantee, and/or provided security(ies) to other entities.

(A) The details of such loans to subsidiaries are as follows:

Particulars	Guarantees (₹ in Crores)	Loans (₹ in Crores)
Aggregate amount granted/provided during the year		
- Subsidiaries	-	0.00
Balance Outstanding as at balance sheet date in respect of above cases		
- Subsidiaries	-	0.13

(\*) 0.00 Figure represents value less than ₹ 1 Lakh.

During the year the Company has not provided guarantee and securities to any of its subsidiaries, Joint Ventures and Associates

(B) During the year the Company has not stood any guarantee provided security or advances in the nature of loans to any other entity.

(b) According to the information and explanations given to us and based on the audit procedures performed by

us, we are of the opinion that the investments made, guarantees provided and terms and conditions in relation to grant of all loans given are not prejudicial to the interest of the Company.

(c) The loans are repayable on demand. During the year, the Company has not demanded such loans or interest. Accordingly, in our opinion the repayments of principal amounts and receipts of interest are regular [Refer reporting under clause 3(iii)(f) below].

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount remaining outstanding as at the balance sheet date as the loans are repayable on demand and the Company has not demanded such loans.

(e) According to the information explanation provided to us, the loans granted has not fallen due by the Company during the year. Accordingly, the provisions stated under clause 3(iii)(e) of the Order are not applicable to the Company.

(f) According to the information explanation provided to us, the Company has granted loans repayable on demand or without specifying any terms or period of repayment. The details of the same are as follows:

	All Parties (₹ in Crores)	Promoters (₹ in Crores)	Related Parties (₹ in Crores)
Aggregate amount of loans/ advances in nature of loans			
- Repayable on demand (A)	-	-	0.13
- Agreement does not specify any terms or period of repayment (B)	-	-	-
Total (A+B)	-	-	0.13
Percentage of loans/ advances in nature of loans to the total loans	0%	0%	100%

iv. According to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans given. The Company has not provided security and guarantee to which the provisions of section 185 and 186 of the Companies Act, 2013 apply and accordingly, the provisions stated under clause 3(iv) of the Order to that extent is not applicable to the Company.

v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor any amounts which are deemed to be deposits, within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the requirement to report under clause 3(iv) of the Order is not applicable to the Company. Also, there are no amounts outstanding as on March 31, 2025, which are in the nature of deposits.

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Companies Act, 2013 in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and other statutory dues have not generally been regularly deposited by the Company with the appropriate authorities during the year, though delays in deposit have not been serious.



Undisputed amounts payable in respect of these statutory dues in arrears, which were outstanding, as at 31 March 2025, for a period of more than six months from the date they became payable, are as follows:

Name of the statute	Nature of the dues	Amount ₹ in crores	Period to which the amount relates	Due Date	Date of Payment
Department of water resources, Government of Odisha	Water Cess	12.03	September 2006 to April 2022	Immediately due	Not yet paid

- (b) According to the information and explanation given to us and examination of records of the Company, details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March 2025, on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount Demanded ₹ in crores	Amount Paid ₹ in crores	Period to which the amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Income tax	0.22	-	2016-17 and 2017-18	Income Tax Appellate Tribunal
		35.39	-	2013-14 to 2020-21	Commissioner of Income Tax Appeal
Central Excise Act, 1944	Central Excise	3.88	-	2014-15 to 2016-17	Adjudicating Authority
		3.82	-	2005-06 to 2009-10	Adjudicating Authority
Customs Act, 1962	Custom Duty	1.95	0.15	2011-12 and 2012-13	The Customs, Excise and Service Tax Appellate Tribunal (CESTAT)
		11.44	-	2012-13	Adjudicating Authority
Finance Act, 1994(*)	Service Tax	0.06	-	2013-14	Adjudicating Authority
		0.03	0.00	2015-16	The Customs, Excise and Service Tax Appellate Tribunal (CESTAT)
The GST Act, 2017(*)	GST	0.62	-	2017-18	Adjudicating Authority
		0.04	0.00	2019-20	Appeal, SBP
		1.00	0.05	2017-18	Appeal, West Bengal
		1.15	-	2018-19 to 2019-20	Appeal Pending
		2.53	-	2020-21	Appeal Pending
Odisha Entry Tax act, 1999	Entry Tax	3.24	-	2005-06 to 20015-16	Odisha Sales tax Tribunal
		6.59	-	2006-07 to 2016-17	Supreme Court
Value Added Tax Act, 1994	VAT	0.25	-	2016-17	Odisha Sales tax Tribunal
		0.94	-	2015-16	Appeal Pending
		0.02	-	2012-13	Additional Commissioner of Sales Tax
The Orissa Electricity Duty Act	Electricity Duty	65.74	6.57	2021-22	Chief Electrical inspector, Government of Odisha, Sambalpur

(\*) 0.00 Figure represents value less than ₹ 1 Lakh.

- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment of the Company. Accordingly, the provision stated under clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised. Refer note 20 to the standalone financial statements.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information explanation given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from an any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.

- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, reporting under Clause 3(ix)(f) of the order is not applicable to the Company.
- x. (a) In our opinion and according to the information explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated under clause 3(x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly, or optionally convertible) during the year. Accordingly, the requirements to report under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) Based on our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we report that no material fraud by the Company or on the Company has been noticed or reported during the year in the course of our audit.
- (b) During the year no report under Section 143 (12) of the Act, has been filed by cost auditor / secretarial auditor or by us in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing, and extent of audit procedures.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We were unable to obtain some of the internal audit reports of the Company for the quarter ended 31 March 2025, and accordingly, the internal audit reports have been considered by us for the purpose of our audits only to the extent those were made available to us.
- xv. According to the information and explanations given to us, in our opinion, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with its directors and accordingly, the reporting on compliance with the provisions of Section 192 of the Companies Act, 2013 in clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 (2 of 1934) and accordingly, the provisions stated under clause 3(xvi)(a) of the Order are not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities during the year and accordingly, the provisions stated under clause 3 (xvi) (b) of the Order are not applicable to the Company.
- (c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, the provisions stated under clause 3 (xvi)(c) of the Order are not applicable to the Company.
- (d) According to the information and explanations provided to us, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any Core Investment Company (as part of its group). Accordingly, the provisions stated under clause 3(xvi)(d) of the order are not applicable to the Company.
- xvii. Based on the overall review of standalone financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the provisions stated under clause 3(xvii) of the Order are not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (as disclosed in note 45 to the standalone financial statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors

and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. According to the information and explanations given to us and based on our verification, the provisions of Section 135 of the Companies Act, 2013, are applicable to the Company. The Company has made the required contributions during the year and there are no unspent amounts which are required to be transferred either to a Fund specified in schedule VII of the Companies Act, 2013 or to a Special Account as per the provisions of Section 135 of the

Companies Act, 2013 read with schedule VII to the Companies Act, 2013. Accordingly, reporting under clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable to the Company.

- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said Clause has been included in the report.

For **M S K A and Associates**

Chartered Accountants

ICAI Firm Registration No.105047W

**Dipak Jaiswal**

Partner

Membership No. 063682

UDIN: 25063682BMOTOB7558

Place: Kolkata

Date: 09 May 2025



## Annexure C to the Independent Auditor's Report of even date on the Standalone Financial Statements of Shyam Metals and Energy Limited for the year ended 31 March 2025

Referred to in paragraph 2 (g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Shyam Metals and Energy Limited on the Financial Statements for the year ended 31 March 2025

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Shyam Metals and Energy Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2025, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI').

### Management's and Board of Director's Responsibility for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

### Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and

dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

### **Inherent Limitations of Internal Financial Controls with reference to standalone financial statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Other Matter**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to standalone financial statement insofar as it relates to the Company but does not include the report of ESOP Trust, as the said reporting on Internal Financial Control is not applicable to the ESOP Trust.

Our opinion is not modified in respect of this matter.

For **M S K A and Associates**

Chartered Accountants

ICAI Firm Registration No.105047W

**Dipak Jaiswal**

Partner

Membership No. 063682

UDIN: 25063682BMOTOB7558

Place: Kolkata

Date: 09 May 2025

# Standalone Balance Sheet

as at 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
a) Property, plant and equipment	2	1,703.25	1,350.97
b) Right-of-use assets	3	24.51	24.60
c) Capital work-in-progress	4	286.70	415.34
d) Intangible assets	5	2.46	2.91
e) Investments in subsidiaries, associates and joint ventures	6	1,723.20	923.20
f) Financial assets			
i) Investments	7(a)	1,091.57	973.06
ii) Other financial assets	8	16.60	15.31
g) Non-current tax assets	9	81.43	81.43
h) Other non-current assets	10	111.73	60.83
<b>Total Non-current Assets (A)</b>		<b>5,041.45</b>	<b>3,847.65</b>
<b>Current Assets</b>			
a) Inventories	11	890.46	770.13
b) Financial assets			
i) Investments	7(b)	349.31	790.31
ii) Trade receivables	12	934.39	908.86
iii) Cash and cash equivalents	13	29.19	23.80
iv) Bank balances other than (iii) above	14	0.98	1.19
v) Loans	15	0.13	597.14
vi) Other financial assets	16	14.12	16.14
c) Other current assets	17	163.25	308.81
<b>Total Current Assets (B)</b>		<b>2,381.83</b>	<b>3,416.38</b>
<b>Total Assets (A + B)</b>		<b>7,423.28</b>	<b>7,264.03</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	18	278.22	278.04
b) Other equity	19	5,708.89	5,286.88
<b>Total Equity (A)</b>		<b>5,987.11</b>	<b>5,564.92</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
a) Financial liabilities			
i) Borrowings	20	1.20	1.76
ii) Lease Liabilities	21	1.29	1.65
iii) Other financial liabilities	22	17.15	15.57
b) Provisions	23	13.89	9.91
c) Deferred tax liabilities (net)	24	77.71	91.04
<b>Total Non-current Liabilities (B)</b>		<b>111.24</b>	<b>119.93</b>
<b>Current Liabilities</b>			
a) Financial liabilities			
i) Borrowings	20	201.30	100.95
ii) Lease liabilities	21	0.92	0.44
iii) Trade payables	25	-	-
- outstanding due of micro enterprise and small enterprise		-	-
- Total outstanding due to creditors other than micro enterprise and small enterprise		873.12	1,280.78
iv) Other financial liabilities	22	67.06	77.65
b) Other current liabilities	26	144.66	108.47
c) Provisions	23	5.16	4.79
d) Current tax liabilities (net)	27	32.72	6.10
<b>Total Current Liabilities (C)</b>		<b>1,324.94</b>	<b>1,579.18</b>
<b>Total Equity and Liabilities (A + B + C)</b>		<b>7,423.28</b>	<b>7,264.03</b>
Summary of material accounting policies and other explanatory information	1		

The accompanying notes 1 to 52 form an integral part of these standalone financial statements

As per our report of even date attached

**For M S K A & Associates**

Chartered Accountants

Firm Registration Number: 105047W

**Dipak Jaiswal**

Partner

Membership No: 063682

**For and on behalf of the Board of Directors of**

**Shyam Metalics and Energy Limited**

**Brij Bhushan Agarwal**

Vice Chairman cum Managing Director

DIN: 01125056

**Deepak Agarwal**

Executive Director and Chief Financial Officer

DIN: 00560010

**Sanjay Kumar Agarwal**

Joint Managing Director

DIN: 00232938

**Birendra Kumar Jain**

Company Secretary

M. No. FCS 13320

Place: Kolkata

Date: 09 May 2025

Place: Kolkata

Date: 09 May 2025



# Standalone Statement of Profit and Loss

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
<b>INCOME</b>			
I Revenue from operations	28	6,473.57	6,668.45
II Other income	29	144.32	96.40
<b>III Total Income (I+II)</b>		<b>6,617.89</b>	<b>6,764.85</b>
<b>IV EXPENSES</b>			
Cost of materials consumed	30	4,382.83	4,433.14
Purchases of stock-in-trade		341.57	641.26
Changes in inventories of finished goods and by-products	31	(0.20)	(14.11)
Employee benefits expense	32	198.19	179.66
Finance costs	33	49.88	57.93
Depreciation and amortization expense	34	211.00	218.68
Impairment (gain)/ loss on financial assets	35	(1.54)	10.30
Other expenses	36	775.70	781.95
<b>Total Expenses (IV)</b>		<b>5,957.43</b>	<b>6,308.81</b>
<b>V Profit before tax (III-IV)</b>		<b>660.46</b>	<b>456.04</b>
<b>VI Tax expense:</b>	37		
(i) Current tax (including prior year taxes)		172.28	112.48
(iii) Deferred tax		(1.44)	(7.84)
<b>VII Profit for the year (V-VI)</b>		<b>489.62</b>	<b>351.40</b>
<b>VIII Other comprehensive income</b>			
(a) Items that will not be reclassified to profit or loss:			
(i) Remeasurements gains/(loss) of post-employment benefit obligation		(1.44)	1.51
(ii) Fair value changes to investments in equity instruments		44.62	87.01
(ii) Income tax relating to items that will not be reclassified to profit or loss		11.89	(20.72)
<b>Other comprehensive income / (loss) for the year</b>		<b>55.07</b>	<b>67.80</b>
<b>IX Total comprehensive income for the year, net of tax</b>		<b>544.69</b>	<b>419.20</b>
<b>X Earnings per equity share (Face value of ₹ 10 each)</b>			
(i) Basic (₹)	38	17.61	13.50
(ii) Diluted (₹)		17.54	13.47
Summary of material accounting policies and other explanatory information	1		

The accompanying notes 1 to 52 form an integral part of these standalone financial statements

As per our report of even date attached

**For M S K A & Associates**

Chartered Accountants

Firm Registration Number: 105047W

**Dipak Jaiswal**

Partner

Membership No: 063682

**For and on behalf of the Board of Directors of**

**Shyam Metalics and Energy Limited**

**Brij Bhushan Agarwal**

Vice Chairman cum Managing Director

DIN: 01125056

**Deepak Agarwal**

Executive Director and Chief Financial Officer

DIN: 00560010

**Sanjay Kumar Agarwal**

Joint Managing Director

DIN: 00232938

**Birendra Kumar Jain**

Company Secretary

M. No. FCS 13320

Place: Kolkata

Date: 09 May 2025

Place: Kolkata

Date: 09 May 2025

# Standalone Statement of Cash Flows

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>A. CASHFLOW FROM OPERATING ACTIVITIES:</b>		
Net profit before tax	660.46	456.04
<b>Adjustments for:</b>		
Depreciation and amortization expenses	211.00	218.68
Provision for employee benefit obligations	4.60	2.64
Provision for slow and non-moving items	0.18	0.43
Impairment (gain)/loss on financial assets	(1.54)	10.30
Profit on sale of property, plant and equipment	-	(0.05)
Share based payment to employees	4.73	3.82
Unrealised foreign exchange fluctuations (net)	(2.64)	(4.42)
Gain on fair value of financial instruments carried at fair value through profit or loss	(50.97)	(31.25)
Interest income on financial assets carried at amortised cost	(92.25)	(62.52)
Finance cost	49.88	57.93
Others	0.09	0.12
<b>Operating profit before working capital changes</b>	<b>783.54</b>	<b>651.72</b>
<b>Adjustments for changes in working capital:</b>		
<b>Increase / (decrease) in liabilities:</b>		
Trade payables	(405.49)	518.97
Financial liabilities (non-current)	1.58	0.32
Financial liabilities (current)	3.05	2.55
Provisions (non-current)	2.54	2.26
Provisions (current)	(4.23)	(0.75)
Other liabilities	36.10	(193.82)
<b>(Increase) / decrease in assets:</b>		
Trade receivables	(23.54)	(690.14)
Inventories	(120.51)	377.25
Financial assets (non-current)	0.31	1.79
Financial assets (current)	0.15	(1.68)
Other non-current assets	4.82	(6.74)
Other current assets	145.49	(68.58)
Cash generated from operations	423.81	593.15
Direct tax paid (net)	(145.41)	(87.92)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>278.40</b>	<b>505.23</b>
<b>B. CASHFLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Property, plant & equipment including capital work in progress (net)	(501.89)	(321.76)
Proceeds from sale of Property, plant & equipment	-	0.18
Sale proceeds / (purchase) of investments (net)	418.08	(616.34)
Investments made in subsidiary company	(800.00)	-
(Investments made in)/ redemption of fixed deposits with banks	(1.31)	5.59
Payment made towards acquisition of shares by ESOP Trust	-	(45.92)
Loans and advances recovered / (given)	597.01	(597.01)
Interest received on financial assets carried at amortised cost	99.31	55.98
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(188.80)</b>	<b>(1,519.28)</b>
<b>C. CASHFLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from issuance of equity shares (net of issue related expenses)	-	1,379.09
Proceeds from non current borrowings	-	1.78
Repayment of non current borrowings	(0.69)	(0.42)
Proceeds from / (repayment of) current borrowings	100.48	(288.40)
Proceeds from exercise of employee stock options	5.28	-
Repayment of lease liabilities	(0.94)	(0.94)
Dividends paid	(137.88)	(46.36)
Finance cost paid	(50.46)	(52.94)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>(84.21)</b>	<b>991.81</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>5.39</b>	<b>(22.24)</b>
Cash and cash equivalents at the beginning of the year (refer note 13)	23.80	46.04
<b>Cash and cash equivalents at the end of the year (refer note 13)</b>	<b>29.19</b>	<b>23.80</b>

# Standalone Statement of Cash Flows

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

## Notes :

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 - "Cash Flow Statements".
- Purchase of Property Plant & Equipment (Net) includes CWIP, Capital Advances and Creditors for Capital Goods.
- Reconciliation of cash and cash equivalents as per the cash flow statement:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance with banks	28.42	23.17
Cash on hand	0.77	0.63
<b>Total cash and cash equivalents at end of the year</b>	<b>29.19</b>	<b>23.80</b>

- Reconciliation of movement of liabilities to cash flow arising from financing activities:

Movement in borrowings:

Particulars- Reconciliation between opening & closing balances of borrowings	Year ended 31 March 2025	Year ended 31 March 2024
Opening balance	102.71	389.75
Proceeds during the year	-	1.78
Repayments made during the year	99.79	(288.82)
<b>Closing balance</b>	<b>202.50</b>	<b>102.71</b>

Movement in lease liability:

Particulars- Reconciliation between opening & closing balances of lease liability	Year ended 31 March 2025	Year ended 31 March 2024
Opening balance	2.20	3.03
Repayments made during the year	(0.94)	(0.94)
Non-cash movements	0.86	0.11
<b>Closing balance</b>	<b>2.12</b>	<b>2.20</b>

The accompanying notes 1 to 52 form an integral part of these standalone financial statements

As per our report of even date attached

### For M S K A & Associates

Chartered Accountants

Firm Registration Number: 105047W

### Dipak Jaiswal

Partner

Membership No: 063682

### For and on behalf of the Board of Directors of

Shyam Metalics and Energy Limited

### Brij Bhushan Agarwal

Vice Chairman cum Managing Director

DIN: 01125056

### Deepak Agarwal

Executive Director and Chief Financial Officer

DIN: 00560010

### Sanjay Kumar Agarwal

Joint Managing Director

DIN: 00232938

### Birendra Kumar Jain

Company Secretary

M. No. FCS 13320

Place: Kolkata

Date: 09 May 2025

Place: Kolkata

Date: 09 May 2025



# Standalone Statement of Changes in Equity

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

## A. Equity Share Capital

Particulars	31 March 2025		31 March 2024	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity shares of ₹ 10 each issued, subscribed and fully paid</b>				
Balance at the beginning of the year	27,80,38,567	278.04	25,50,80,688	255.08
Shares Issued during the year (refer note - 18)	-	-	2,40,51,165	24.05
Less: Adjustment for shares held by ESOP trust	-	-	(10,93,286)	(1.09)
Add: Adjustment for employee stock options exercised during the year (Refer note 40)	1,84,595	0.18	-	-
<b>Balance at the end of the year</b>	<b>27,82,23,162</b>	<b>278.22</b>	<b>27,80,38,567</b>	<b>278.04</b>

## B. Other Equity (\*)

Particulars	Reserves and surplus						Other reserves		Total Equity
	Capital Reserve	Retained Earnings	Securities Premium	Other Reserve	ESOP trust Reserve	Share options outstanding account	Equity instruments through other comprehensive income	Remeasurement of net defined benefit plans	
<b>Balance at 01 April 2024</b>	<b>72.18</b>	<b>2,957.75</b>	<b>2,138.40</b>	<b>1.09</b>	<b>(45.92)</b>	<b>7.40</b>	<b>155.98</b>	<b>-</b>	<b>5,286.88</b>
Profit for the year	-	489.62	-	-	-	-	-	-	489.62
Proceeds from exercise of employee stock options (Refer note 40)	-	-	-	-	7.98	5.36	-	-	13.34
Adjustment for employee stock options exercised during the year	-	2.15	-	-	-	-	-	-	2.15
Other comprehensive income ('OCI')	-	-	-	-	-	-	44.62	(1.44)	43.18
Income tax effect on OCI	-	-	-	-	-	-	11.89	-	11.89
Dividends paid (Refer note 18)	-	(138.17)	-	-	-	-	-	-	(138.17)
Transfers within equity	-	(1.44)	-	-	-	-	-	1.44	-
<b>Balance at 31 March 2025</b>	<b>72.18</b>	<b>3,309.91</b>	<b>2,138.40</b>	<b>1.09</b>	<b>(37.94)</b>	<b>12.76</b>	<b>212.49</b>	<b>-</b>	<b>5,708.89</b>
<b>Balance at 01 April 2023</b>	<b>72.18</b>	<b>2,651.20</b>	<b>782.26</b>	<b>1.09</b>	<b>-</b>	<b>-</b>	<b>89.24</b>	<b>-</b>	<b>3,595.97</b>
Profit for the year	-	351.40	-	-	-	-	-	-	351.40
Proceeds from issue of shares	-	-	1,356.14	-	-	-	-	-	1,356.14
Proceeds from exercise of employee stock options (Refer note 40)	-	-	-	-	(45.92)	7.40	-	-	(38.52)
Other comprehensive income ('OCI')	-	-	-	-	-	-	87.01	1.51	88.52
Income tax effect on OCI	-	-	-	-	-	-	(20.27)	(0.45)	(20.72)
Dividends paid (Refer note 18)	-	(45.91)	-	-	-	-	-	-	(45.91)
Transfers within equity	-	1.06	-	-	-	-	-	(1.06)	-
<b>Balance at 31 March 2024</b>	<b>72.18</b>	<b>2,957.75</b>	<b>2,138.40</b>	<b>1.09</b>	<b>(45.92)</b>	<b>7.40</b>	<b>155.98</b>	<b>-</b>	<b>5,286.88</b>

(\*) Refer note 19 for description of the nature and purpose of each reserve within Other equity.

**The accompanying notes 1 to 52 form an integral part of these standalone financial statements**

As per our report of even date attached

### For M S K A & Associates

Chartered Accountants

Firm Registration Number: 105047W

### Dipak Jaiswal

Partner

Membership No: 063682

### For and on behalf of the Board of Directors of

**Shyam Metalics and Energy Limited**

### Brij Bhushan Agarwal

Vice Chairman cum Managing Director

DIN: 01125056

### Deepak Agarwal

Executive Director and Chief Financial Officer

DIN: 00560010

### Sanjay Kumar Agarwal

Joint Managing Director

DIN: 00232938

### Birendra Kumar Jain

Company Secretary

M. No. FCS 13320

Place: Kolkata

Date: 09 May 2025

Place: Kolkata

Date: 09 May 2025

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 1A Corporate Information

Shyam Metalics and Energy Limited (the "Company") is a public limited company domiciled in India and was incorporated in 2002 under the provisions of the Companies Act, 1956. Its registered and principal office of business is located at Kolkata, West Bengal. The Company is primarily engaged in the business of manufacturing iron and steel.

The Board of Directors approved the Standalone Financial Statements for the year ended 31 March 2025 on 09 May 2025.

### 1B Material accounting policies

#### (a) Basis of preparation of Financial Statements

##### (i) Statement of Compliance with Ind AS

These Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act.

Accounting policies have been consistently applied to all the years presented unless otherwise stated.

##### (ii) Basis of preparation and measurement

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle, paragraph 66 and 69 of Ind AS 1 and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013.

These financial statements are prepared under the historical cost convention except for certain class of financial assets/ liabilities, share based payments and net liability for defined benefit plans that are measured at fair value.

The accounting policies adopted are the same as those which were applied for the previous financial year.

##### (iii) Classification between current and non-current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- i. Expected to be realised or intended to be sold or consumed in normal operating cycle
- ii. Held primarily for the purpose of trading
- iii. Expected to be realised within twelve months after the reporting period, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle
- ii. It is held primarily for the purpose of trading
- iii. It is due to be settled within twelve months after the reporting period, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### (iv) Use of estimates

The preparation of Financial Statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying Financial Statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the Financial Statements. Actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected.

### (b) Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Freehold land is carried at historical cost. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

### Depreciation methods, estimated useful lives

The Company depreciates property, plant and equipment over their estimated useful lives using the written down value method. The estimated useful lives of assets are as follows:

Property, plant and equipment	Useful Life
Leasehold improvement (*)	Over the contractual lease term
Buildings	5 years to 60 years
Plant and Equipment	5 years to 40 years
Furniture and Fixtures	10 years
Vehicles	8 years to 20 years
Office Equipment	3 years to 10 years

(\*) Leasehold improvements are amortized over the lease period, which corresponds with the useful lives of the assets.

The residual values are not more than 5% of the original cost of the asset.

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/ deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income'.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### (c) Other Intangible Assets

Software costs are included in the balance sheet as intangible assets when it is probable that associated future economic benefits would flow to the Company. In this case they are measured initially at purchase cost and then amortised on a straight-line basis over their estimated useful lives.

Property, plant and equipment	Useful Life
Computer software	3 years- 5 Years

Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are not amortised. Such intangible assets are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

### (d) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of the financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

### (e) Foreign Currency Transactions

#### (i) Functional and presentation currency

Items included in the Standalone Financial Statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Financial Statements are presented in Indian rupee (₹), which is the Company's functional and presentation currency.

#### (ii) Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date and the exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

### (f) Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Company.

The principal or the most advantageous market must be accessible by the Company.



## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Company's management determines the policies and procedures for fair value measurement such as derivative instrument.

All assets and liabilities for which fair value is measured or disclosed in the Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- **Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- **Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- **Level 3** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

### (g) Revenue from contract with customer

The Company manufactures and sells a range of iron & steel and other ferro alloy products. Revenue from contracts with customers involving sale of these products is recognized at a point in time when control of the product has been transferred, and there are no unfulfilled obligation that could affect the customer's acceptance of the products.

The Company has objective evidence that all criterion for acceptance has been satisfied."

#### (i) Sale of goods

The majority of the Company's revenue is derived from selling goods with revenue recognised at a point in time when control of the goods has been transferred to the customer. This is generally when the goods are either dispatched or delivered to the customer, depending on the terms of the contract. However, for export sales, control might also be transferred when delivered either to the port of departure or port of arrival, depending on the specific terms of the contract with a customer. There is limited judgement needed in identifying the point control passes: once physical delivery of the products to the agreed location has occurred, the group no longer has physical possession, usually will have a present right to payment (as a single payment on delivery) and retains none of the significant risks and rewards of the goods in question.

#### Variable consideration:

The Company recognizes revenue from the sale of goods measured at the transaction price of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer.

The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Goods are often sold with volume and price discounts based on aggregate sales over a 12 months period. Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume and price discounts. Accumulated experience is used to estimate and provide for the discounts, using the most likely method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A liability is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are generally made with a credit term of 30-90 days, which is consistent with market practice. Any obligation to provide a refund is recognised as a provision. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

#### Sales Return:

The Company accounts for sales returns accrual by recording an allowance for sales returns concurrent with the recognition of revenue at the time of a product sale.

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### (ii) Sale of Services

Revenues from services are recognised as and when services are rendered and on the basis of contractual terms with the parties. The performance obligation in respect of professional services is satisfied over a period of time and acceptance of the customer.

### (iii) Other Operating Revenue

#### Interest Income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit and Loss.

#### Dividend Income

Dividend income is recorded when the right to receive payment is established.

#### Export Benefit

Revenue from export benefits arising from Duty entitlement pass book (DEPB scheme), duty drawback scheme, merchandise export incentive scheme are recognised on export of goods in accordance with their respective underlying scheme at fair value of consideration received or receivable.

### (iv) Contract Balances

#### Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. A receivables represents the Company's right to an amount of consideration that is unconditional.

#### Contract liability

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

#### Trade Receivable

A trade receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

### (h) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with.

Monetary Government grants, whose primary condition is that the Company should purchase, construct or otherwise acquire non current assets and are recognized and disclosed as 'deferred income' under non-current liability in the Balance Sheet and transferred to the Statement of Profit and Loss on a systematic and rational basis over the useful lives of the related assets.

All Non-monetary grants received are recognized for both asset and grant at nominal value.

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### (i) Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

#### (i) Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year/period end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

#### (ii) Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in Financial Statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### (j) Leases

#### The Company as a lessee

The Company's lease asset classes primarily consist of leases for long-term period. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset; (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date amounts expected to be payable by the group under residual value guarantees
- the exercise price of a purchase option if the group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the group exercising that option

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Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### (k) Inventories

#### Basis of Valuation

Inventories are valued at lower of cost and net realizable value after providing cost of obsolescence, if any. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by-item basis.

#### Method of Valuation:

Cost of raw materials has been determined by using moving weighted average cost method and comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

Cost of finished goods and work-in-progress includes direct labour and an appropriate share of fixed and variable production overheads and taxes as applicable. Fixed production overheads are allocated on the basis of normal capacity of production facilities. Cost is determined on moving weighted average basis. Cost of traded goods has been determined by using moving weighted average cost method and comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

Valuation of finished goods and traded goods are valued at cost or net realizable value whichever is less. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories.

### (l) Impairment of non-financial assets

The Company assesses at each year end whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Company estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

### (m) Provisions and contingent liabilities

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.



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If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

### (n) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purposes of the cash flow statement, cash and cash equivalents include balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft.

### (o) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### (i) Financial assets

##### (I) Initial recognition and measurement

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

##### (II) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- a) at amortized cost; or
- b) at fair value through other comprehensive income; or
- c) at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

**Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method ('EIR').

**Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the EIR method.

**Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

**Equity instruments:** All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

## Summary Of Material Accounting Policies and other Explanatory Information

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If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

### (III) Impairment of financial assets

In accordance with Ind AS 109, Financial Instruments, the Company applies Expected Credit Loss ('ECL') model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

For recognition of impairment loss on financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as impairment gain / loss on financial assets in the Statement of Profit and Loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

### (IV) Derecognition of financial assets

A financial asset is derecognized only when

- a) the rights to receive cash flows from the financial asset is transferred or
- b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized."

### (ii) Financial liabilities

#### (I) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

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### (II) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

#### *Borrowings*

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

**Borrowing Cost:** Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### (III) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

### (iii) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### (p) Employee Benefits

#### (i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

#### (ii) Other long-term employee benefit obligations

##### (I) Defined contribution plan

**Provident Fund:** Contribution towards provident fund is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

**Employee's State Insurance Scheme:** Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

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### (II) Defined benefit plans

#### Gratuity

The Company provides for gratuity, a defined benefit plan (the 'Gratuity Plan') covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the other comprehensive income in the year in which they arise.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The estimated future payments which are denominated in a currency other than INR, are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

#### Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end."

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the statement of profit and loss in the year in which they arise. Leaves under define benefit plans can be encashed only on discontinuation of service by employee.

### (iii) Share-based payments

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Companies' best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense."

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The Company has established an Employee Stock Option Plan, SMEL Performance Scheme (ESOP 2023) on 25th September 2023 and SMEL Loyalty Scheme on 27th September 2023, which extends to the employees of the wholly owned subsidiary Company namely Shyam Sel and Power Limited ('SSPL'). The ESOP is administered by the 'Shyam Metalics Employee Welfare Trust.

In accordance with the guidance provided under Ind AS 102 – Share-based Payment, the fair value of the stock options granted to employees of the wholly owned subsidiary Company is recognized as an increase in the share option outstanding account over the vesting period, with a corresponding increase in financial asset. The expense is recognized based on the fair value of the options at the grant date.



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The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### (q) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares."

### (r) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of directors monitors the operating results of all product segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the Summary Statements.

The operating segments have been identified on the basis of the nature of products/services. Further:

- i. Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter - segment revenue. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result.
  - ii. Expenses which relate to the Group as a whole and not allocable to segments are included under un-allocable expenditure.
  - iii. Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.
  - iv. Segment results includes margins on inter-segment sales which are reduced in arriving at the profit before tax of the Company.
  - v. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.
  - vi. Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated business.
- (s) All amounts disclosed in Financial Statements and notes have been rounded off to the nearest thousands as per requirement of Schedule III of the Act, unless otherwise stated.

## 1C Significant accounting judgments, estimates and assumptions

The preparation of Financial Statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

### (a) Useful lives of property, plant and equipment, right-of-use assets and intangible assets

The Company reviews the useful life of property, plant and equipment, right-of-use assets and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation and amortisation expense in future periods.

### (b) Deferred tax assets

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

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### (c) Provisions and contingent liabilities

A provision is recognised when the Group has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements.

### (d) Share-based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

### (e) Fair value measurements of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including Discounted Cash Flow Model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risks, credit risks and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### (f) Defined benefit plans (gratuity benefits and compensated absences)

The cost of the defined benefit plans such as gratuity and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each year end.

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. For details refer Note 39.

### (g) Allocation of consideration over the fair value of assets and liabilities acquired in a business combination

Assets and liabilities acquired pursuant to business combination are stated at the fair values determined as of the date of acquisition. The carrying values of assets acquired are determined based on estimate of a valuation carried out by independent professional valuers appointed by the Company. The values have been assessed based on the technical estimates of useful lives of tangible assets and benefits expected from the use of intangible assets. Other assets and liabilities were recorded at values that were expected to be realised or settled respectively.

## 1D New Standards, Interpretations and Amendments Adopted by the Company

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS 117-Insurance Contracts and amendments to Ind AS 116 –Leases, relating to sale and leaseback transactions, applicable from April 1, 2024. The Company has assessed that there is no significant impact on its financial statements

On 09 May 2025, MCA notified the amendments to Ind AS 21-Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after 01 April 2025. The Company is currently assessing the probable impact of these amendments on its standalone financial statements.

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 2. Property, Plant and Equipment

Description	Gross carrying amount				Accumulated depreciation				Net block
	As at 01 April 2024	Additions	Disposals/ Adjustment	As at 31 March 2025	As at 01 April 2024	Depreciation	Disposals/ Adjustment	As at 31 March 2025	As at 31 March 2025
Freehold Land	52.98	6.04	-	59.02	-	-	-	-	59.02
Buildings	460.18	51.45	-	511.63	174.39	26.76	-	201.15	310.48
Plant and Equipment	2,067.59	502.26	-	2,569.85	1,062.11	179.84	-	1,241.95	1,327.90
Furniture and Fixtures	1.33	-	-	1.33	0.96	0.12	-	1.08	0.25
Vehicles	8.47	0.28	-	8.75	3.81	1.25	-	5.06	3.69
Office Equipment	4.09	1.59	-	5.68	2.40	1.37	-	3.77	1.91
<b>Total</b>	<b>2,594.64</b>	<b>561.62</b>	<b>-</b>	<b>3,156.26</b>	<b>1,243.67</b>	<b>209.34</b>	<b>-</b>	<b>1,453.01</b>	<b>1,703.25</b>

Description	Gross carrying amount				Accumulated depreciation				Net block
	As at 01 April 2023	Additions	Disposals/ Adjustment	As at 31 March 2024	As at 01 April 2023	Depreciation	Disposals/ Adjustment	As at 31 March 2024	As at 31 March 2024
Freehold Land	51.56	6.40	4.98	52.98	-	-	-	-	52.98
Buildings	435.35	24.83	-	460.18	148.42	25.98	-	174.39	285.79
Plant and Equipment	1,862.00	205.59	-	2,067.59	873.58	188.53	-	1,062.11	1,005.48
Furniture and Fixtures	1.33	-	-	1.33	0.82	0.14	-	0.96	0.37
Vehicles	7.71	1.85	1.09	8.47	2.84	1.22	0.25	3.81	4.66
Office Equipment	2.82	1.27	-	4.09	1.34	1.06	-	2.40	1.69
<b>Total</b>	<b>2,360.77</b>	<b>239.94</b>	<b>6.07</b>	<b>2,594.64</b>	<b>1,027.00</b>	<b>216.93</b>	<b>0.25</b>	<b>1,243.67</b>	<b>1,350.97</b>

(a) Refer note 41 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(b) Refer note 20 for information on property, plant and equipment pledged as security by the Company.

(c) Title deeds of all immovable properties are held in name of the Company except for the following:

Description of Properties	Description of item of property	Gross Carrying Value		Title Deeds held in the name of:	Whether title deed holder is a promoter, director or relative/ employee of promoter or director	Property held since which date	Reason for not being held in the name of the Company
		As at 31 March 2025	As at 31 March 2024				
Property, plant and equipments	Freehold land	15.84	15.84	Shyam DRI and Power Limited	No	2005 - 2010	The title deeds are in the erstwhile name of the Company, the Management is yet to get these transferred in the name of the Company
Property, plant and equipments	Freehold land	9.68	9.68	Bhagwan Shaw	No	2013 - 2019	Management is yet to get these transferred in the name of the Company
Property, plant and equipments	Freehold land	0.31	0.31	Kamal Lodha	No	2007	

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 3. Right-of-use assets

Description	Gross carrying amount				Accumulated depreciation				Net block
	As at 01 April 2024	Additions	Disposals/ Adjustment	As at 31 March 2025	As at 01 April 2024	Depreciation	Disposals/ Adjustment	As at 31 March 2025	As at 31 March 2025
Building	4.78	0.82	0.46	5.14	3.96	0.69	0.46	4.19	0.95
Land	26.02	-	-	26.02	2.24	0.22	-	2.46	23.56
<b>Total</b>	<b>30.80</b>	<b>0.82</b>	<b>0.46</b>	<b>31.16</b>	<b>6.20</b>	<b>0.91</b>	<b>0.46</b>	<b>6.65</b>	<b>24.51</b>

Description	Gross carrying amount				Accumulated depreciation				Net block
	As at 01 April 2023	Additions	Disposals/ Adjustment	As at 31 March 2024	As at 01 April 2023	Depreciation	Disposals/ Adjustment	As at 31 March 2024	As at 31 March 2024
Building	4.78	-	-	4.78	3.11	0.85	-	3.96	0.82
Land	21.04	4.98	-	26.02	1.88	0.36	-	2.24	23.78
<b>Total</b>	<b>25.82</b>	<b>4.98</b>	<b>-</b>	<b>30.80</b>	<b>4.99</b>	<b>1.21</b>	<b>-</b>	<b>6.20</b>	<b>24.60</b>

#### Notes:

- (a) The Company as a lessee has obtained certain assets such as immovable properties on various leasing arrangements for the purposes of business operations. With the exception of short-term leases and leases of low value underlying assets, each lease is reflected on the balance sheet as a right-to-use asset and a lease liability. Variable lease payment which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right-of-use assets. The Company has presented its right-of-use assets separately from other assets. Each lease generally imposes a restriction that unless there is a contractual right for the Company to sub-lease the asset to another party, the right-of-use asset can only be used by the Company. Some lease contain an option to extend the lease for a further term.
- (b) Additional information on extension/ termination options: Extension and termination options are included in a number of property lease arrangements of the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations. The majority of extension and termination options held are exercisable based on consent of the Company.
- (c) There are no leases which are yet to commence as on 31 March 2025. (31 March 2024: Nil)
- (d) Lease payments, not included in measurement of liability: The Company has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The expense relating to payments not included in the measurement of the lease liability is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Short-term leases	29.80	30.31
	<b>29.80</b>	<b>30.31</b>

(e) **Total undiscounted future lease payments relating to underlying leases are as follows:**

Particulars	Within 1 year	1-2 years	2-5 years	More than 5 years	Total
<b>As at 31 March 2025</b>					
Lease payments	0.95	0.88	0.28	4.13	6.24
	<b>0.95</b>	<b>0.88</b>	<b>0.28</b>	<b>4.13</b>	<b>6.24</b>
<b>As at 31 March 2024</b>					
Lease payments	0.79	0.86	0.27	4.17	6.09
	<b>0.79</b>	<b>0.86</b>	<b>0.27</b>	<b>4.17</b>	<b>6.09</b>



## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 3 Right-of-use assets (contd..)

#### (f) Leasehold land are in the name of Company except as follows:

Description of Properties	Description of item of property	Gross Carrying Value		Title Deeds held in the name of:	Whether title deed holder is a promoter, director or relative/ employee of promoter or director	Property held since which date	Reason for not being held in the name of the Company
		As at 31 March 2025	As at 31 March 2024				
Right-of-use assets	Leasehold land	1.06	1.45	Shyam DRI and Power Limited	No	2005 - 2007	The title deeds are in the erstwhile name of the Company, the Management is yet to get these transferred in the name of the Company

#### (g) Amount recognised in the Balance sheet:

Particulars	As at 31 March 2025	As at 31 March 2024
<b>(i) Right-of-use assets</b>		
Buildings	0.95	0.82
Land	23.56	23.78
	<b>24.51</b>	<b>24.60</b>
<b>(ii) Lease liabilities</b>		
Non-current	1.29	1.65
Current	0.92	0.44
	<b>2.21</b>	<b>2.09</b>

#### (h) Amount recognised in the Statement of Profit and Loss:

Particulars	As at 31 March 2025	As at 31 March 2024
Depreciation and amortisation expense	0.91	1.21
Interest expense (included in finance cost)	0.24	0.21
Gain on cancellation of lease agreements	-	-
	<b>1.15</b>	<b>1.42</b>

#### (i) Carrying value of Right-of-use assets:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance as at the beginning of the year	24.60	20.83
Additions during the year	0.82	4.98
Depreciation for the year	(0.91)	(1.21)
<b>Balance as at the end of the year</b>	<b>24.51</b>	<b>24.60</b>

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 3 Right-of-use assets (contd..)

#### (j) Movement in lease liabilities:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance as at the beginning of the year	2.09	3.03
Additions during the year	0.82	-
Finance cost accrued during the year	0.24	0.21
Payment of Lease liabilities for the year	(0.94)	(1.15)
<b>Balance as at the end of the year</b>	<b>2.21</b>	<b>2.09</b>

#### (k) Information about extension and termination options

Right-of-use assets	Number of leases	Range of remaining term (in years)	Average remaining lease term (in years)	Number of leases with extension option	Number of leases with purchase option	Number of leases with termination option
Building	11.00	1-5 years	1-5 years	11.00	-	-
Land	8.00	70-80 years	70-80 years	8.00	-	-

## 4. Capital Work-in-Progress

Particulars	As at 01 April 2024	Additions during the year	Capitalizations / Adjustments	As at 31 March 2025
Capital Work-in-Progress	415.34	388.83	517.47	286.70
<b>Total</b>	<b>415.34</b>	<b>388.83</b>	<b>517.47</b>	<b>286.70</b>

Particulars	As at 01 April 2023	Additions during the year	Capitalizations / Adjustments	As at 31 March 2024
Capital Work-in-Progress	352.16	186.24	123.06	415.34
<b>Total</b>	<b>352.16</b>	<b>186.24</b>	<b>123.06</b>	<b>415.34</b>

#### Notes:

#### (a) Ageing schedule of Capital work-in-progress

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>For the year ended 31 March 2025</b>					
Projects in progress	147.14	88.47	51.09	-	286.70
<b>For the year ended 31 March 2024</b>					
Projects in progress	177.05	225.21	10.78	2.30	415.34

(b) There are no projects as capital work-in-progress as at 31 March 2025 and 31 March 2024, whose completion is overdue or cost of which has exceeds in comparison to its original plan or which has been temporarily suspended.

(c) ₹ 29.60 crores (31 March 2024: ₹ 18.65 crores) of borrowing costs has been capitalised during the year against qualifying assets under construction using a capitalisation rate of 6.33% (31 March 2024: 6.29%).

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 5. Intangible assets

Description	Gross carrying amount				Accumulated depreciation				Net block
	As at 01 April 2024	Additions	Disposals/ Adjustment	As at 31 March 2025	As at 01 April 2024	Depreciation	Disposals/ Adjustment	As at 31 March 2025	As at 31 March 2025
Software	8.65	0.30	-	8.95	5.74	0.75	-	6.49	2.46
<b>Total</b>	<b>8.65</b>	<b>0.30</b>	<b>-</b>	<b>8.95</b>	<b>5.74</b>	<b>0.75</b>	<b>-</b>	<b>6.49</b>	<b>2.46</b>

Description	Gross carrying amount				Accumulated depreciation				Net block
	As at 01 April 2023	Additions	Disposals/ Adjustment	As at 31 March 2024	As at 01 April 2023	Depreciation	Disposals/ Adjustment	As at 31 March 2024	As at 31 March 2024
Software	5.98	2.67	-	8.65	5.20	0.54	-	5.74	2.91
<b>Total</b>	<b>5.98</b>	<b>2.67</b>	<b>-</b>	<b>8.65</b>	<b>5.20</b>	<b>0.54</b>	<b>-</b>	<b>5.74</b>	<b>2.91</b>

### 6. Investments in subsidiaries, associates and joint ventures

Particulars	Face Value (₹ per share)	Number of shares		Value	
		As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
<b>Investment in equity instrument - unquoted</b>					
<b>Investment in Subsidiary</b>					
Shyam Sel and Power Limited	10	4,41,30,036	4,41,30,036	923.10	923.10
<b>Investments in Associates</b>					
Meghana Vyapaar Private Limited	10	1,00,000	1,00,000	0.10	0.10
<b>Investment in Joint Venture</b>					
MJSJ Coal Limited	10	85,59,000	85,59,000	8.56	8.56
Less Provision for impairment in value of investments				(8.56)	(8.56)
<b>Investment in Optionally Convertible Debentures- unquoted- measured at cost</b>					
<b>Investment in Subsidiary</b>					
Shyam Sel and Power Limited [refer note (a)]	10	80,00,00,000	-	800.00	-
<b>Total</b>				<b>1,723.20</b>	<b>923.20</b>

#### Notes:

- (a) The Company has made investments in its wholly-owned subsidiary, Shyam Sel and Power Limited ("Issuer Company") towards 0% Optionally Convertible Debentures. These debentures are convertible at the option of the Issuer Company in whole or part of the outstanding amount in relation to the OCDs to fully paid up equity shares of the Issuer Company after expiry of 2 years, but before completion of period of 10 years from the date of allotment. Further, if not converted, these debentures are redeemable at the option of the Issuer Company in whole or part of the outstanding amount in relation to the OCDs after expiry of 2 years, at premium of 8.57% p.a. IRR or such higher amount as the Board of the Issuer Company may decide within a period of 30 days from the date of exercise of option but before completion of period of 10 years from the date of allotment.

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 6. Investments in subsidiaries, associates and joint ventures (Contd..)

(b) Details of Subsidiaries, Associates and Joint Ventures in accordance with Ind AS 112 "Disclosure of interests in other entities:

Particulars	Country of Incorporation	Proportion of ownership interest/ voting rights held by the Company	
		As at 31 March 2025	As at 31 March 2024
<b>Subsidiary</b>			
Shyam Sel & Power Limited	India	100.00%	100.00%
<b>Associates</b>			
Meghana Vyapaar Private Limited	India	33.51%	33.51%
<b>Joint venture</b>			
MJSJ Coal Limited	India	9.00%	9.00%

### 7. Investments

(a) Non-current investments

Particulars	Face Value	Number of shares		Value of Shares	
		As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
<b>Investments in Others</b>					
<b>(i) Investment in equity shares</b>					
(Unquoted, measured at fair value through Other Comprehensive Income)					
Dorite Tracon Private Limited	10	7,30,000	7,30,000	63.32	51.76
Narantak Dealcomm Limited	10	16,41,088	16,41,088	149.82	125.11
Subhlabh Commercials Private Limited	10	1,01,350	1,01,350	2.69	3.54
Shubham Capital Private Limited	10	3,57,000	3,57,000	37.22	28.01
				<b>253.05</b>	<b>208.42</b>
<b>(ii) Investment in Government Securities</b>				0.07	0.07
(Unquoted, carried at amortised cost)					
<b>(iii) Investments in Debentures/Bonds</b>				572.44	498.58
(Quoted, carried at amortised cost)					
<b>(iv) Investments in Bonds/AIF</b>				269.59	255.82
(Quoted, measured at fair value through profit or loss)					
<b>(v) Investment in Mutual Funds</b>				11.00	10.17
(Quoted, measured at fair value through profit or loss)					
Less: Current maturities of non-current investments				<b>(14.58)</b>	-
				<b>1,091.57</b>	<b>973.06</b>

#### Additional notes:

Particulars	As at 31 March 2025	As at 31 March 2024
Aggregate carrying value of unquoted investments	253.12	208.49
Aggregate carrying value of quoted investments	838.45	764.57
Aggregate market value of quoted investments	838.45	764.57



## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 7. Investments (Contd..)

#### (b) Current investments

Particulars	As at 31 March 2025	As at 31 March 2024
<b>(i) Investment in Bonds/Debentures</b>	137.63	309.24
(Quoted, carried at amortised cost)		
<b>(ii) Investment in Mutual Funds</b>	197.10	481.07
(Quoted, measured at fair value through profit or loss)		
Add: Current maturities of non current investments	14.58	-
	<b>349.31</b>	<b>790.31</b>

#### Additional notes:

Particulars	As at 31 March 2025	As at 31 March 2024
Aggregate carrying value of unquoted investments	253.12	-
Aggregate carrying value of quoted investments	349.31	790.31
Aggregate market value of quoted investments	349.31	790.31

#### Notes:

- Investments at fair value through Other Comprehensive Income (OCI) (fully paid) reflect investment in unquoted equity securities. These equity shares are designated as FVTOCI as they are not held for trading purpose and are not in similar line of business as the Company. Thus disclosing their fair value fluctuation in profit and loss will not reflect the purpose of holding.
- A description of the Company's financial instrument risks, including risk management objectives and policies is given in Note 43. The methods used to measure financial assets reported at fair value are described in Note 43.
- The debt securities including bonds and debentures are meeting Solely Payment of Principal and Interest (SPPI) test and are held in a business model whose objective is to hold the investments till maturity are designated as amortised cost.
- There were no impairment in investments for the year ending 31 March 2025 (31 March 2024 - Nil).

### 8. Other financial assets (non-current)

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Unsecured, considered good</b>		
Security deposits (Long Term)	14.96	15.26
Bank deposits with maturity more than 12 months	1.64	0.05
	<b>16.60</b>	<b>15.31</b>

#### Note:

- Fixed Deposits amounting to ₹ 1.64 Crores (31 March 2024 : ₹ 0.05 Crores) are held as margin money

### 9. Non-current tax assets

Particulars	As at 31 March 2025	As at 31 March 2024
Advance tax (net of provisions amounting to ₹ 482.63 crores (31 March 2024: ₹ 482.63 crores)	81.43	81.43
<b>Total</b>	<b>81.43</b>	<b>81.43</b>

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 10. Other non-current assets

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Unsecured, considered good</b>		
Capital advances (Long Term)	105.52	49.80
Deposits against demands under dispute	3.41	9.98
Advance to Employees [refer note below]	2.80	1.05
	<b>111.73</b>	<b>60.83</b>

**Note:** Advance to employees are advances made to directors and their relatives (refer note 42)

### 11. Inventories

Particulars	As at 31 March 2025	As at 31 March 2024
<b>(Valued at lower of Cost and Net Realisable Value)</b>		
Raw materials	401.04	304.16
Finished goods	311.76	298.11
Stores and spares	122.74	99.31
By-products	55.53	68.98
Less: Provision for slow and non-moving items	(0.61)	(0.43)
	<b>890.46</b>	<b>770.13</b>
<b>Included above, goods-in-transit</b>		
Raw materials	83.41	5.93
Finished goods	5.44	4.56

#### Notes:

- (a) Refer note 20 for information on inventories pledged as security by the Company.
- (b) The movement in provision for slow and non-moving items is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	0.43	-
Additions	0.18	0.43
<b>Closing Balance</b>	<b>0.61</b>	<b>0.43</b>

### 12. Trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Secured, considered good	12.37	42.23
Unsecured, considered good	922.02	866.63
Receivables which have significant increase in Credit Risk		
Credit impaired	11.10	12.64
	<b>945.49</b>	<b>921.50</b>
Less: Allowance for expected credit losses	(11.10)	(12.64)
	<b>934.39</b>	<b>908.86</b>

#### Notes:

- (a) In determining the allowances for credit losses of trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 12. Trade receivables (Contd..)

(b) For trade receivable outstanding from related parties (refer note 42)

(c) There are no trade or other receivable which are either due from directors or other officers of the Company either severally or jointly with any other person.

(d) Trade receivable ageing:

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31 March 2025:</b>							
<b>Undisputed:</b>							
- Considered Good	-	922.93	9.75	0.81	0.90	-	934.39
- Significant increase in credit risk	-	-	-	-	-	-	-
- Credit Impaired	-	1.66	1.36	0.23	0.61	-	3.86
<b>Disputed:</b>							
- Considered Good	-	-	-	-	-	-	-
- Significant increase in credit risk	-	-	-	-	-	-	-
- Credit Impaired	-	0.06	0.14	4.67	0.63	1.74	7.24
<b>Total (A)</b>	-	<b>924.65</b>	<b>11.25</b>	<b>5.71</b>	<b>2.14</b>	<b>1.74</b>	<b>945.49</b>
Less: Allowance for expected credit loss	-	1.72	1.50	4.90	1.24	1.74	11.10
Less: Allowance for credit impairment	-	-	-	-	-	-	-
<b>Total (B)</b>	-	<b>1.72</b>	<b>1.50</b>	<b>4.90</b>	<b>1.24</b>	<b>1.74</b>	<b>11.10</b>
<b>Total (A-B)</b>	-	<b>922.93</b>	<b>9.75</b>	<b>0.81</b>	<b>0.90</b>	-	<b>934.39</b>
<b>As at 31 March 2024:</b>							
<b>Undisputed:</b>							
- Considered Good	-	904.20	4.66	-	-	-	908.86
- Significant increase in credit risk	-	-	-	-	-	-	-
- Credit Impaired	-	-	2.27	0.42	-	-	2.69
<b>Disputed:</b>							
- Considered Good	-	-	-	-	-	-	-
- Significant increase in credit risk	-	-	-	-	-	-	-
- Credit Impaired	-	-	4.68	1.99	1.40	1.88	9.95
<b>Total (A)</b>	-	<b>904.20</b>	<b>11.61</b>	<b>2.41</b>	<b>1.40</b>	<b>1.88</b>	<b>921.50</b>
Less: Allowance for expected credit loss	-	-	6.95	2.41	1.40	1.88	12.64
Less: Allowance for credit impairment	-	-	-	-	-	-	-
<b>Total (B)</b>	-	-	<b>6.95</b>	<b>2.41</b>	<b>1.40</b>	<b>1.88</b>	<b>12.64</b>
<b>Total (A-B)</b>	-	<b>904.20</b>	<b>4.66</b>	-	-	-	<b>908.86</b>

(e) The movement in allowances for credit losses as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	12.64	2.34
Additions	-	10.30
Write off (net of recoveries)	(1.54)	-
<b>Closing Balance</b>	<b>11.10</b>	<b>12.64</b>

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 13. Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Balance with banks	28.42	23.17
Cash on hand	0.77	0.63
<b>Total</b>	<b>29.19</b>	<b>23.80</b>

#### Notes:

- (a) Balances in current account for the year ended 31 March 2025 includes Nil held in Escrow Account to meet IPO Expenses (31 March 2024: ₹ 0.07 Crores)

### 14. Bank balances other than cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Earmarked balances with banks</b>		
Unpaid dividend	0.16	0.09
Fixed Deposits with remaining maturity for less than 3 months (Refer note (a) below)	-	0.05
Fixed Deposits with remaining maturity for more than 3 months but less than 12 months (Refer note (a) below)	0.82	1.05
	<b>0.98</b>	<b>1.19</b>

#### Note:

- (a) Fixed Deposits amounting to ₹ 0.74 Crores (31 March 2024 : ₹ 1.02 Crores) are held as margin money

### 15. Loans (Current)

Particulars	As at 31 March 2025	As at 31 March 2024
(Unsecured, considered good)		
Loan to related parties (refer note 42)	0.13	597.14
	<b>0.13</b>	<b>597.14</b>

**Note:** Disclosures pursuant to regulation 34 (3) of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186 of the Companies Act, 2013.

Particulars	Balance outstanding as at		Maximum balance outstanding during the year		Rate of interest (%)	Purpose of loan
	31 March 2025	31 March 2024	31 March 2025	31 March 2024		
Loans to subsidiary	0.13	597.14	0.13	597.14	6%	General corporate purpose



## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 16. Other financial assets (current)

Particulars	As at 31 March 2025	As at 31 March 2024
<b>(Unsecured, considered good)</b>		
Security deposits (Short Term)	0.99	0.81
Interest accrued and due on fixed deposits	0.07	0.04
Interest accrued and due on security deposits	0.78	0.78
Interest accrued and due on loans	0.02	7.11
Receivable from subsidiary against employee stock option plan	8.78	3.59
Incentives receivable	3.48	3.81
	<b>14.12</b>	<b>16.14</b>

### 17. Other current assets

Particulars	As at 31 March 2025	As at 31 March 2024
<b>(Unsecured, considered good)</b>		
Advances other than capital advances:		
- against goods and services	157.58	297.79
Prepaid expenses	0.18	3.96
Advances to employees	4.20	4.10
Balances with statutory authorities	1.29	2.96
	<b>163.25</b>	<b>308.81</b>

### 18. Equity Share Capital

#### a) Authorised

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Authorised Capital</b>		
400,000,000 (31 March 2024 - 400,000,000) Equity Shares of ₹ 10 each	400.00	400.00
<b>Total</b>	<b>400.00</b>	<b>400.00</b>

#### b) Issued, subscribed and paid-up Share Capital

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Issued, subscribed &amp; fully paid-up Capital</b>		
278,223,162 (31 March 2024 - 278,038,567) equity shares of ₹ 10 each	278.22	278.04
<b>Total</b>	<b>278.22</b>	<b>278.04</b>

#### c) Reconciliation of equity shares outstanding at the end of the reporting period

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of shares	₹ in Crores	No. of shares	₹ in Crores
Equity shares at the beginning of the year	27,80,38,567	278.04	25,50,80,688	255.08
Add: Shares issued during the year [refer note (i) below]	-	-	2,40,51,165	24.05
Less: Adjustment for shares purchased by ESOP trust [refer note (ii) below]	-	-	(10,93,286)	(1.09)
Add: Adjustment for employee stock options exercised during the year	1,84,595	0.18	-	-
<b>Equity shares at the end of the year</b>	<b>27,82,23,162</b>	<b>278.22</b>	<b>27,80,38,567</b>	<b>278.04</b>

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 18. Equity Share Capital (Contd..)

#### (i) Qualified Institutional Placements:

During the previous year ended 31 March 2024 the company had issued 24,051,165 equity shares of face value of ₹ 10 each to 38 qualified institutional buyers at the issue price of ₹ 576/- per equity share (including a premium of ₹ 566/- per equity share) aggregating to ₹ 1,385.35 crores. The aforesaid issuance of equity shares was made through a Qualified Institutions Placement ('QIP') in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, Section 42, Section 62, and other relevant provisions of the Companies Act, 2023 (as amended). Pursuant to the Qualified Institutional Placement, the paid-up equity share capital of the Company was increased to ₹ 278.04 crores comprising of 278,038,567 fully paid-up equity shares net of shares held by ESOP trust as on 31 March 2024

#### (ii) Shyam Metals Employees Welfare Trust:

During the previous year ended 31 March 2024 the Company had formed Shyam Metals Employee Welfare Trust ("Trust") for the implementation of its ESOP scheme, the Trust had acquired 1,093,286 shares from the market, which was accordingly presented on a net basis. During the year ended 31 March 2025, the Trust has transferred 184,595 number of equity shares to the eligible employees of the Company and one of its subsidiary pursuant to the exercise of vested stock options which were granted to them by the Company vide its 'SMEL Performance ESOP Scheme (ESOP 2023)', and 'SMEL Loyalty Scheme (ESOP II- 2023)' (refer note 40)

**Proceeds from Qualified Institutional Placements made during the year ended 31 March 2024 have been utilised in the following manner:**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Proceeds from the issue of shares during the year	-	1,385.35
<b>- Utilisation during the year:</b>		
(i) Issue Related Expense	-	6.08
(ii) Expenses towards general corporate purposes	-	172.62
(iii) Repayment and/or prepayment in full or in part, of certain borrowings availed by the company	-	609.65
(iv) Investment into material subsidiary Shyam Sel and Power Limited for repayment and/or prepayment in full or in part of certain outstanding borrowings availed in SSPL	-	597.00
<b>Total Amount utilised</b>	<b>-</b>	<b>1,385.35</b>
- Unutilized during the current year	-	-

#### d) Rights/preferences/restrictions attached to equity shares

- (a) The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees.
- (b) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### e) Particulars of shareholders holding more than 5% shares of a class of shares

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number of shares	% of shareholding	Number of shares	% of shareholding
<b>Equity shares of ₹ 10 each fully paid up, held by:</b>				
Subham Buildwell Private Limited	6,10,28,420	21.86%	6,10,28,420	21.86%
Narantak Dealcomm Limited	4,32,23,170	15.48%	4,32,23,170	15.48%
Subham Capital Private Limited	4,07,85,620	14.61%	4,07,85,620	14.61%
Brij Bhushan Agarwal	2,32,84,820	8.34%	2,32,84,820	8.34%
Kalpataru Housefin & Trading Private Limited	2,14,02,157	7.67%	2,14,02,157	7.67%
Dorite Tracon Private Limited	1,42,16,273	5.09%	1,42,16,273	5.09%

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 18. Equity Share Capital (Contd..)

#### f) Shareholding of promoters are as follows:

Particulars	As at 31 March 2025			As at 31 March 2024		
	No. of Shares	% of total shares	% change during the year	No of Shares	% of total shares	% change during the year
<b>Promoters:</b>						
Subham Buildwell Private Limited	6,10,28,420	21.86%	0.00%	6,10,28,420	21.86%	-13.48%
Narantak Dealcomm Limited	4,32,23,170	15.48%	0.00%	4,32,23,170	15.48%	-15.07%
Subham Capital Private Limited	4,07,85,620	14.61%	0.00%	4,07,85,620	14.61%	0.00%
Kalpataru Housefin & Trading Private Limited	2,14,02,157	7.67%	0.00%	2,14,02,157	7.67%	0.00%
Dorite Tracon Private Limited	1,42,16,273	5.09%	0.00%	1,42,16,273	5.09%	0.00%
Top Light Mercantiles Private Limited	6,98,750	0.25%	0.00%	6,98,750	0.25%	0.00%
Brij Bhushan Agarwal	2,32,84,820	8.34%	0.00%	2,32,84,820	8.34%	0.00%
Sanjay Kumar Agarwal	31,580	0.01%	0.00%	31,580	0.01%	0.00%
Mahabir Prasad Agarwal	2,525	0.00%	0.00%	2,525	0.00%	0.00%
<b>Promoter's Group:</b>						
Brij Bhushan Agarwal HUF	22,50,000	0.81%	0.00%	22,50,000	0.81%	0.00%
Mittu Agarwal	11,33,750	0.41%	0.00%	11,33,750	0.41%	0.00%
Sangita Agarwal	45,000	0.02%	0.00%	45,000	0.02%	0.00%
Kirandevi Vimal Agrawal	45,176	0.02%	0.39%	45,000	0.02%	0.00%
Anita Jhunjhunwala	45,000	0.02%	0.00%	45,000	0.02%	0.00%
Pushpa Mittal	-	0.00%	100.00%	1,415	0.00%	NA
Vikash Mittal	-	0.00%	100.00%	1,081	0.00%	NA
Neha Gupta	-	0.00%	100.00%	3,150	0.00%	NA
Bajrang Lal Agarwal	2,500	0.00%	0.00%	2,500	0.00%	0.00%

(g) No class of shares have been issued as bonus shares or for consideration other than cash by the Company during the period of five years immediately preceding the current year end.

#### (h) Shares reserved for issue under options

For details of shares reserved for issue under the share based payment plan of the company, please refer note 40

(i) No class of shares have been bought back by the Company during the period of five years immediately preceding the current year end.

#### (j) Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividend are recorded as a liability on the date of declaration by the Company's Board of Directors. Income tax consequences of dividends on financial instruments classified as equity will be recognized according to where the entity originally recognized those past transactions or events that generated distributable profits.

The Company declares and pays dividends in Indian Rupees. Companies are required to pay/ distribute dividend after applicable withholding income taxes. The remittance of dividends outside India is generally governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

The amount of per share dividend recognized as distribution to equity shareholders in accordance with Companies Act 2013 is as follows

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Final dividend for year ended 31 March 2025 (₹ 2.25 per share) [Refer note (a) below]	62.60	-
Interim dividend for year ended 31 March 2025 (₹ 2.25 per share)	62.56	-
Final dividend for year ended 31 March 2024 (₹ 2.70 per share)	-	75.07
Interim dividend for year ended 31 March 2024 (₹ 1.80 per share)	-	45.91

#### Note:

- This is subject to the approval by the members of the Company at the ensuing Annual General Meeting.
- Out of the total dividend distributed in FY 2022-23, 2023-24 and 2024-25 an amount of ₹ 0.16 Crores (31 March 2024: ₹ 0.09 Crores) is unpaid and is lying in our bank accounts earmarked for dividend payment

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 19. Other equity

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Reserves and surplus</b>		
- Capital Reserve	72.18	72.18
- Retained Earnings	3,309.91	2,957.75
- Securities premium reserve	2,138.40	2,138.40
- Other reserves	1.09	1.09
- ESOP Trust Reserve	(37.94)	(45.92)
- Share options outstanding account	12.76	7.40
<b>Other comprehensive income</b>		
- Equity instruments through other comprehensive income ("OCI")	212.49	155.98
	<b>5,708.89</b>	<b>5,286.88</b>

#### Notes:

- (a) **Capital Reserve:** Capital reserve has been created to set aside gains of capital nature from amalgamation and merger. It is utilised in accordance with the provisions of the Companies Act, 2013. Movement for the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at the beginning of the year	72.18	72.18
Add: Movement for the year	-	-
<b>Balance as at the end of the year</b>	<b>72.18</b>	<b>72.18</b>

- (b) **Retained earnings:** Retained earnings represents the profits earned by the Company till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss. Movement for the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at the beginning of the year	2,957.75	2,651.20
Add: Profit for the year	489.62	351.40
Add: Other comprehensive income for the year (net of taxes)	(1.44)	1.06
Add: Adjustment for employee stock options exercised during the year	2.15	-
Less: Dividends paid during the year [refer note 18(j)]	(138.17)	(45.91)
<b>Balance as at the end of the year</b>	<b>3,309.91</b>	<b>2,957.75</b>

- (c) **Security premium:** Security premium is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Companies Act, 2013. Movement for the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at the beginning of the year	2,138.40	782.26
Add: Proceeds from issue of shares	-	1,356.14
<b>Balance as at the end of the year</b>	<b>2,138.40</b>	<b>2,138.40</b>



## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 19. Other equity (Contd..)

- (d) **Other reserves:** Other reserves represents the appropriation of profits earned to reserves. This reserve is not available for capitalisation/ declaration of dividend/share buy-back. Movement for the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at the beginning of the year	1.09	1.09
Add: Movement for the year	-	-
<b>Balance as at the end of the year</b>	<b>1.09</b>	<b>1.09</b>

- (e) **ESOP Trust Reserve:** ESOP Trust reserve represents the value of securities held by the ESOP trust for the purposes of issuance of shares to employees by the Trust and other income/ expenses included in the Statement of Profit and Loss. Movement for the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at the beginning of the year	(45.92)	-
Add: Reserves created during the year	-	(45.92)
Add: Proceeds from exercise of employee stock options (Refer note 40)	7.98	-
<b>Balance as at the end of the year</b>	<b>(37.94)</b>	<b>(45.92)</b>

- (f) **Share options outstanding account:** The share options outstanding account is used to recognise the grant date fair value of options issued to employees under Employee stock option plan. Movement for the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at the beginning of the year	7.40	-
Add: Proceeds from exercise of employee stock options (Refer note 40)	5.36	7.40
<b>Balance as at the end of the year</b>	<b>12.76</b>	<b>7.40</b>

- (g) **Equity instruments through OCI:** The Company has elected to recognise changes in the fair value of certain investments in equity instruments in other comprehensive income. These changes are accumulated within the equity instruments through OCI shown under the head other equity. Movement for the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at the beginning of the year	155.98	89.24
Add: Fair value changes to investments in equity instruments (net of taxes)	56.51	66.74
<b>Balance as at the end of the year</b>	<b>212.49</b>	<b>155.98</b>

### 20. Borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
(Secured)		
Commercial Vehicle Loan (refer note (a) below)	1.76	2.45
	<b>1.76</b>	<b>2.45</b>
Less: Current maturities of non-current borrowings	(0.56)	(0.69)
<b>Total</b>	<b>1.20</b>	<b>1.76</b>

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for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 20. Borrowings (Contd..)

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Current</b>		
(Secured, repayable on demand)		
From banks:		
- Working capital - Demand Loan (refer note (b) below)	200.00	100.24
- Working capital - Cash Credit (refer note (c) below)	0.74	0.02
Current maturities of non-current borrowings	0.56	0.69
<b>Total</b>	<b>201.30</b>	<b>100.95</b>

#### Notes:

- Commercial Vehicle loan - Hire Purchase loans are repayable in monthly installments and secured by assets purchased there again.
- Short-term demand loan (working capital demand loan) has been availed from banks for financing of the working capital requirement for a period of 60 - 90 days. The rate of interest on these facilities ranges between 6.74% p.a. - 12.04% p.a. (31 March 2024: 7.10% p.a. - 7.35% p.a.) and is payable at monthly rests on the 1st day of the subsequent month/at maturity, as applicable. These are secured by way of hypothecation of the Company's entire current assets (excluding investments) and further secured by second charge on property, plant and equipments of the Company.
- Cash credit facilities from banks carry interest ranging between 8.45% p.a. - 9.90% p.a. (31 March 2024 : 7.80% p.a. - 8.90% p.a.), computed on a daily basis on the actual amount utilised, and are repayable on demand. These are secured by way of hypothecation of the Company's entire current assets (excluding investments) and further secured by second charge on property, plant and equipments of the Company.
- During the year the company has not defaulted on any repayment of borrowings.

### 21. Lease Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
- Lease liabilities	1.29	1.65
	<b>1.29</b>	<b>1.65</b>
<b>Current</b>		
- Lease liabilities	0.92	0.44
	<b>0.92</b>	<b>0.44</b>

#### Notes:

Refer note 3 for detailed disclosures of Ind AS 116.

### 22. Other financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
Retention money	17.15	15.57
	<b>17.15</b>	<b>15.57</b>
<b>Current</b>		
Interest accrued but not due on borrowings	8.63	9.45
Unpaid dividend (refer note below)	0.16	0.09
Creditors for capital goods	36.62	49.51
Employee related payables	21.65	18.60
	<b>67.06</b>	<b>77.65</b>

**Note :** These are not yet due for credit into the Investor Education and Protection Fund, in accordance with Section 124 of the Act, as on 31 March 2025 (31 March 2024: Nil).

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for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 23. Provisions

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
Provision for employee benefits - Gratuity (refer note 39)	13.89	9.91
Provision for employee benefits - Leave	-	-
	<b>13.89</b>	<b>9.91</b>
<b>Current</b>		
Provision for employee benefits - Gratuity (refer note 39)	0.69	0.73
Provision for employee Benefits - Leave	4.47	4.06
	<b>5.16</b>	<b>4.79</b>

### 24. Deferred tax liabilities (net)

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Deferred tax liabilities arising on account of:</b>		
Property, plant and equipment and other intangible assets (including right of use assets)	43.75	64.35
Fair valuation of financial instruments through FVTPL	9.14	8.08
Fair valuation of financial instruments through OCI	35.83	47.72
	<b>88.72</b>	<b>120.15</b>
<b>Deferred tax assets arising on account of:</b>		
Lease liabilities	0.61	0.73
Impairment gain/loss on financial assets	2.55	4.42
Provision for employee benefits	4.79	6.45
Others	3.06	0.15
	<b>11.01</b>	<b>11.75</b>
Less: MAT credit entitlement	-	17.36
	<b>77.71</b>	<b>91.04</b>

#### Notes:

(a) Movement in of deferred tax (assets) / liabilities (net):

Particulars	Balance as at the beginning of the year	Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	Utilisation/ reversal of MAT credit entitlement	Balance as at the end of the year
<b>Year ended 31 March 2025: (refer note below)</b>					
<b>Deferred tax liabilities arising on account of:</b>					
Property, plant and equipment and other intangible assets	64.35	(20.60)	-	-	43.75
Fair valuation of financial instruments through FVTPL	8.08	1.06			9.14
Fair valuation of financial instruments through OCI	47.72	-	(11.89)	-	35.83
<b>Deferred tax assets arising on account of:</b>					
Lease liabilities	0.73	(0.12)	-	-	0.61
Impairment loss on financial assets	4.42	(1.87)	-	-	2.55
Provision for employee benefits	6.45	(1.66)	-	-	4.79
Others	0.15	2.91	-	-	3.06
MAT credit entitlement	17.36	-		(17.36)	-
	<b>91.04</b>	<b>(18.80)</b>	<b>(11.89)</b>	<b>17.36</b>	<b>77.71</b>

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for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 24. Deferred tax liabilities (net) (Contd..)

Particulars	Balance as at the beginning of the year	Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	Utilisation/ reversal of MAT credit entitlement	Balance as at the end of the year
<b>Year ended 31 March 2024:</b>					
<b>Deferred tax liabilities arising on account of:</b>					
Property, plant and equipment and other intangible assets	70.55	(6.20)	-	-	64.35
Fair valuation of financial instruments through FVTPL	3.75	4.33	-	-	8.08
Fair valuation of financial instruments through OCI	27.00	-	20.72	-	47.72
<b>Deferred tax assets arising on account of:</b>					
Lease liabilities	1.06	(0.33)	-	-	0.73
Impairment loss on financial assets	(0.82)	5.24	-	-	4.42
Provision for employee benefits	5.53	0.92	-	-	6.45
Others	-	0.15	-	-	0.15
MAT credit entitlement	41.79	-	-	(24.43)	17.36
	<b>53.74</b>	<b>(7.85)</b>	<b>20.72</b>	<b>24.43</b>	<b>91.04</b>

### 25. Trade Payables:

Particulars	As at 31 March 2025	As at 31 March 2024
Total outstanding due of micro enterprise and small enterprise (refer note below)	-	-
Total outstanding due to creditors other than micro enterprise and small enterprise	873.12	1,280.78
	<b>873.12</b>	<b>1,280.78</b>

#### Notes:

- (a) Disclosure required under Section 22 of Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED') :

Particulars	As at 31 March 2025	As at 31 March 2024
(a) Dues remaining unpaid to any supplier at the year end		
- Principal	-	-
- Interest on the above	-	-
(b) Interest paid in terms of Section 16 of the MSMED Act along with the amount of payment made to the supplier beyond the appointed day during the year	-	-
- Principal beyond the appointed date	-	-
- Interest paid in terms of Section 16 of the MSMED Act	-	-
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(d) Amount of interest accrued and remaining unpaid	-	-
(e) Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises	-	-



## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 25. Trade Payables: (Contd..)

(b) Trade Payable ageing schedule:

Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>As at 31 March 2025:</b>						
- Micro enterprises and small enterprises	-	-	-	-	-	-
- Others	549.06	290.83	13.12	7.17	12.94	873.12
- Disputed dues - Micro enterprises and small enterprises	-	-	-	-	-	-
- Disputed dues - Others	-	-	-	-	-	-
<b>Total Trade Payables</b>	<b>549.06</b>	<b>290.83</b>	<b>13.12</b>	<b>7.17</b>	<b>12.94</b>	<b>873.12</b>
<b>As at 31 March 2024:</b>						
- Micro enterprises and small enterprises	-	-	-	-	-	-
- Others	985.49	254.09	24.29	10.28	6.63	1,280.78
- Disputed dues - micro enterprises and small enterprises	-	-	-	-	-	-
- Disputed dues - Others	-	-	-	-	-	-
<b>Total Trade Payables</b>	<b>985.49</b>	<b>254.09</b>	<b>24.29</b>	<b>10.28</b>	<b>6.63</b>	<b>1,280.78</b>

### 26. Other liabilities:

Particulars	As at 31 March 2025	As at 31 March 2024
Statutory dues payable	31.20	24.99
Liability for water charges	12.31	12.03
Advance from customers	44.18	33.55
Other payables	56.97	37.90
	<b>144.66</b>	<b>108.47</b>

### 27. Current tax liabilities (net):

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for tax (net of advance tax and taxes deducted at source amounting to ₹ 287.33 Crores (31 March 2024: ₹ 141.75 Crores)	32.72	6.10
	<b>32.72</b>	<b>6.10</b>

### 28. Revenue from operations

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Sale of goods	6,396.16	6,604.82
Sale of services	56.72	35.43
	<b>6,452.88</b>	<b>6,640.25</b>
Other operating revenues	19.67	25.89
Export incentives received	1.02	2.20
Other incentive and subsidy received	-	0.11
	<b>20.69</b>	<b>28.20</b>
	<b>6,473.57</b>	<b>6,668.45</b>

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 28. Revenue from operations (Contd..)

#### Notes:

(a) Disclosures pursuant to Ind AS 115 - Revenue from contract with customers, are as follows:

(i) Reconciliation of revenue recognised in the Statement of Profit and Loss with the contracted price:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Sale of goods and services	6,459.80	6,661.76
Less: Variable consideration	6.92	21.51
	<b>6,452.88</b>	<b>6,640.25</b>

(ii) Disaggregated revenue information:

- Revenue by product lines and others:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Long Products (including TMT)	3,201.11	2,571.87
Sponge Iron	1,243.34	1,074.97
Iron ore pellets	544.61	639.91
Ferro Chrome	618.84	523.65
Others	844.98	1,829.85
	<b>6,452.88</b>	<b>6,640.25</b>

- Revenue by geography:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
India	6,369.82	6,452.17
Outside India	83.06	188.08
<b>Total</b>	<b>6,452.88</b>	<b>6,640.25</b>

(iii) The following table provides information about receivables, contract asset and contract liabilities from contracts with customers:-

Particulars	As at 31 March 2025	As at 31 March 2024
Receivables which are included in Trade receivables (Refer note 12)	934.39	908.86
Contract liabilities (Advance from customers) (Refer note 26)	44.18	33.55

(iv) Performance Obligation

The Company recognises revenue from sale of goods at the point in time when control of the goods is transferred to the customers, generally on delivery of the goods and the performance obligation of the company is satisfied upon delivery of the goods to the customers. The performance obligation in respect of professional services is satisfied over a period of time and acceptance of the customer.

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 29. Other Income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest received on financial assets carried at amortised cost:		
- Deposits	0.95	1.24
- Loans	8.34	7.90
- Interest income on financial assets carried at amortised cost	82.96	53.38
Net gain on financial instruments measured at fair value through profit or loss	50.97	33.83
Sundry balances written back	1.10	-
Profit on sale of Property, Plant and Equipment	-	0.05
<b>Total</b>	<b>144.32</b>	<b>96.40</b>

### 30. Cost of materials consumed

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Inventories as at the beginning of the year	304.16	717.30
Add: Purchases	4,479.71	4,020.00
	<b>4,783.87</b>	<b>4,737.30</b>
Less: Inventories as at the end of the year	401.04	304.16
	<b>4,382.83</b>	<b>4,433.14</b>

### 31. Changes in Inventories of finished goods and by-products

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>Opening Stock</b>		
Finished Goods	298.11	343.54
By-Products	68.98	9.44
	<b>367.09</b>	<b>352.98</b>
<b>Closing Stock</b>		
Finished Goods	311.76	298.11
By-Products	55.53	68.98
	<b>367.29</b>	<b>367.09</b>
<b>(Increase) / Decrease in Inventories</b>	<b>(0.20)</b>	<b>(14.11)</b>

### 32. Employee benefits expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Salaries, wages and bonus	183.55	167.15
Contribution to provident and other funds	8.94	7.85
Share-based payment to employees (refer note 40)	4.73	3.82
Staff welfare expenses	0.97	0.84
<b>Total</b>	<b>198.19</b>	<b>179.66</b>

#### Notes:

- (a) During the period the Company recognised an amount of ₹ 5.18 Crores (31 March 2024: ₹ 4.36 Crores) as remuneration to Key Managerial Personnel. The details of such remuneration is as below:

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 32. Employee benefits expense (Contd..)

#### Payment to Key Managerial Personnel:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Short-term employee benefits	5.18	4.36
Post-employment benefits	-	-
Other long-term benefits	-	-
<b>Total</b>	<b>5.18</b>	<b>4.36</b>

(b) For descriptive notes on disclosure of defined benefit obligation refer note 39

### 33. Finance costs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest on borrowings	9.28	19.43
Interest on lease liabilities	0.24	0.21
Other borrowing costs	40.36	38.29
	<b>49.88</b>	<b>57.93</b>

### 34. Depreciation and amortisation expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on property, plant and equipment (owned assets)	209.34	216.93
Depreciation on right-of-use assets	0.91	1.21
Amortisation of other intangible assets	0.75	0.54
<b>Total</b>	<b>211.00</b>	<b>218.68</b>

### 35. Impairment (gain)/ loss on financial assets

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Allowance for expected credit loss on Trade Receivables	(1.54)	10.30
<b>Total</b>	<b>(1.54)</b>	<b>10.30</b>

### 36. Other Expenses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Rent and hire charges	29.80	30.31
Rates and taxes	17.26	14.54
Power, fuel and electricity expenses	208.08	201.41
Consumption of stores and spares parts	219.01	242.31
Repairs and maintenance:		
- Buildings	6.83	14.04
- Plant and machinery	8.59	18.65
- Others	7.75	8.29
Insurance	18.51	4.58



## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 36. Other Expenses (Contd..)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Commission and brokerage	18.66	14.51
Advertisement and publicity expenses	10.31	17.70
Legal and professional fees	20.12	19.15
Charity and donations	0.45	0.36
Labour charges	121.39	99.91
Freight and forwarding expenses	30.78	44.92
Auditors' fees (refer note below)	0.62	0.44
Corporate social responsibility (refer note 46)	10.16	13.14
Sundry Balances written off	0.09	0.12
Foreign exchange fluctuations (net)	4.33	11.03
Miscellaneous expenses	42.96	26.54
<b>Total</b>	<b>775.70</b>	<b>781.95</b>

#### Note:

(a) Payments to auditors (excluding applicable taxes) (\*)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
As auditors:		
- Audit fees (including limited reviews and tax audit)	0.58	0.41
- For other services	0.01	-
- For reimbursement of expense	0.03	0.03
	<b>0.62</b>	<b>0.44</b>

(\*) Note: Auditor's fees towards qualified institutional placement, amounting to ₹ 0.12 crores in 31 March 2024, has been adjusted against the proceeds of the said issue.

### 37. Tax expenses

(a) Income tax expense charged to the Statement of Profit or Loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Current tax (including prior year taxes)	172.28	112.48
Deferred tax charge / (credit)	(1.44)	(7.84)
	<b>170.84</b>	<b>104.64</b>

(b) Income tax expense charged to OCI

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Tax on Fair value measurement of equity instrument carried at FVOCI	(12.26)	20.27
Net loss/(gain) on remeasurements of defined benefit plans	0.37	0.45
	<b>(11.89)</b>	<b>20.72</b>

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 37. Tax expenses (Contd..)

#### (c) Reconciliation of tax charge

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Profit before tax	660.46	456.04
Tax Rate	25.17%	34.94%
Income tax expense at tax rates applicable	<b>166.22</b>	<b>159.36</b>
<b>Tax effects of:</b>		
Effect of allowances and inadmissible expenses under Income Tax Act, 1961	2.74	6.81
Deduction under section 80JJA, 80IA and 80G under Income Tax Act, 1961	(1.44)	(20.73)
Differential tax rate for capital gains on investments	(3.33)	(6.58)
Prior year taxes	-	(14.23)
Other Adjustments	6.65	(19.99)
<b>Tax expense as per Statement of Profit and Loss</b>	<b>170.84</b>	<b>104.64</b>

#### (d) The following tables provides the details of income-tax assets and current tax liabilities:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Non-current tax assets (refer note 9)	81.43	81.43
Current tax liabilities (refer note 27)	32.72	6.10
<b>Net position (Non-current tax asset)</b>	<b>48.71</b>	<b>75.33</b>

### 38. Earnings per equity share

The Company's Earnings Per Share (EPS) is determined based on the net profit / (loss) attributable to the shareholders of the company. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during that particular year including share options, except where the result would be anti-dilutive.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>Net Profit attributable to equity shareholders</b>	489.62	351.40
Nominal value of equity shares (₹)	10.00	10.00
Weighted average number of equity shares for basic EPS	<b>27,80,42,824</b>	<b>26,02,33,202</b>
Effects of dilution:		
- Stock options	10,89,029	5,63,010
Weighted average number of equity shares adjusted for the effect of dilution	<b>27,91,31,853</b>	<b>26,07,96,212</b>
<b>Basic earnings per equity share (₹)</b>	17.61	13.50
<b>Diluted earnings per equity share (₹)</b>	17.54	13.47

### 39. Employee benefits

#### (a) Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognised as an expense towards contribution to Provident and Pension Fund for the year aggregated to ₹ 8.94 crores (31 March 2024: ₹ 7.85 crores).

#### (b) Defined benefit plans

The Company operates one post-employment defined benefit plan (i.e., gratuity). The gratuity plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days basic salary for each year of completed service at the time of retirement/exit. Gratuity scheme is not funded by any plan assets.

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 39. Employee benefits (Contd..)

#### Inherent risk

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risk pertaining to the plan. In particular, this exposes the Company, to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to longevity risk.

#### (i) Changes in defined benefit obligation

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Present value of obligation as at the beginning of the year	10.64	10.15
Interest cost	0.73	0.75
Current service cost	2.69	2.05
Benefits paid	(0.92)	(0.80)
Actuarial loss/(gain) on obligations	1.44	(1.51)
<b>Present value obligation as at the end of the year</b>	<b>14.58</b>	<b>10.64</b>

#### (ii) Breakup of actuarial gain/loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Actuarial (gain)/loss arising from change in financial assumption	0.93	0.50
Actuarial (gain)/loss arising from experience adjustment	0.51	(2.01)

#### (iii) Reconciliation of present value of defined benefit obligation and the fair value of plan assets

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Present value obligation as at the end of the year	14.58	10.64
Fair value of plan assets as at the end of the year	-	-
	<b>14.58</b>	<b>10.64</b>

#### (iv) Amount recognized in the Statement of Profit and Loss

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Current service cost	2.69	2.05
Interest cost	0.73	0.75
	<b>3.42</b>	<b>2.80</b>

#### (v) Amount recognized in the statement of Other Comprehensive Income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Actuarial gain/(loss) for the year on planned benefit obligations	1.44	(1.51)
	<b>1.44</b>	<b>(1.51)</b>

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 39. Employee benefits (Contd..)

#### (vi) Principal actuarial assumptions at the reporting date

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Discount rate (%)	6.63% p.a.	7.10% p.a.
Future salary growth (%)	5.50% p.a.	5.50% p.a.
Retirement age (years)	58.00	58.00
Expected average remaining working life of employee (years)	21.36	22.11

**Note:** These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year end by reference to government bonds of relevant economic markets and that have terms of maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

#### (vii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would change the defined benefit obligation to the amounts shown below:

Particulars	As at 31 March 2025		As at 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	13.21	16.18	9.74	11.74
Future salary growth (1% movement)	16.12	13.24	11.69	9.76

#### (viii) Expected maturity analysis of the defined benefit plans in future years

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Principal actuarial assumptions at the reporting date (expressed as weighted averages):		
1 year	0.69	0.73
Between 2-5 years	3.47	0.89
Between 6-10 years	3.35	1.64
	<b>7.51</b>	<b>3.26</b>

**Note:** The weighted average duration of the defined benefit plan obligations at the end of the reporting period is 5.25 years (31 March 2024 - 5.15 years)

#### (ix) Description of risk exposures

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follows:

Risk	Description
Market risk (interest rate)	Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date
Longevity risk	The impact of longevity risk will depend on whether the benefits are paid before retirement age or after. Typically for the benefits paid on or before the retirement age, the longevity risk is not very material
Future salary increase risk	Actual salary increase that are higher than the assumed salary escalation, will result in increase to the obligation at a rate that is higher than expected



## Summary Of Material Accounting Policies and other Explanatory Information

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### 39. Employee benefits (Contd..)

Risk	Description
Demographic risk	If actual withdrawal rates are higher than assumed withdrawal rates, the benefits will be paid earlier than expected. Similarly if the actual withdrawal rates are lower than assumed, the benefits will be paid later than expected. The impact of this will depend on the demography of the Company and the financials assumptions
Regulatory risk	Any changes to the current Regulations by the Government, will increase (in most cases) or decrease the obligation which is not anticipated. Sometimes, the increase is many fold which will impact the financials quite significantly

### 40. Share-based payments

#### (a) Description of share-based payment arrangements:

The Company instituted the SMEL Performance Scheme (ESOP 2023) on 25th September 2023 and SMEL Loyalty Scheme on 27th September 2023 which were approved by the Board of Directors and the shareholders of the Company. In accordance to the scheme the company has granted 5,50,698 options to the employees of the company and 5,42,041 options to the employees of its wholly owned subsidiary company, Shyam Sel and Power Limited. The Plan enables grant of stock options to the eligible employees of the Company and its subsidiaries. Further, the stock options to any single employee under the Plan shall not exceed 1% of the issued capital of the Company, at the time of grant of options, during the tenure of the Plan, subject to compliance with applicable law. The options granted under the Plan have a maximum vesting period of 4 years. The cost of options granted to the employees of the Company are recorded in accordance with Ind AS 102 Share-based payments, and is subsequently reimbursed to the Company by its Subsidiary Company.

Particulars	SMEL performance scheme	Scheme I - SMEL performance scheme	Scheme II - SMEL loyalty scheme
Grant date	25 September 2023	27 September 2023	27 September 2023
Vesting conditions	Over a four-year period, with 20.0%, 23.0%, 23.0% and 34.0% of the grants vesting in each year, respectively.	Over a four-year period, with 20.0%, 23.0%, 23.0% and 34.0% of the grants vesting in each year, respectively.	Over a three-year period, with 40.0%, 30.0% and 30.0% of the grants vesting in each year, respectively.
Number of eligible employees	62	4	5
Average fair value (₹ per option)	268.18	283.67	263.38
Exercise price (₹ per option)	326.00	331	221.00
Method of valuation	Black-Scholes Model	Black-Scholes Model	Black-Scholes Model
Expected life (years)	4	4	3
Average expected volatility (%)	48.62%	47.90%	26.50%
Dividend yield (%)	0.82%	0.82%	0.82%
Risk free rate of return (%)	7.29%	7.29%	7.29%

**Note:** Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term. The expected term of the instruments has been based on historical experience and general option holder behaviour.

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 40. Share-based payments (Contd..)

#### (b) Reconciliation of outstanding share options

Particulars	SMEL performance scheme		Scheme I - SMEL performance scheme		Scheme II - SMEL loyalty scheme		Total Options Number of share options
	Number of share options	Weighted average price (₹ per option)	Number of share options	Weighted average price (₹ per option)	Number of share options	Weighted average price (₹ per option)	
<b>- Employees of Shyam Metalics and Energy Limited:</b>							
Outstanding options at the beginning of the year	4,12,698	268.18	17,000	283.67	1,21,000	263.38	5,50,698
Add: Granted during the year	-	-	-	-	-	-	-
Less: Exercised during the year	43,637	-	3,400	-	48,400	-	95,437
Less: Lapsed/forfeited during the year	-	-	-	-	-	-	-
<b>Outstanding options at the end of the year</b>	<b>3,69,061</b>	<b>268.18</b>	<b>13,600</b>	<b>283.67</b>	<b>72,600</b>	<b>263.38</b>	<b>6,46,135</b>
Options vested and exercisable at the end of the year 31 March 2025	<b>1,30,000</b>	<b>268.18</b>	<b>5,355</b>	<b>283.67</b>	<b>66,550</b>	<b>260.71</b>	<b>2,01,905</b>
<b>- Employees of Shyam Sel and Power Limited:</b>							
Outstanding options at the beginning of the year	4,47,041	268.18	-	-	95,000	263.38	5,42,041
Add: Granted during the year	-	-	-	-	-	-	-
Less: Exercised during the year	51,158	-	-	-	38,000	-	89,158
Less: Lapsed/forfeited during the year	-	-	-	-	-	-	-
<b>Outstanding options at the end of the year</b>	<b>3,95,883</b>	<b>268.18</b>	<b>-</b>	<b>-</b>	<b>57,000</b>	<b>263.38</b>	<b>6,31,199</b>
Options vested and exercisable at the end of the year 31 March 2025	<b>1,40,818</b>	<b>268.18</b>	<b>-</b>	<b>-</b>	<b>52,250</b>	<b>263.38</b>	<b>1,93,068</b>

- (c) Amount recognised in the Statement of Profit and Loss for the year ended 31 March 2025 amounts to ₹ 4.73 crores (31 March 2024: ₹ 3.82 crores) and a financial asset of ₹ 8.78 crores as on 31 March 2025 (31 March 2024: ₹ 3.59 crores) pursuant to the amount reimbursed from its wholly owned subsidiary company, Shyam Sel and Power Limited

### 41. Commitments and contingent liabilities

#### (a) Capital commitments

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	217.13	171.31
	<b>217.13</b>	<b>171.31</b>

- (b) As at 31 March 2025 the Company has commitments of ₹ 53.00 crores (31 March 2024 ₹ 53.00 crores) relating to further investments into various AIFs.

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 41. Commitments and contingent liabilities (Contd..)

#### (c) Contingent liabilities

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>Claims against the Company not acknowledged as debt:</b>		
- Excise Duty, Service Tax and Goods and service tax	13.18	10.60
- Customs duty	12.99	13.24
- Income tax	4.99	129.77
- Electricity duty (net of protest payment of ₹ 6.57 crores)	54.17	59.17
- Others	1.93	1.93
<b>Other monies for which the Company is contingently liable:</b>		
- Unredeemed bank guarantees	46.04	37.70
- Bills discounted with banks	16.53	36.30
	<b>149.83</b>	<b>288.71</b>

#### Notes:

- In the ordinary course of business, the Company faces claims and assertions by various authorities. The Management of the Company assesses such claims and assertions and monitors the legal environment on an on-going basis with the assistance of external legal counsel, wherever necessary. The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.
- It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect to the above pending resolution of the respective proceedings. The management of the Company remains fairly confident of a favorable outcome and therefore, does not foresee any material financial liability devolving on the Company and accordingly, no provision has been made in these financial statement.
- The amounts disclosed above represent the best possible estimates arrived at on the basis of available information.

### 42. Related party disclosures (as per Ind AS 24 - Related Party Disclosures)

#### A. List of related parties and their relationship

Nature of relation	Name of related parties
<b>(i) Subsidiary Company</b>	Shyam Sel and Power Limited ('SSPL')
(ii) Step-down subsidiary Company	Shyam Energy Limited
	Shree Venkateshwara Electrocast Private Limited
	Taurus Estates Private Limited (until 31 March 2024)
	Whispering Developers Private Limited
	Meadow Housing Private Limited
	Nirjhar Commodities Private Limited
	Shree Sikhar Iron & Steel Private Limited
	S S Natural Resources Private Limited
	Shyam Metalics Flat Product Private Limited (merged into SSPL w.e.f. 01 April 2023)
	Shyam Metalics International DMCC
	Ramsarup Industries Limited
	SMEL Steel Structural Private Limited (w.e.f. 23 August 2024)
(iii) Trust managed by the Company	Shyam Metalics Employee Welfare Trust
(iv) Associate Company	Meghana Vyapar Private Limited

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 42. Related party disclosures (as per Ind AS 24 - Related Party Disclosures) (Contd..)

Nature of relation	Name of related parties
(v) Joint Venture Company	MJSJ Coal Limited
(vi) Key management personnel	Mr. Mahabir Prasad Agarwal (Chairman & Non-Executive Director)
	Mr. Brij Bhushan Agarwal (Vice Chariman & Managing Director)
	Mr. Sanjay Kumar Agarwal (Joint Managing Director)
	Mr. Dev Kumar Tiwari (Whole Time Director)
	Mr. Deepak Agarwal (Whole Time Director and CFO) (Appointed as CFO w.e.f. 05 May 2023)
	Mr. Birendra Kumar Jain (Company Secretary)
	Mr. Ashok Kumar Jaiswal (Independent Director) (upto 27 July 2023)
	Mr. Yudhvir Singh Jain (Independent Director) (upto 24 October 2024)
	Mr. Kishan Gopal Baldwa (Independent Director)
	Mr. Nand Gopal Khaitan (Independent Director)
	Mr. Sheetij Agarwal (Wholetime Director) (w.e.f. 10 November 2023)
	Ms. Shashi Kumar (Independent Director) (w.e.f. 21 September 2023)
	Mr. Chandra Shekhar Verma (Independent Director) (w.e.f. 4 July 2024)
	Mr. Malay Kumar De (Independent Director) (w.e.f. 21 September 2023)
	Mrs. Rajni Mishra (Independent Director)
(vii) Enterprises over which Key Management Personnel (KMP) are able to exercise control /significant influence with whom there were transactions/ balance during the year:	Dorite Tracon Private Limited
	Sygma Tubes and Pipes Limited
	Shyam Solar Appliance Private Limited
	Narantak Dealcomm Limited
	Shyam Ferro Alloys Limited
	Subham Buildwell Private Limited
	Toplight Mercantiles Private Limited
	Kalpataru Housefin & Trading Private Limited
	Subham Capital Private Limited
	Brij Bhusan Agarwal & Sons HUF
	Shyam Metalics Foundation
	Kalinga Energy & Power Limited
	Elysian Beautification Private Limited
(viii) Relatives of Key Management Personnel:	Mrs. Sumitra Devi Agarwal - Wife of Mr.Mahabir Prasad Agarwal
	Mrs. Anita Jhunjhunwala - Daughter of Mr. Mahabir Prasad Agarwal
	Mrs. Sangeeta Agarwal - Daughter of Mr. Mahabir Prasad Agarwal
	Mrs. Kiran Vimal Agarwal - Daughter of Mr. Mahabir Prasad Agarwal
	Mrs. Mittu Agarwal - Wife of Mr. Brij Bhushan Agarwal
	Mr. Mahabir Prasad Agarwal - Father of Mr. Brij Bhushan Agarwal
	Mr. Subham Agarwal - Son of Mr. Brij Bhushan Agarwal
	Mr. Sheetij Agarwal - Son of Mr. Brij Bhushan Agarwal
	Mr. Bajrang Lal Agarwal - Father of Mr. Sanjay Kumar Agarwal
	Mrs. Bina Devi Agarwal - Mother of Mr. Sanjay Kumar Agarwal
	Mr. Divyansh Agarwal - Son of Mr. Sanjay Agarwal
	Mrs. Pooja Agarwal - Wife of Mr. Sanjay Kumar Agarwal
	Mrs. Binu Jain wife of Mr. Birendra kumar Jain

**Notes:** Names of related parties and description of relationship with the Company (where transactions have taken place during the year, except for control relationships where parties are disclosed irrespective of transactions).



## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 42. Related party disclosures (as per Ind AS 24 - Related Party Disclosures) (Contd..)

#### Terms and conditions of transactions with related parties:

The sales and purchase from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balance at the year-end are unsecured and interest free and settlement occurs in cash. As at 31 March 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2024: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Particulars	Subsidiary, Associates and Joint Venture entities		Key Management Personnel and their relatives		Enterprises over which Key Management Personnel and / or their relatives have significant influence		TOTAL	
	For the year ended		For the year ended		For the year ended		For the year ended	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
<b>Transactions during the year:</b>								
Sale of goods	485.90	715.95	-	-	-	0.05	485.90	716.00
Sale of licenses	-	6.39	-	-	-	-	-	6.39
Purchase of licenses	0.53	1.49	-	-	-	-	0.53	1.49
Purchase of goods	318.27	353.28	-	-	-	0.04	318.27	353.32
Expenditure on Corporate social responsibility	-	-	-	-	6.75	6.25	6.75	6.25
Rent received	-	-	-	-	-	1.02	-	1.02
Interest received	8.34	7.90	-	-	-	-	8.34	7.90
Salaries and other benefits (*)	-	-	5.18	4.36	-	-	5.18	4.36
Sitting fees paid to independent directors	-	-	0.22	0.12	-	-	0.22	0.12
Purchase of investments	800.00	-	-	-	-	241.39	800.00	241.39
Sale of investments	-	-	-	-	-	103.01	-	103.01
Loans given	-	597.00	-	-	-	-	-	597.00
Loans given recovered	597.00	-	-	-	-	0.12	597.00	0.12
Advances to employees (given)	-	-	2.44	0.27	-	-	2.44	0.27
Advances to employees (recovered)	-	-	0.55	0.12	-	-	0.55	0.12
Advances given	1,828.36	1,698.60	-	-	4.73	1.56	1,833.09	1,700.16
Advances given, recovered	0.05	1.02	-	-	0.16	0.24	0.21	1.26
Advances received	1,819.98	1,023.11	-	-	1.29	5.48	1,821.27	1,028.59
Advances received, paid	0.04	-	-	-	-	-	0.04	-
Dividend paid	-	-	-	-	103.06	40.57	103.06	40.57
Corporate guarantees given	-	75.05	-	-	-	-	-	75.05
Corporate guarantees closed	-	75.05	-	-	-	-	-	75.05
<b>Balances as at the end of the year:</b>								
Loans given(including accrued interest)	0.15	604.11	-	-	-	-	0.15	604.11
Advances to employees	-	-	2.94	1.05	-	-	2.94	1.05
Trade payables	-	0.53	-	-	-	-	-	0.53
Trade receivables	726.53	699.63	-	-	2.99	0.12	729.52	699.75

(\*) This does not include amounts in respect of gratuity and compensated absences as the same are determined on actuarial basis for the Company as a whole.

### 43. Financial instruments – Fair values and risk management

#### A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy:

Particulars	Note No.	Carrying amount				Fair value			
		FVTPL	FVTOCI	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
<b>As at 31 March 2025</b>									
<b>Financial Assets</b>									
Investment in equity instruments	7	-	253.05	-	253.05	-	-	253.05	253.05
Investment in mutual funds/AIF	7	411.94	-	-	411.94	411.94	-	-	411.94
Investment in Bonds & Debentures	7	65.75	-	710.07	775.82	65.75	-	-	65.75

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for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 43. Financial instruments – Fair values and risk management (Contd..)

Particulars	Note No.	Carrying amount				Fair value			
		FVTPL	FVTOCI	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
Investment in government securities	7	-	-	0.07	0.07	-	-	-	-
Trade receivables	12	-	-	934.39	934.39	-	-	-	-
Loans	15	-	-	0.13	0.13	-	-	-	-
Cash and cash equivalents	13	-	-	29.19	29.19	-	-	-	-
Other financial asset	8 and 16	-	-	30.72	30.72	-	-	-	-
Other bank balances	14	-	-	0.98	0.98	-	-	-	-
		<b>477.69</b>	<b>253.05</b>	<b>1,705.55</b>	<b>2,436.29</b>	<b>477.69</b>	<b>-</b>	<b>253.05</b>	<b>730.74</b>
<b>Financial Liabilities</b>									
Borrowings	20	-	-	202.50	202.50	-	-	-	-
Lease Liabilities	21	-	-	2.21	2.21	-	-	-	-
Trade payable	27	-	-	873.12	873.12	-	-	-	-
Other financial liabilities	22	-	-	84.21	84.21	-	-	-	-
		<b>-</b>	<b>-</b>	<b>1,162.04</b>	<b>1,162.04</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>As at 31 March 2024</b>									
<b>Financial Assets</b>									
Investment in equity instruments	7	-	208.42	-	208.42	-	-	208.42	208.42
Investment in mutual funds/AIF	7	680.73	-	-	680.73	680.73	-	-	680.73
Investment in Bonds & Debentures	7	66.33	-	807.82	874.15	66.33	-	-	66.33
Investment in government securities	7	-	-	0.07	0.07	-	-	-	-
Trade receivables	12	-	-	908.86	908.86	-	-	-	-
Loans	15	-	-	597.14	597.14	-	-	-	-
Cash and cash equivalents	13	-	-	23.80	23.80	-	-	-	-
Other financial asset	8 and 16	-	-	31.45	31.45	-	-	-	-
Other bank balances	14	-	-	1.19	1.19	-	-	-	-
		<b>747.06</b>	<b>208.42</b>	<b>2370.33</b>	<b>3,325.81</b>	<b>747.06</b>	<b>-</b>	<b>208.42</b>	<b>955.48</b>
<b>Financial Liabilities</b>									
Borrowings	20	-	-	102.71	102.71	-	-	-	-
Lease Liabilities	21	-	-	2.09	2.09	-	-	-	-
Trade payable	27	-	-	1280.78	1,280.78	-	-	-	-
Other financial liabilities	22	-	-	93.22	93.22	-	-	-	-
		<b>-</b>	<b>-</b>	<b>1,478.80</b>	<b>1,478.80</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### B. Fair value hierarchy

**Level 1 :** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level 2 :** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3 :** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in Level 3.

#### C. Fair value measurements

- Short-term financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.
- Investments carried at fair value are generally based on market price quotations. Costs of unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 43. Financial instruments – Fair values and risk management (Contd..)

- (iii) Fair value of borrowings which have a quoted market price in an active market is based on its market price which is categorized as level 1. Fair value of borrowings which do not have an active market or are unquoted is estimated by discounting expected future cash flows using a discount rate equivalent to the risk-free rate of return adjusted for credit spread considered by lenders for instruments of similar maturities which is categorized as level 2 in the fair value hierarchy.
- (iv) Management uses its best judgment in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.
- (v) There have been no transfers between Level 1 and Level 2 for the year ended 31 March 2025 and year ended 31 March 2024.

### D. Risk management framework

The Company's principal financial liabilities comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include investments, loans, trade and other receivables, and cash & cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. This financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk, and
- Market risk

#### (A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risks. Financial instruments affected by market risk include loans and borrowings in foreign currencies.

#### a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates. The Company is carrying its borrowings primarily at variable rate. The Company expects the variable rate to decline, accordingly the Company is currently carrying its loans at variable interest rates.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Variable rate borrowings	200.74	100.26
Fixed rate borrowings	1.76	2.45

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 43. Financial instruments – Fair values and risk management (Contd..)

#### Interest rate sensitivity analysis

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variable held constant, the Company's profit/(loss) before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Effect on Profit before tax	
	Year ended 31 March 2025	Year ended 31 March 2024
Increase by 50 basis points (31 March 2024: 50 bps)	(1.00)	(0.50)
Decrease by 50 basis points (31 March 2024: 50 bps)	1.00	0.50

#### b) Foreign currency risks

The Company's functional currency is Indian Rupees (INR). The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports, primarily in relation to raw materials. The Company is exposed to exchange rate risk under its trade and debt portfolio. Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Company's overall debt position in Rupee terms without the Company having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Company's receivables in foreign currency.

#### Hedged Foreign Currency Exposure

Nature of Item	Currency	Year ended 31 March 2025		Year ended 31 March 2024	
		Value In Foreign Currency	Value In INR	Value In Foreign Currency	Value In INR
<b>Naturally hedged foreign currency exposure</b>					
<b>Financial assets:</b>					
Trade receivables	USD (\$)	17,48,003	14.96	51,00,000	42.23
<b>Financial liabilities:</b>					
Trade payables	USD (\$)	17,48,003	14.96	51,00,000	42.23
<b>Net exposure in foreign currency</b>		-	-	-	-
<b>Unhedged Foreign Currency Exposure</b>					
<b>Financial liabilities:</b>					
Trade payables	USD (\$)	2,12,59,922	181.77	5,11,61,000	426.89
Trade payables	EURO (€)	-	-	3,47,000	3.14
Trade payables	CNY (¥)	5,279	0.01		
Capital creditors	EURO (€)	3,47,653	3.21	-	-
Capital creditors	USD (\$)	22,72,935	19.41	-	-
Interest accrued but not due	USD (\$)	3,06,257	2.63	-	-
Interest accrued but not due	EURO (€)	14,610	0.13	-	-
<b>Net exposure in unhedged foreign currency (*)</b>			<b>207.16</b>		<b>430.03</b>

(\*) In accordance with the Reserve Bank of India (Unhedged Foreign Currency Exposure) Direction 2022, natural hedge shall mean a hedge arising out of the operations of the company when cashflows offset the risk arising out of the Foreign Currency Exposure (FCE). An exposure shall be considered as a naturally hedged only if the offsetting exposure has a maturity / cashflow within the same accounting year



## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 43. Financial instruments – Fair values and risk management (Contd..)

#### Foreign currency sensitivity analysis

The following table demonstrate the sensitivity to a reasonably possible change in USD, EUR and CNY exchange rates, with all other variables held constant. The impact on the Company's profit/(loss) before tax is due to changes in the fair value of monetary assets and liabilities:

Particulars	Effect on Profit/(Loss) before tax	
	Year ended 31 March 2025	Year ended 31 March 2024
<b>USD Sensitivity</b>		
Increase by 5% (31 March 2024 - 5%)	(10.19)	(21.34)
Decrease by 5% (31 March 2024 - 5%)	10.19	21.34
<b>EUR Sensitivity</b>		
Increase by 5% (31 March 2024 - 5%)	(0.17)	(0.16)
Decrease by 5% (31 March 2024 - 5%)	0.17	0.16
<b>CNY Sensitivity</b>		
Increase by 5% (31 March 2024 - 5%)	(0.00)	-
Decrease by 5% (31 March 2024 - 5%)	0.00	-

#### (B) Credit risk

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has a policy of dealing only with credit worthy counter parties and obtaining sufficient collateral, where appropriate as a means of mitigating the risk of financial loss from defaults. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables, loans receivables, investments, cash and cash equivalents, derivatives and financial guarantees provided by the Company. None of the financial instruments of the Company result in material concentration of credit risk.

The carrying value of these specific financial assets represents the maximum credit risk. The maximum exposure to credit risk was ₹ 2,436.29 Crores and ₹ 3,325.81 Crores as at March 31, 2025 and March 31, 2024 respectively, being the total carrying value of investments, other financial assets, trade receivables, cash and bank balances (including deposits) and loans.

##### (i) Trade receivables

Customer credit risk is managed by each business location subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed and individual credit limits are defined in accordance with the assessment both in terms of number of days and amount. Any Credit risk is curtailed with arrangements with third parties .

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 12. The Company does not hold collateral as security.

##### (ii) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investment of surplus funds are made only with approved counterparties . The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2025 and March 31, 2024 is the carrying amount as illustrated in Note 43.

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 43. Financial instruments – Fair values and risk management (Contd..)

#### (C) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company monitors its risk of a shortage of funds by estimating the future cash flows. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, cash credit facilities and bank loans. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturity within 12 months can be rolled over with existing lenders.

The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from debt markets through commercial paper programs, non-convertible debentures and other debt instruments. The Company invests its surplus funds in bank fixed deposit and in mutual funds, which carry no or low market risk.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments -

Particulars	Carrying Amount	Up to 1 year	1 to 2 years	2 to 5 years	More than 5 years	Total
<b>As at 31 March 2025</b>						
Contractual maturities of borrowings	202.50	201.30	0.56	0.64	-	202.50
Contractual maturities of lease obligations	2.21	0.95	0.88	0.28	4.13	6.24
Contractual maturities of other financial liabilities	84.21	67.06	6.91	10.24	-	84.21
Contractual maturities of trade payables	873.12	873.12	-	-	-	873.12
<b>As at 31 March 2024</b>						
Contractual maturities of borrowings	102.71	100.95	0.56	1.13	0.07	102.71
Contractual maturities of lease obligations	2.09	0.79	0.86	0.27	4.17	6.09
Contractual maturities of other financial liabilities	93.22	77.65	8.05	7.52	-	93.22
Contractual maturities of trade payables	1,280.78	1,280.78	-	-	-	1,280.78

### 44. Capital Management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Company. The Company determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations, long-term and short-term bank borrowings and issue of non-convertible debt securities. The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

Particulars	As at 31 March 2025	As at 31 March 2024
Borrowings (refer note 20)	202.50	102.71
Lease liabilities (refer note 21)	2.21	2.09
Trade payables (refer note 27)	873.12	1,280.78
Less: Cash and cash equivalents (refer note 13)	(29.19)	(23.80)
Less: Current investments [refer note 7(b)]	(349.31)	(790.31)
<b>Net debt (A)</b>	<b>699.33</b>	<b>571.47</b>
Equity share capital (refer note 18)	278.22	278.04
Other equity (refer note 19)	5,708.89	5,286.88
<b>(B)</b>	<b>5,987.11</b>	<b>5,564.92</b>
Capital and net debt (times) (B) / (A)	8.56	9.74
Gearing ratio (%)	10.46%	9.31%

#### Notes:

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year and previous year.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2025 and year ended 31 March 2024.

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 45. Ratios disclosed as per requirement of Schedule III to the Act

Particulars	Formulae	31 March 2025	31 March 2024	Variance (%)	Reason for variance
Current ratio (in times)	Current assets (i) / Current liabilities(ii)	1.80	2.16	-17%	Refer note (a)
Debt - equity ratio (in times)	Total debt (iii) / Shareholder's equity	0.03	0.02	83%	Refer note (b)
Debt service coverage ratio (in times)	Earning available for debt Service (iv) / Debt Service (v)	14.71	11.56	27%	Refer note (b)
Return on equity (in %)	Profit after tax x 100 / Average Shareholder's Equity	8.48%	7.46%	14%	Refer note (a)
Inventory turnover ratio (in times)	Sales / Average Inventory	7.77	6.92	12%	Refer note (a)
Trade receivable turnover Ratio (in times)	Sales / Average Trade Receivables	7.00	11.67	-40%	Refer note (c)
Trade payable turnover Ratio (in times)	Purchases / Average Trade Payables	4.16	3.93	6%	Refer note (a)
Net capital turnover Ratio (in times)	Sales / Working Capital (vi)	4.46	5.96	-25%	Refer note (a)
Net profit ratio (in %)	Net Profit / Net Sales	7.59%	5.29%	43%	Refer note (d)
Return on capital employed (in %)	EBIT (vii) / Capital Employed (viii)	9.03%	7.25%	25%	Refer note (a)
Return on investment (in %)	Time Weighted Rate of Return (TWRR) (ix)	8.36%	6.25%	34%	Refer note (e)

#### Notes:

- (a) Explanations have been furnished for change in ratio by more than 25% as compared to the preceeding year as stipulated in Schedule III to the Act.
- (b) Variance is primarily due to increase in overall borrowings during the year.
- (c) Decrease is primarily due to increase in receivable balances as at the year end on account of increased operation.
- (d) Variance is primarily due to movement in gross margins and increase in operations during the year
- (e) Variance is primarily due to improved return on investments and increased treasury related activities during the year

#### Definitions:

- (i) Current Assets = Inventories + current investments + trade receivable + cash & cash equivalents + other current assets
- (ii) Current Liabilities = Current borrowings + trade payables + other financial liability + current tax liabilities + provisions + other current liability
- (iii) Total debt = Non-current borrowings and current borrowings.
- (iv) Earning available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + other adjustments like loss on sale of property, plant and equipments etc.
- (v) Debt service = Interest & lease payments + principal repayments
- (vi) Working capital = Current assets - Current liabilities.
- (vii) Earning before interest and taxes (EBIT) = Profit before exceptional items and tax + Finance costs - Other Income
- (viii) Capital employed = Tangible net-worth (\*) + debt + deferred tax liabilities (net)

(\*) Net worth means the aggregate of equity share capital and other equity inclusive of net gain consequent to fair valuation of certain assets on transition to Ind AS excluding intangible assets.

- (ix) Income from investment= Net gain/loss on sale/fair value changes of Mutual Fund.

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 46. Details of CSR Expenditure

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Amount required to be spent by the company during the year	12.02	12.79
Amount of expenditure incurred	10.16	13.14
Amount of CSR expenditure brought forward for set off	3.60	3.25
Shortfall at the end of the year	-	-
Total of previous years shortfall (cumulative)	-	-
Reason for shortfall	NA	NA
Amount of CSR expenditure carried forward for set off	1.74	3.60
Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	-	-
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision.	NA	NA

#### Nature of CSR activities:

Eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects."

### 47. Segment reporting

- (A) An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Chief Operating Decision Maker (CODM) i.e., Brij Bhushan Agarwal (Vice Chairman & Managing Director) and Mr. Deepak Agarwal (Chief Financial Officer), to make decisions about resources to be allocated to the segments and assess their performance.

The Company is primarily engaged in business of manufacture and sale of Ferro Alloys, Iron & Steel products and power generation. The Company's manufacturing facilities are located in Odisha and products sold in the domestic and overseas market are manufactured in these here. Based on the dominant source and nature of risk and returns of the Company, its internal organisation and management structure and its system of internal financial reporting, business segment has been identified as the primary segment. The Company has only one business segment, viz., iron and steel.

#### (B) Major customer

No single customer contributed 10% or more of the total revenue of the Company for the year ended 31 March 2025 and 31 March 2024.

### 48. Details related to borrowings secured against current assets

The Company has given current assets as security for borrowings obtained from banks. The Company duly submitted the required information with the banks on regular basis and the required reconciliation is presented below:

Quarter ended	Particulars	Amount as per books of accounts	Amount as reported in the quarterly return / statement	Amount of difference
<b>For the year ended 31 March 2025:</b> (Refer note below)				
As on 31 December 2024	- Trade receivables & Inventories	1,947.45	1,947.45	-
As on 30 September 2024	- Trade receivables & Inventories	1,945.00	1,945.00	-
As on 30 June 2024	- Trade receivables & Inventories	2,056.62	2,056.62	-



## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 48. Details related to borrowings secured against current assets (Contd..)

Quarter ended	Particulars	Amount as per books of accounts	Amount as reported in the quarterly return / statement	Amount of difference
<b>For the year ended 31 March 2024:</b>				
As on 31 March 2024	- Trade receivables & Inventories	1,678.99	1,678.99	-
As on 31 December 2023	- Trade receivables & Inventories	1,656.72	1,656.72	-
As on 30 September 2023	- Trade receivables & Inventories	1,415.05	1,415.05	-
As on 30 June 2023	- Trade receivables & Inventories	1,120.82	1,120.82	-

**Note:** The management of the Company is in the process of submitting the quarterly statements with the banks for the quarter ended 31 March 2025.

### 49. Relationship with struck-off companies

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the current and previous financial year.

### 50. Other statutory information

- There were no amounts which were required to be transferred to the Investor Education and Protection Fund.
- The Company does not hold any Benami Property and hence there were no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 and the Rules made there under, hence no disclosure is required to be given as such.
- The Company has not been declared as wilful defaulter as at the date of the balance sheet or on the date of approval of the financial statements, hence no disclosure is required as such.
- There are no charges against the companies which are yet to be registered or satisfaction yet to be registered with ROC beyond the statutory period, hence no disclosures are required as such.
- The Company does not have any investment in any downstream companies for which it has to comply with the number of layers prescribed under Clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017, hence no disclosure is required as such.
- Borrowings taken by the company have been utilized only for the purpose for which it was obtained.
- The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year, hence disclosure requirements for the same is not applicable.
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Company shall:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

## Summary Of Material Accounting Policies and other Explanatory Information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 50. Other statutory information (Contd..)

- (j) The Company has used two accounting softwares for maintaining its books of account during the year ended 31 March 2025.

One of the softwares has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software except that no audit trail feature was enabled at the database level in respect of an accounting softwares to log any direct data changes. Further, audit trail feature has not been tampered during the year in respect of the accounting software. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in respective years. Further the management is unable to determine whether back-up of the books of account and other books and papers maintained in electronic mode, have been kept in servers physically located in India on a daily basis for the period 01 January 2025 to 31 March 2025 in absence of relevant service organization reports from the third party vendors, for the aforesaid period.

The second accounting software has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further the audit trail feature has not been tampered during the year. Additionally, the audit trail of prior year(s) has been preserved by the management as per the statutory requirements for record retention.

### 51. Code of Social Security, 2020

The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued. The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

**52.** Figures of previous years have been regrouped / rearranged / rectified wherever necessary to make them comparable with the current periods figures

### The accompanying notes 1 to 52 form an integral part of these standalone financial statements

As per our report of even date attached

#### For M S K A & Associates

Chartered Accountants

Firm Registration Number: 105047W

#### Dipak Jaiswal

Partner

Membership No: 063682

Place: Kolkata

Date: 09 May 2025

#### For and on behalf of the Board of Directors of Shyam Metalics and Energy Limited

#### Brij Bhushan Agarwal

Vice Chairman cum Managing Director

DIN: 01125056

#### Deepak Agarwal

Executive Director and Chief Financial Officer

DIN: 00560010

Place: Kolkata

Date: 09 May 2025

#### Sanjay Kumar Agarwal

Joint Managing Director

DIN: 00232938

#### Birendra Kumar Jain

Company Secretary

M. No. FCS 13320

# **Consolidated Financial Statements**

# Independent Auditor's Report

To  
The Members of  
**Shyam Metalics and Energy Limited**

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of **Shyam Metalics and Energy Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and joint venture entities, which comprise the Consolidated Balance Sheet as at 31 March 2025, and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements of subsidiaries, associates and joint venture entities, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group and its associates and joint venture entities as at 31 March 2025, of consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associates and joint venture entities in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and on consideration of audit reports of other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended 31 March 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

S. No.	Key Audit Matter	How the Key Audit Matter was addressed in our audit
1	<b>Recognition, measurement and presentation of contingent liabilities and other litigations and claims receivable:</b>  (a) Claim receivable under the subsidy scheme:  One of the subsidiaries has outstanding Claims receivable from Government of West Bengal under the state's tax subsidy scheme. Outstanding claim receivable as at March 31, 2025 amounts to ₹ 41.83 crores (gross). In the current year, considering the lapse of time and uncertainty about the timing of the recovery of incentive amount, the subsidiary on a conservative basis has recorded an additional provision for time value of money amounting to ₹ 3.78 crores determined based on the Expected Credit Loss methodology as per Ind AS 109 'Financial Instruments'.  [Refer note 16 to the consolidated financial statements].	Our audit procedures included the following: <ul style="list-style-type: none"> <li>We understood the processes, evaluated the design and implementation of controls and tested the operating effectiveness of the Group's controls over the recording and re-assessment of uncertain legal positions, litigations and contingent liabilities, and on accounting for subsidy claims and measurement of expected credit loss on such claims receivable.</li> <li>We obtained an understanding of the nature of litigations pending against the Group by reading the minutes of the Board of Directors meetings and discussing the developments during the year for key litigations with Senior Management personnel.</li> <li>Verified the completeness of the litigations and claims by examining, on a sample basis, the legal and professional expenses incurred during the year.</li> </ul>



S. No. Key Audit Matter	How the Key Audit Matter was addressed in our audit
<p>(b) Assessment of litigations and related disclosure of contingent liabilities (Refer Note 1C (c) to the consolidated financial statements- "Significant accounting judgments, estimates and assumptions - Provisions and contingent liabilities" and Note 41 (c) to the consolidated financial statements "Contingent liabilities") as at 31 March 2025. The Group, in the normal course of business, is contesting various claims and proceedings including matters relating to direct and indirect taxes that arise from time to time. The Group assesses the need to make provision or disclose a contingency on a case-to-case basis considering the underlying facts of each such litigation or dispute. This assessment is significant to our audit, to assess adequacy of disclosure or provision in the books of account. The accounting and disclosure for contingent liabilities is complex &amp; involves judgment in assessing the outcome of the matter and estimating the potential impact if the outcomes are unfavourable, and the amounts involved are, or can be, material to the consolidated financial statements. Considering the amounts which can be material and involves significant management judgement and estimation, we have identified this as a key audit matter.</p>	<ul style="list-style-type: none"> <li>• We performed our assessment on a test basis on the underlying calculations supporting the contingent liabilities/other significant litigations disclosed in the consolidated financial statements;</li> <li>• Evaluated management's assessment of determination of provision for time value of money determined on the basis of expected credit loss methodology, evaluated the reasonableness of expected credit loss amount and assessed whether the requirements of applicable accounting principles have been complied.</li> <li>• Discussed with the Management their evaluation for the basis of recognition of incentives receivable and the basis for recognizing expected credit loss towards the claim receivable in the consolidated financial statements.</li> <li>• Evaluated the evidence supporting the judgement of the management about possible outcomes and the reasonableness of the assumptions and estimates, used in measuring the probable or possible impact.</li> <li>• Involved our internal tax experts to challenge the Management judgement and rationale with respect to tax provisions not made in the books of account or disclosed as contingent liability or cases where outflow of resources is remote and do not warrant any disclosure.</li> <li>• We also obtained independent legal confirmations for significant matters from the legal counsels or law firms handling such matters to corroborate management's conclusions.</li> <li>• Evaluated appropriateness and adequacy of the disclosures of the contingent liability made in the consolidated financial statements in accordance with the requirements of Ind AS 37 - 'Provisions, Contingent Liabilities and Contingent Asset' and Ind AS 12 - 'Income Taxes'.</li> </ul>

### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the Director's report, Chairman's statement, Management Discussion and Analysis and report on corporate governance but does not include the consolidated financial statements and our auditor's report thereon. The Director's report, Chairman's statement, Management Discussion and Analysis and report on corporate governance is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Director's Report, Chairman's Statement, Management Discussion and Analysis and report on corporate governance, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information' and describe actions applicable in the applicable laws and regulations.

### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group including its Associates and Joint venture entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Management and Board

of Directors of the companies and the Trustees of Shyam Metalics Employees Welfare Trust ("ESOP Trust") included in the Group and of its associates and joint venture entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associates and joint venture entities for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies and the Trustees of the ESOP Trust included in the Group and of its associates and joint venture entities are responsible for assessing the ability of the Group and of its associates and joint venture entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors/Trustees of the ESOP Trust either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates, joint venture entities and the Trustees of the ESOP Trust are responsible for overseeing the financial reporting process of respective entities.

### Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing ("SAs") will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Consolidated Financial Statements.

### Other Matter:

- a. We did not audit the financial statements of eleven (11) subsidiaries, whose financial statements reflect total assets of ₹ 2,241.50 crores as at 31 March 2025, total revenues of ₹ 385.39 crores and net cash flows amounting to ₹ (2.33) crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also

include the Group's share of net profit (including total other comprehensive income) of ₹ 1.72 crores for the year ended 31 March 2025, as considered in the consolidated financial statements, in respect of two (2) associates and one (1) joint venture entity, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint venture entity and associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint venture entity and associates, is based solely on the reports of the other auditors.

- b. One of these subsidiaries is located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India.

These conversion adjustments have not been audited. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company. According to the information and explanations given to us by the management of the Holding Company, these financial statements are not material to the Group.

- c. The consolidated financial statements also include the Group's share of net profit (including other comprehensive income) of ₹ Nil for the year ended 31 March 2025, as considered in the consolidated financial statements, in respect of one (1) joint venture entity, whose financial information has not been audited by us. This financial information is unaudited and has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this joint venture entity, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid jointly venture entity, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

Our opinion on the consolidated financial statements is not modified in respect of the above matters.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the Separate Financial Statements of the subsidiaries, associates and joint venture entities referred to in the Other Matters section above we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books except for the matters stated in the paragraph (h) (vi) below on reporting under Rule 11 (g) and except that:
  - (i) In the absence of sufficient appropriate audit evidence in respect of the Holding Company and one of its subsidiary Company we are unable to comment whether back-up of the books of account and other books and papers maintained in electronic mode, have been kept in servers physically located in India on a daily basis for the period 01 January 2025 to 31 March 2025.
  - (ii) Back-up of the books of account and other books and papers maintained in electronic mode by other subsidiaries, has not been kept in servers physically located in India on a daily basis.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and joint venture entities incorporated in India, none of the directors of the Group companies, its associate companies and joint venture entities incorporated in India are disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 1 (b) above on reporting under Section 143(3)(b) and paragraph 1 (h) (vi) below on reporting under Rule 11(g).
- g. With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group, its associate companies and joint venture entities incorporated in India and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and joint venture entities – Refer Note 41(c) to the consolidated financial statements.
  - ii. The Group, its associates and joint venture entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and joint venture entities incorporated in India.
  - iv. (A) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (B) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Group from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Group shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (C) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (A) and (B) above, contain any material mis-statement.
- v. The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.

The interim dividend declared and paid by the Holding Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.

The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. (Refer note 18(j) to the Consolidated financial statements)

- vi. Based on our examination which included test checks, and based on the other auditor's reports of its subsidiary companies, associate Companies and joint venture entities incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Holding Company, its subsidiary Companies, Associates Companies and Joint Venture Entities incorporated in India have used accounting softwares for maintaining their respective books of account for the year ended 31 March 2025, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares, and further, during the course of audit we and the other auditors of above referred subsidiaries, associates and joint venture entities did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior year has been preserved by the Holding Company and above referred subsidiaries, associates and joint ventures entities as per the statutory requirements for record retention.

**No audit trail feature was enabled at the database level in respect of an accounting software to log any direct data changes**

**Holding Company and three of the subsidiary Companies**

Audit trail feature enabled at both the application level and at the database level:

- full year in one case;
- from 29 April 2024 in one case;
- from 14 May 2024 in three cases;
- from 27 April 2024 in two cases;
- from 27 May 2024 in one case.

In respect of six subsidiaries and two associates

Instances of non-preservation of the audit trail

In respect of one subsidiary



2. In our opinion, according to information, explanations given to us, the remuneration paid by the Holding Company and one of its subsidiary to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder. In case of 11 subsidiaries, 2 associates and 2 joint venture entities, as the provisions of the aforesaid section is not applicable according to the information and explanation given to us and hence not commented upon.
3. According to the information and explanations given to us, the details of Qualifications/adverse remarks made by the respective auditors of the subsidiaries, associates and joint venture entities in the Companies (Auditor's Report) Order 2020 (CARO) Reports issued till the date of our audit report for the companies included in the consolidated financial statements are as follows:

Sr. No.	Particulars	CIN	Type of Company (Holding / Subsidiary/ Associate)	Clause number of the CARO Report which is qualified or Adverse
1.	Shyam Metalics and Energy Limited	L40101WB2002PLC095491	Holding Company	3 (i) (c), 3 (vii) (a)
2.	Shyam Sel and Power Limited	U27109WB1991PLC052962	Subsidiary Company	3 (i) (c), 3 (vii) (a)
3.	Shyam Energy Limited	U40102WB2002PLC094303	Subsidiary Company	3 (xvii)
4.	Shree Venkateshwara Electroplast Private Limited	U27109WB2005PTC102680	Subsidiary Company	3 (xvii) and 3 (xix)
5.	Meadow Housing Private Limited	U45400WB2010PTC155991	Subsidiary Company	3 (xvii)
6.	Nirjhar Commercials Private Limited	U10100WB2014PTC201404	Subsidiary Company	3 (xvii)
7.	Whispering Developers Private Limited	U27320WB2022PTC256530	Subsidiary Company	3 (xvii)
8.	Shree Sikhar Iron & Steel Private Limited	U45400WB2010PTC155993	Subsidiary Company	3 (xvii)
9.	Smel Steel Structural Private Limited	U24109WB2023PTC260855	Subsidiary Company	3 (xvii)
10.	S.S. Natural Resources Private Limited	U10300WB2015PTC204962	Subsidiary Company	3 (xvii)
11.	Ramsarup Industries Limited	U65993WB1979PLC032113	Subsidiary Company	3 (i) (c) and 3 (xvii)
12.	Kolhan Complex Private Limited	U70102WB2008PTC126636	Associate Company	3 (xvii)
13.	Kalinga Energy & Power Limited	U401050OR2007PLC009567	Joint venture entity	3 (xvii)

For **M S K A and Associates**

Chartered Accountants

ICAI Firm Registration No.105047W

**Dipak Jaiswal**

Partner

Membership No. 063682

UDIN: 25063682BMOTOB7558

Place: Kolkata

Date: 09 May 2025

# Annexure A to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Shyam Metals and Energy Limited for the year ended 31 March 2025

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management and Board of Directors.
- Conclude on the appropriateness of the management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint venture entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint venture entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and joint venture entities to express

an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended 31 March 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For **M S K A and Associates**

Chartered Accountants

ICAI Firm Registration No.105047W

**Dipak Jaiswal**

Partner

Membership No. 063682

UDIN: 25063682BMOTOB7558

Place: Kolkata

Date: 09 May 2025

## Annexure B to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Shyam Metals and Energy Limited for the year ended 31 March 2025

Referred to in paragraph 1 (g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Shyam Metals and Energy Limited on the consolidated Financial Statements for the year ended 31 March 2025

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

#### Opinion

In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended 31 March 2025, we have audited the internal financial controls reference to consolidated financial statements of Shyam Metals and Energy Limited (hereinafter referred to as "the Holding Company") which includes the internal financial controls over financial reporting of the Holding Company and its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group"), its associate companies and joint venture entities, which are companies incorporated in India, as of that date.

In our opinion, and to the best of our information and according to the explanations given to us, the Group and, its associate companies and joint venture entities, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2025, based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

#### Management's and Board of Director's Responsibility for Internal Financial Controls

The respective Management and the Board of Directors of the Group, its associate companies and joint venture entities, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Group, its associate companies and joint venture entities, which are

companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Group and, its associate companies and joint venture entities, which are companies incorporated in India.

#### Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

### Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to nine (9) subsidiary companies, two (2) associate companies and one (1) joint venture entity, which are companies incorporated in India, is based on the corresponding reports of the auditors of such

companies incorporated in India, but does not include one subsidiary and one foreign subsidiary, as the reporting on Internal Financial Control is not applicable to these entities. Further, it also does not include one (1) joint venture entity whose financial statements are unaudited and have been furnished to us by the Management.

Our opinion is not modified in respect of this matter.

For **M S K A and Associates**

Chartered Accountants

ICAI Firm Registration No.105047W

**Dipak Jaiswal**

Partner

Membership No. 063682

UDIN: 25063682BMOTOB7558

Place: Kolkata

Date: 09 May 2025



# Consolidated Balance Sheet

as at 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
a) Property, plant and equipment	2	6,196.69	3,826.35
b) Right-of-use assets	3	71.42	72.62
c) Capital work-in-progress	4	2,708.41	3,764.08
d) Other intangible assets	5	88.57	96.52
e) Investments in associates and joint ventures	6	3.55	1.83
f) Financial assets			
i) Investments	7(a)	1,289.98	1,009.08
ii) Other financial assets	8	23.62	16.28
g) Non-current tax assets	9	167.10	342.74
h) Deferred tax assets	24 (A)	-	32.94
i) Other non-current assets	10	236.26	173.09
<b>Total non-current Assets (A)</b>		<b>10,785.60</b>	<b>9,335.53</b>
<b>Current Assets</b>			
a) Inventories	11	2,985.44	2,167.90
b) Financial assets			
i) Investments	7(b)	824.44	1,250.96
ii) Trade receivables	12	792.51	707.88
iii) Cash and cash equivalents	13	63.13	39.42
iv) Bank balances other than cash and cash equivalents	14	5.12	11.05
v) Loans	15	3.69	4.55
vi) Other financial assets	16	50.28	67.45
c) Other current assets	17	805.42	839.09
<b>Total Current Assets (B)</b>		<b>5,530.03</b>	<b>5,088.30</b>
<b>Total Assets (A + B)</b>		<b>16,315.63</b>	<b>14,423.83</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	18	278.22	278.04
b) Other equity	19	10,275.11	9,368.63
<b>Total Equity (A)</b>		<b>10,553.33</b>	<b>9,646.67</b>
<b>Non-Controlling Interest (B)</b>		<b>724.75</b>	<b>671.33</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
a) Financial liabilities			
i) Borrowings	20	155.21	268.77
ii) Lease Liabilities	21	8.37	8.42
iii) Other financial liabilities	22	84.97	42.93
b) Provisions	23	31.11	21.08
c) Deferred tax liabilities (net)	24 (B)	153.25	91.41
d) Other non current liabilities	25	0.19	0.23
<b>Total non-current Liabilities (C)</b>		<b>433.10</b>	<b>432.84</b>
<b>Current Liabilities</b>			
a) Financial liabilities			
i) Borrowings	20	624.25	318.67
ii) Lease liabilities	21	1.60	1.05
iii) Trade payables	26		
- Total outstanding due of micro enterprise and small enterprise		1.22	0.44
- Total outstanding due to creditors other than micro enterprise and small enterprise		2,916.02	2,368.44
iv) Other financial liabilities	22	681.88	726.06
b) Other current liabilities	25	328.95	238.50
c) Provisions	23	12.16	10.01
d) Current tax liabilities (net)	27	38.37	9.82
<b>Total Current Liabilities (D)</b>		<b>4,604.45</b>	<b>3,672.99</b>
<b>Total Equity and Liabilities (A + B + C + D)</b>		<b>16,315.63</b>	<b>14,423.83</b>
Summary of material accounting policies and other explanatory information	1		

The accompanying notes 1 to 53 form an integral part of these consolidated financial statements

As per our report of even date attached

**For M S K A & Associates**

Chartered Accountants

Firm Registration Number: 105047W

**Dipak Jaiswal**

Partner

Membership No: 063682

**For and on behalf of the Board of Directors of  
Shyam Metalics and Energy Limited**

CIN: L40101WB2002PLC095491

**Brij Bhushan Agarwal**

Vice Chairman cum Managing Director

DIN: 01125056

**Deepak Agarwal**

Executive Director and Chief Financial Officer

DIN: 00560010

**Sanjay Kumar Agarwal**

Joint Managing Director

DIN: 00232938

**Birendra Kumar Jain**

Company Secretary

M. No. FCS-13320

Place: Kolkata

Date: 09 May 2025

Place: Kolkata

Date: 09 May 2025

# Consolidated Statement of Profit and Loss

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
<b>INCOME</b>			
I Revenue from operations	28	15,137.50	13,195.22
II Other income	29	230.63	158.98
<b>III Total Income (I+II)</b>		<b>15,368.13</b>	<b>13,354.20</b>
<b>IV EXPENSES</b>			
Cost of materials consumed	30	11,336.72	9,593.64
Purchases of stock-in-trade		5.88	31.23
Changes in inventories of finished goods, work-in-progress, stock-in-trade and by-products	31	(401.12)	(146.19)
Employee benefits expense	32	434.26	368.52
Finance costs	33	143.92	133.28
Depreciation and amortization expense	34	711.17	656.04
Impairment loss on financial assets	35	2.60	34.76
Other expenses	36	1,893.63	1,743.24
<b>Total Expenses (IV)</b>		<b>14,127.06</b>	<b>12,414.52</b>
<b>V Share in profit of joint ventures and associates</b>		<b>0.12</b>	<b>0.12</b>
<b>VI Profit before tax (III-IV+V)</b>		<b>1,241.19</b>	<b>939.80</b>
<b>VII Tax expense:</b>	37		
(i) Current tax (including prior year taxes)		237.43	(100.25)
(ii) Deferred tax charge		94.50	11.05
<b>VIII Profit for the year (VI-VII)</b>		<b>909.26</b>	<b>1,029.00</b>
<b>IX Other comprehensive income ('OCI')</b>			
(a) Items that will not be reclassified to profit or loss:			
(i) Remeasurements gains/(loss) of post-employment benefit obligation		(3.60)	0.84
(ii) Fair value changes to investments in equity instruments		133.16	86.58
(iii) Income tax relating to items that will not be reclassified to profit or loss		(0.28)	(20.50)
(iv) Share of OCI in joint ventures and associates		1.60	-
<b>Other comprehensive income for the year</b>		<b>130.88</b>	<b>66.92</b>
<b>X Total comprehensive income for the year, net of tax</b>		<b>1,040.14</b>	<b>1,095.92</b>
<b>XI Profit/(loss) for the year attributable to:</b>			
Non-controlling interest		1.16	(5.79)
Owners of the Holding Company		908.10	1,034.79
<b>XII Other comprehensive income for the year attributable to:</b>			
Non-controlling interest		9.76	-
Owners of the Holding Company		121.12	66.92
<b>XIII Total comprehensive income for the year attributable to:</b>			
Non-controlling interest		10.92	(5.79)
Owners of the Holding Company		1,029.22	1,101.71
<b>XIV Earnings per equity share (Face value of ₹ 10 each)</b>	38		
(i) Basic (₹)		32.70	39.54
(ii) Diluted (₹)		32.57	39.46
Summary of material accounting policies and other explanatory information	1		

The accompanying notes 1 to 53 form an integral part of these consolidated financial statements

As per our report of even date attached

**For M S K A & Associates**

Chartered Accountants

Firm Registration Number: 105047W

**Dipak Jaiswal**

Partner

Membership No: 063682

**For and on behalf of the Board of Directors of**

**Shyam Metalics and Energy Limited**

CIN: L40101WB2002PLC095491

**Brij Bhushan Agarwal**

Vice Chairman cum Managing Director

DIN: 01125056

**Deepak Agarwal**

Executive Director and Chief Financial Officer

DIN: 00560010

**Sanjay Kumar Agarwal**

Joint Managing Director

DIN: 00232938

**Birendra Kumar Jain**

Company Secretary

M. No. FCS-13320

Place: Kolkata

Date: 09 May 2025

Place: Kolkata

Date: 09 May 2025

# Consolidated Statement of Cash Flows

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>A. Cash flow from operating activities:</b>		
Profit before tax	1,241.19	939.80
<b>Adjustments for:</b>		
Depreciation and amortization expense	711.17	656.04
Provision for employee benefit obligations	9.29	8.23
Provision for slow and non-moving items	1.65	2.29
Share-based payment to employees	14.76	7.41
Dividend income	(0.86)	(1.08)
Share in profit/(loss) of joint ventures and associates	(0.12)	(0.12)
(Gain) / loss on forward contracts	(2.55)	2.07
Gain on fair value of financial instruments carried at fair value through profit or loss	(92.80)	(67.95)
Impairment loss on financial assets	2.60	34.76
Unrealised foreign exchange fluctuations	(10.11)	(4.23)
Profit on sale of property, plant and equipment	-	(0.05)
Interest income on financial assets carried at amortised cost	125.36	(73.86)
Finance costs	143.92	133.28
Others	1.71	1.08
<b>Operating profit before working capital changes</b>	<b>2,145.21</b>	<b>1,637.67</b>
<b>Adjustments for changes in working capital:</b>		
<b>Increase / (decrease) in liabilities:</b>		
Trade payables	560.43	833.91
Financial liabilities (Non-current)	42.04	11.15
Financial liabilities (current)	7.03	10.88
Provisions (Non-current)	(2.86)	3.09
Provisions (Current)	2.15	(1.05)
Other liabilities	88.70	(195.52)
<b>(Increase) / decrease in assets:</b>		
Trade receivables	(82.88)	(116.61)
Inventories	(819.19)	43.99
Financial assets (Non-current)	(0.44)	6.87
Financial assets (Current)	19.05	(20.49)
Other assets (Non-current)	4.48	(5.41)
Other assets (Current)	33.67	(237.09)
<b>Cash flow from operating activities before taxes</b>	<b>1,997.39</b>	<b>1,971.39</b>
Direct taxes paid (net)	(33.24)	(177.01)
<b>Net cash flow generated from operating activities (A)</b>	<b>1,964.15</b>	<b>1,794.38</b>
<b>B. Cash flow from investing activities:</b>		
Payment for purchase of property, plant and equipment including capital work-in-progress (net)	(2,148.32)	(1,887.81)
(Purchase) / sale of investments (net)	371.58	(633.04)
(Investments made in) / redemption of fixed deposits with banks	(0.97)	97.17
Payment made towards acquisition of shares by ESOP Trust	-	(45.92)
Payment made pursuant to acquisition of entity	-	(373.23)
Dividends received	0.86	1.08
Loans and advances recovered / (given)	0.86	(3.58)
Interest received on financial assets carried at amortised cost	(128.46)	83.73
<b>Net cash used in investing activities (B)</b>	<b>(1,904.45)</b>	<b>(2,761.60)</b>
<b>C. Cash flow from financing activities:</b>		
Repayment of non-current borrowings	(116.09)	(316.09)
Proceeds from non-current borrowings	-	252.19
(Repayment of) / proceeds from current borrowings	305.58	(511.31)
Proceeds from exercise of employee stock options	5.28	-
Repayment of lease liabilities	(1.61)	(0.45)
Proceeds from issuance of equity shares (net of issue related expenses)	-	1,379.09
Proceeds from issue of securities to non-controlling Interest	42.50	291.51
Dividends paid	(137.88)	(46.36)
Finance cost paid	(133.77)	(132.73)
<b>Net cash (used in) / generated from financing activities (C)</b>	<b>(35.99)</b>	<b>915.85</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>23.71</b>	<b>(51.37)</b>
Cash and cash equivalents at the beginning of the year (refer note 13)	39.42	90.79
<b>Cash and cash equivalents at the end of the year (refer note 13)</b>	<b>63.13</b>	<b>39.42</b>

# Consolidated Statement of Cash Flows

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

## Notes :

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 - "Cash Flow Statements".
- Purchase of Property plant & equipment (net) includes capital work-in-progress, capital advances and creditors for capital goods.
- Reconciliation of cash and cash equivalents as per the cash flow statement:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance with banks:	61.09	36.74
Cash on hand	2.04	1.67
Cheques, drafts on hand	-	0.99
Fixed Deposits with maturity less than 3 months	-	0.02
<b>Total cash and cash equivalents at end of the year</b>	<b>63.13</b>	<b>39.42</b>

- Reconciliation of movement of liabilities to cash flow arising from financing activities:

Movement in borrowings:

Particulars- Reconciliation between opening & closing balances of borrowings	Year ended 31 March 2025	Year ended 31 March 2024
Opening balance	587.44	1,161.78
Proceeds during the year	305.58	252.19
Repayments made during the year	(116.09)	(827.40)
Non-cash movements	2.53	0.87
<b>Closing balance</b>	<b>779.46</b>	<b>587.44</b>

Movement in lease liability:

Particulars- Reconciliation between opening & closing balances of lease liability	Year ended 31 March 2025	Year ended 31 March 2024
Opening balance	9.47	9.92
Repayments made during the year	(1.61)	(0.45)
Non-cash movements	2.11	-
<b>Closing balance</b>	<b>9.97</b>	<b>9.47</b>

The accompanying notes 1 to 53 form an integral part of these consolidated financial statements

As per our report of even date attached

## For M S K A & Associates

Chartered Accountants

Firm Registration Number: 105047W

## Dipak Jaiswal

Partner

Membership No: 063682

## For and on behalf of the Board of Directors of

Shyam Metals and Energy Limited

## Brij Bhushan Agarwal

Vice Chairman cum Managing Director

DIN: 01125056

## Deepak Agarwal

Executive Director and Chief Financial Officer

DIN: 00560010

## Sanjay Kumar Agarwal

Joint Managing Director

DIN: 00232938

## Birendra Kumar Jain

Company Secretary

M. No. FCS-13320

Place: Kolkata

Date: 09 May 2025

Place: Kolkata

Date: 09 May 2025



# Consolidated Statement of Changes in Equity

for the year ended 31 March 2025  
(All amounts in ₹ crores, unless specified otherwise)

## A. Equity Share Capital

Particulars	31 March 2025		31 March 2024	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity shares of ₹ 10 each issued, subscribed and fully paid</b>				
Balance at the beginning of the year	27,80,38,567	278.04	25,50,80,688	255.08
Shares Issued during the year (refer note - 18)	-	-	2,40,51,165	24.05
Less: Adjustment for shares held by ESOP trust (refer note - 18)	-	-	(10,93,286)	(1.09)
Add: Adjustment for employee stock options exercised during the year (Refer note 40)	1,84,595	0.18	-	-
<b>Balance at the end of the year</b>	<b>27,82,23,162</b>	<b>278.22</b>	<b>27,80,38,567</b>	<b>278.04</b>

## B. Other Equity (\*)

Particulars	Reserves and surplus					Other reserves		Total Attributable to Owners of the parent	Attributable to non- controlling Interest	Total
	Capital Reserve	Retained Earnings	Securities Premium	Other Reserve	ESOP trust Reserve	Share options outstanding account	Equity instruments through other comprehensive income			
Balance at 1 April 2024	1,023.22	6,071.94	2,139.58	4.45	(45.92)	7.40	167.96	-	9,368.63	10,039.96
Profit for the year	-	908.10	-	-	-	-	-	-	908.10	909.26
Proceeds from exercise of employee stock options (Refer note 40)	-	-	-	-	7.98	5.36	-	-	13.34	13.34
Issue of non-convertible debentures to non-controlling interests	-	-	-	-	-	-	-	-	-	42.50
Share-based payment to employees	-	2.15	-	-	-	-	-	-	2.15	-
Other comprehensive income	-	-	-	-	-	-	123.30	(3.60)	119.70	131.10
Income tax effect on OCI	-	-	-	-	-	-	1.36	-	1.36	(0.28)
Dividends paid (refer note 18)	-	(138.17)	-	-	-	-	-	-	(138.17)	-
Transfers within equity	-	(3.60)	-	-	-	-	-	3.60	-	-
Balance at 31 March 2025	1,023.22	6,840.42	2,139.58	4.45	(37.94)	12.76	292.62	-	10,275.11	10,999.86

# Consolidated Statement of Changes in Equity

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

Particulars	Reserves and surplus					Other reserves		Total Attributable to Owners of the parent	Attributable to non- controlling Interest	Total
	Capital Reserve	Retained Earnings	Securities Premium	Other Reserve	ESOP trust Reserve	Share options outstanding account	Equity instruments through other comprehensive income	Remeasurement of the net defined benefit plans		
<b>Balance at 1 April 2023</b>	<b>1,048.39</b>	<b>5,083.01</b>	<b>783.44</b>	<b>4.45</b>	-	-	<b>101.59</b>	-	<b>7,020.88</b>	<b>7,406.50</b>
Profit for the year	-	1,034.79	-	-	-	-	-	-	1,034.79	1,029.00
Proceeds from exercise of employee stock options (Refer note 40)	-	-	1,356.14	-	-	-	-	-	1,356.14	1,356.14
Issue of non-convertible debentures to non-controlling interests	-	-	-	-	-	-	-	-	-	291.50
Acquisition of shares by ESOP trust	-	-	-	-	(45.92)	-	-	-	(45.92)	(45.92)
Share-based payment to employees	-	-	-	-	-	7.40	-	-	7.40	7.40
Other comprehensive income	-	-	-	-	-	-	86.59	0.84	87.43	87.43
Income tax effect on OCI	-	-	-	-	-	-	(20.22)	(0.28)	(20.50)	(20.50)
Dividends paid (refer note 18)	-	(45.91)	-	-	-	-	-	-	(45.91)	(45.91)
Acquisition/Merger of subsidiary	(25.17)	(0.51)	-	-	-	-	-	-	(25.68)	(25.68)
Transfers within equity	-	0.56	-	-	-	-	-	(0.56)	-	-
<b>Balance at 31 March 2024</b>	<b>1,023.22</b>	<b>6,071.94</b>	<b>2,139.58</b>	<b>4.45</b>	<b>(45.92)</b>	<b>7.40</b>	<b>167.96</b>	-	<b>9,368.63</b>	<b>10,039.96</b>

(\*) Refer note 19 for description of the nature and purpose of each reserve within Other equity.

## The accompanying notes 1 to 53 form an integral part of these consolidated financial statements

As per our report of even date attached

### For M S K A & Associates

Chartered Accountants

Firm Registration Number: 105047W

### Dipak Jaiswal

Partner

Membership No: 063682

### For and on behalf of the Board of Directors of

### Shyam Metals and Energy Limited

### Brij Bhushan Agarwal

Vice Chairman cum Managing Director

DIN: 01125056

### Deepak Agarwal

Executive Director and Chief Financial Officer

DIN: 00560010

Place: Kolkata

Date: 09 May 2025

### Sanjay Kumar Agarwal

Joint Managing Director

DIN: 00232938

### Birendra Kumar Jain

Company Secretary

M. No. FCS-13320

Place: Kolkata

Date: 09 May 2025

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 1A Corporate Information

Shyam Metals and Energy Limited (the "Holding Company") is a public limited group domiciled in India and was incorporated in 2002 under the provisions of the Companies Act, 1956. Its registered and principal office of business is located at Kolkata, West Bengal. The Holding Company and its subsidiaries (collectively referred to as 'the Group') along with its associates and joint venture entities are primarily engaged in the business of manufacturing iron and steel.

The Board of Directors approved and authorised for issue, the consolidated financial statements for the year ended 31 March 2025 on 09 May 2025.

### 1B Material accounting policies

#### (a) Basis of preparation of consolidated financial statements

##### (i) Basis of preparation, measurement and statement of Compliance with Ind AS

These Consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the consolidated financial statements. All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle, paragraph 66 and 69 of Ind AS 1 and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013.

These consolidated financial statements are prepared under the historical cost convention except for certain class of financial assets/ liabilities, share based payments and net liability for defined benefit plans that are measured at fair value. The accounting policies adopted are the same as those which were applied for the previous financial year.

##### (ii) Classification between current and non-current

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- i. Expected to be realised or intended to be sold or consumed in normal operating cycle
- ii. Held primarily for the purpose of trading
- iii. Expected to be realised within twelve months after the reporting period, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle
- ii. It is held primarily for the purpose of trading
- iii. It is due to be settled within twelve months after the reporting period, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### (iii) Use of estimates

The preparation of consolidated financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying consolidated financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the consolidated financial statements. Actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected.

### (b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the group and its subsidiaries as at 31 March 2025.

#### (i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Holding Company has control. The Holding Company controls an entity where it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Holding Company. They are de-consolidated from the date that control ceases.

Control is achieved when the Holding Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Holding Company controls an investee if and only if the Holding Company has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Holding Company has less than a majority of the voting or similar rights of an investee, the Holding Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Holding Company's voting rights and potential voting rights
- The size of the Holding Company's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Holding Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Holding Company obtains control over the subsidiary and ceases when the Holding Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Holding Company gains control until the date the Holding Company ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Holding Company uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Holding Company member's financial statements in preparing the consolidated financial statements to ensure conformity with the Holding Company's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Holding Company, i.e., year ended on 31 March 2025. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.



## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

The Holding Company combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. InterHolding Company transactions, balances and unrealised gains on transactions between Holding Company companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Holding Company.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Balance Sheet, Statement of Profit and Loss, and Statement of Changes in Equity respectively.

### (ii) Associates

Associates are all entities over which the Holding Company has significant influence but not control or joint control. This is generally the case where the Holding Company holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (iv) below), after initially being recognised at cost.

### (iii) Joint venture entities

Under Ind AS 111, Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Holding Company has primarily investments in joint venture entities, which are accounted for using the equity method, as stated below, after initially being recognised at cost in the consolidated financial statements.

### (iv) Equity method of accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint venture entities are recognised as a reduction in the carrying amount of the investment. Where the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group. The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described below.

### (v) Changes in ownership interests

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture entity or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

### (c) Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Freehold land is carried at historical cost. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

### Depreciation methods, estimated useful lives

The Group depreciates property, plant and equipment over their estimated useful lives using the written down value method. The estimated useful lives of assets are as follows:

Property, plant and equipment	Useful Life
Leasehold improvement (*)	Over the contractual lease term
Buildings	5 years to 60 years
Plant and Equipment	5 years to 40 years
Furniture and Fixtures	10 years
Vehicles	8 years to 20 years
Office Equipment	3 years to 10 years

(\*) Leasehold improvements are amortized over the lease period, which corresponds with the useful lives of the assets.

The residual values are not more than 5% of the original cost of the asset.

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/ deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income'.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

### (d) Other Intangible Assets

Software costs are included in the balance sheet as intangible assets when it is probable that associated future economic benefits would flow to the Group. In this case they are measured initially at purchase cost and then amortised on a straight-line basis over their estimated useful lives.

Property, plant and equipment	Useful Life
Computer software	3 years- 5 Years
Technology	5 years

Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are not amortised. Such intangible assets are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

### (e) Trade and other payables

These amounts represent liabilities for goods and services provided to the group prior to the end of the financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### (f) Foreign Currency Transactions

#### (i) Functional and presentation currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (INR), which is the Group's functional and presentation currency.

#### (ii) Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date and the exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively)."

### (g) Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Group.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The group's management determines the policies and procedures for fair value measurement such as derivative instrument.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

### (h) Revenue from contract with customer

The Group manufactures and sells a range of iron & steel and other ferro alloy products. Revenue from contracts with customers involving sale of these products is recognized at a point in time when control of the product has been transferred, and there are no unfulfilled obligation that could affect the customer's acceptance of the products.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

The Group has objective evidence that all criterion for acceptance has been satisfied.

### (i) Sale of goods

The majority of the Group's revenue is derived from selling goods with revenue recognised at a point in time when control of the goods has been transferred to the customer. This is generally when the goods are either dispatched or delivered to the customer, depending on the terms of the contract. However, for export sales, control might also be transferred when delivered either to the port of departure or port of arrival, depending on the specific terms of the contract with a customer. There is limited judgement needed in identifying the point control passes: once physical delivery of the products to the agreed location has occurred, the group no longer has physical possession, usually will have a present right to payment (as a single payment on delivery) and retains none of the significant risks and rewards of the goods in question.

#### Variable consideration:

The Group recognizes revenue from the sale of goods measured at the transaction price of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer.

The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Goods are often sold with volume and price discounts based on aggregate sales over a 12 months period. Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume and price discounts. Accumulated experience is used to estimate and provide for the discounts, using the most likely method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A liability is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are generally made with a credit term of 30-90 days, which is consistent with market practice. Any obligation to provide a refund is recognised as a provision. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

#### Sales Return:

The Group accounts for sales returns accrual by recording an allowance for sales returns concurrent with the recognition of revenue at the time of a product sale.

### (ii) Sale of Services

Revenues from services are recognised as and when services are rendered and on the basis of contractual terms with the parties. The performance obligation in respect of professional services is satisfied over a period of time and acceptance of the customer.

### (iii) Other Operating Revenue

#### Interest Income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit and Loss.

#### Dividend Income

Dividend income is recorded when the right to receive payment is established.

#### Export Benefit

Revenue from export benefits arising from Duty entitlement pass book (DEPB scheme), duty drawback scheme, remission of duties and taxes on export products are recognised on export of goods in accordance with their respective underlying scheme at fair value of consideration received or receivable.



## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### (iv) Contract Balances

#### Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. A receivables represents the Group's right to an amount of consideration that is unconditional.

#### Contract liability

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

#### Trade Receivable

A trade receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due)."

### (i) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with.

Monetary Government grants, whose primary condition is that the Group should purchase, construct or otherwise acquire non current assets and are recognized and disclosed as 'deferred income' under non-current liability in the Balance Sheet and transferred to the Statement of Profit and Loss on a systematic and rational basis over the useful lives of the related assets.

All Non-monetary grants received are recognized for both asset and grant at nominal value.

### (j) Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

#### (i) Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year/period end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

#### (ii) Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in consolidated financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### (k) Business combination

Business Combination has been accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Group. The cost of acquisition also includes fair value of any contingent considerations. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at the fair value on the date of acquisition. Transaction costs that the Group incurs in connection with a business combination are expensed as incurred.

Business combinations arising from transfers of interests in entities that are under the common control are accounted for using the pooling of interests method. The assets and liabilities of the combining entities are reflected at their carrying amounts and no adjustments are made to reflect their fair values or recognise any new assets or liabilities. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in capital reserve and presented separately from other capital reserves.

If the initial accounting for a business combination is incomplete by the end of reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amount recognised at that date.

### (l) Leases

#### The Group as a lessee

The Group's lease asset classes primarily consist of leases for long-term period. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date amounts expected to be payable by the group under residual value guarantees
- the exercise price of a purchase option if the group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the group exercising that option"

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs.

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Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### (m) Inventories

#### Basis of Valuation

Inventories are valued at lower of cost and net realizable value after providing cost of obsolescence, if any. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by-item basis.

#### Method of Valuation:

Cost of raw materials has been determined by using moving weighted average cost method and comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

Cost of finished goods and work-in-progress includes direct labour and an appropriate share of fixed and variable production overheads and taxes as applicable. Fixed production overheads are allocated on the basis of normal capacity of production facilities. Cost is determined on moving weighted average basis. Cost of traded goods has been determined by using moving weighted average cost method and comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

Valuation of finished goods and traded goods are valued at cost or net realizable value whichever is less. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories.

### (n) Impairment of non-financial assets

The Group assesses at each year end whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Group estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

### (o) Provisions and contingent liabilities

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present

## Summary of material accounting policies and other explanatory information

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obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

### (p) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purposes of the cash flow statement, cash and cash equivalents include balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft.

### (q) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### (r) Financial assets

#### (I) Initial recognition and measurement

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

#### (II) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- a) at amortized cost; or
- b) at fair value through other comprehensive income; or
- c) at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

**Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

**Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

**Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

**Equity instruments:** All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

#### (III) Impairment of financial assets



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In accordance with Ind AS 109, Financial Instruments, the Group applies Expected Credit Loss ('ECL') model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as impairment gain/loss on financial assets in the Statement of Profit and Loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the group does not reduce impairment allowance from the gross carrying amount.

### (IV) Derecognition of financial assets

A financial asset is derecognized only when

- a) the rights to receive cash flows from the financial asset is transferred or
- b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

## (ii) Financial liabilities

### (I) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

### (II) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

**Borrowing Cost:** Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### (III) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

### (iii) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

### (s) Employee Benefits

#### (i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

#### (ii) Other long-term employee benefit obligations

##### (I) Defined contribution plan

Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

##### (II) Defined benefit plans

###### Gratuity

The Group provides for gratuity, a defined benefit plan (the 'Gratuity Plan') covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the other comprehensive income in the year in which they arise.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The estimated future payments which are denominated in a currency other than INR, are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

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The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost."

### Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the statement of profit and loss in the year in which they arise. Leaves under define benefit plans can be encashed only on discontinuation of service by employee.

### (iii) Share-based payments

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Companies' best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The holding company has established an Employee Stock Option Plan , SMEL Performance Scheme (ESOP 2023) on 25 September 2023 and SMEL Loyalty Scheme on 25 September 2023, which extends to the employees of subsidiary company namely Shyam Sel and Power Limited ('SSPL'). The ESOP is administered by the 'Shyam Metalics Employee Welfare Trust.

In accordance with the guidance provided under Ind AS 102 – Share-based Payment, the fair value of the stock options granted to employees of the wholly owned subsidiary Company is recognized as an increase in the share option outstanding account over the vesting period, with a corresponding increase in financial asset. The expense is recognized based on the fair value of the options at the grant date.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### (t) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Group's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

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### (u) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of directors monitors the operating results of all product segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the Summary Statements.

The operating segments have been identified on the basis of the nature of products/services. Further:

- i. Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter - segment revenue. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result.
- ii. Expenses which relate to the Group as a whole and not allocable to segments are included under un-allocable expenditure.
- iii. Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.
- iv. Segment results includes margins on inter-segment sales which are reduced in arriving at the profit before tax of the Group.
- v. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.
- vi. Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated business.
- vii. All amounts disclosed in consolidated financial statements and notes have been rounded off as per requirement of Schedule III of the Act, unless otherwise stated.

### 1C Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

#### (a) Useful lives of property, plant and equipment, right-of-use assets and intangible assets

The Group reviews the useful life of property, plant and equipment, right-of-use assets and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation and amortisation expense in future periods.

#### (b) Deferred tax assets

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

#### (c) Provisions and contingent liabilities

A provision is recognised when the Group has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the consolidated financial statements.



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### (d) Share-based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

### (e) Fair value measurements of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including Discounted Cash Flow Model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risks, credit risks and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### (f) Defined benefit plans (gratuity benefits and compensated absences)

The cost of the defined benefit plans such as gratuity and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each year end.

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. For details refer Note 39.

## 1D New Standards, Interpretations and Amendments Adopted by the Group

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS 117-Insurance Contracts and amendments to Ind AS 116 –Leases, relating to sale and leaseback transactions, applicable from April 1, 2024. The Group has assessed that there is no significant impact on its consolidated financial statements

On 09 May 2025, MCA notified the amendments to Ind AS 21-Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after 01 April 2025. The Group is currently assessing the probable impact of these amendments on its consolidated financial statements.

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### 2. Property, Plant and Equipment

Description	Gross carrying amount				Accumulated depreciation				Net block
	As at 01 April 2024	Additions	Disposals/ Adjustment	As at 31 March 2025	As at 01 April 2024	Depreciation	Disposals/ Adjustment	As at 31 March 2025	As at 31 March 2025
Freehold Land	309.00	46.42	0.13	355.29	-	0.03	-	0.03	355.26
Buildings	1,020.12	732.80	-	1,752.92	384.74	91.45	-	476.19	1,276.73
Plant and Equipment	5,713.55	2,286.89	-	8,000.44	2,845.76	603.44	-	3,449.20	4,551.24
Furniture and Fixtures	4.73	0.01	-	4.74	3.37	0.25	-	3.62	1.12
Vehicles	16.86	0.75	0.06	17.55	7.14	2.38	0.05	9.47	8.08
Office Equipment	13.47	4.09	-	17.56	10.38	2.92	-	13.30	4.26
<b>Total</b>	<b>7,077.73</b>	<b>3,070.96</b>	<b>0.19</b>	<b>10,148.50</b>	<b>3,251.39</b>	<b>700.47</b>	<b>0.05</b>	<b>3,951.81</b>	<b>6,196.69</b>

Description	Gross carrying amount				Accumulated depreciation				Net block
	As at 01 April 2023	Additions	Disposals/ Adjustment	As at 31 March 2024	As at 01 April 2023	Depreciation	Disposals/ Adjustment	As at 31 March 2024	As at 31 March 2024
Freehold Land	275.06	38.92	4.98	309.00	-	-	-	-	309.00
Buildings	947.75	109.40	37.03	1,020.12	339.53	63.70	18.49	384.74	635.38
Plant and Equipment	4,520.85	1,209.55	16.85	5,713.55	2,326.92	533.40	14.56	2,845.76	2,867.80
Furniture and Fixtures	4.46	0.13	(0.14)	4.73	3.01	0.40	0.04	3.37	1.36
Vehicles	13.54	4.41	1.09	16.86	5.55	1.86	0.27	7.14	9.72
Office Equipment	10.66	2.96	0.15	13.47	8.61	1.88	0.11	10.38	3.09
<b>Total</b>	<b>5,772.32</b>	<b>1,365.37</b>	<b>59.96</b>	<b>7,077.73</b>	<b>2,683.62</b>	<b>601.24</b>	<b>33.47</b>	<b>3,251.39</b>	<b>3,826.35</b>

#### Notes:

- (a) Refer note 41 for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- (b) Refer notes 20 for information on property, plant and equipment pledged as security by the Group.

### 3. Right-of-use assets

Description	Gross carrying amount				Accumulated depreciation				Net block
	As at 01 April 2024	Additions	Disposals/ Adjustment	As at 31 March 2025	As at 01 April 2024	Depreciation	Disposals/ Adjustment	As at 31 March 2025	As at 31 March 2025
Building	4.78	0.82	0.46	5.14	4.07	0.72	0.50	4.29	0.85
Land	82.69	-	-	82.69	10.78	1.34	-	12.12	70.57
<b>Total</b>	<b>87.47</b>	<b>0.82</b>	<b>0.46</b>	<b>87.83</b>	<b>14.85</b>	<b>2.06</b>	<b>0.50</b>	<b>16.41</b>	<b>71.42</b>

Description	Gross carrying amount				Accumulated depreciation				Net block
	As at 01 April 2023	Additions	Disposals/ Adjustment	As at 31 March 2024	As at 01 April 2023	Depreciation	Disposals/ Adjustment	As at 31 March 2024	As at 31 March 2024
Building	4.78	-	-	4.78	3.22	0.85	-	4.07	0.71
Land	84.01	5.36	6.68	82.69	9.23	1.55	-	10.78	71.91
<b>Total</b>	<b>88.79</b>	<b>5.36</b>	<b>6.68</b>	<b>87.47</b>	<b>12.45</b>	<b>2.40</b>	<b>-</b>	<b>14.85</b>	<b>72.62</b>

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 3. Right-of-use assets (Contd..)

#### Notes:

- (a) The Group as a lessee has obtained certain assets such as immovable properties on various leasing arrangements for the purposes of business operations. With the exception of short-term leases and leases of low value underlying assets, each lease is reflected on the balance sheet as a right-to-use asset and a lease liability. Variable lease payment which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right-of-use assets. The Group has presented its right-of-use assets separately from other assets. Each lease generally imposes a restriction that unless there is a contractual right for the Group to sub-lease the asset to another party, the right-of-use asset can only be used by the Group. Some lease contain an option to extend the lease for a further term.
- (b) Additional information on extension/ termination options: Extension and termination options are included in a number of property lease arrangements of the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable based on consent of the Group.
- (c) There are no leases which are yet to commence as on 31 March 2025 (31 March 2024: nil).
- (d) Lease payments, not included in measurement of liability: The Group has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The expense relating to payments not included in the measurement of the lease liability is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Short-term leases	56.21	51.68
	<b>56.21</b>	<b>51.68</b>

- (e) Total undiscounted future lease payments relating to underlying leases are as follows:

Particulars	Within 1 year	1-2 years	2-5 years	More than 5 years	Total
<b>As at 31 March 2025</b>					
Lease payments	1.63	1.60	2.41	45.79	51.44
	<b>1.63</b>	<b>1.60</b>	<b>2.41</b>	<b>45.79</b>	<b>51.44</b>
<b>As at 31 March 2024</b>					
Lease payments	1.47	1.55	2.37	45.92	51.31
	<b>1.47</b>	<b>1.55</b>	<b>2.37</b>	<b>45.92</b>	<b>51.31</b>

- (f) Amount recognised in the Balance sheet:

Particulars	As at 31 March 2025	As at 31 March 2024
<b>(i) Right-of-use assets</b>		
Buildings	0.85	0.71
Land	70.57	71.91
	<b>71.42</b>	<b>72.62</b>
<b>(ii) Lease liabilities</b>		
Non-current	8.37	8.42
Current	1.60	1.05
	<b>9.97</b>	<b>9.47</b>

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 3. Right-of-use assets (Contd..)

(g) Amount recognised in the Statement of Profit and Loss:

Particulars	As at 31 March 2025	As at 31 March 2024
Depreciation and amortisation expense	2.06	2.40
Interest expense (included in finance cost)	0.92	1.12
Gain on cancellation of lease agreements	-	-
	<b>2.98</b>	<b>3.52</b>

(h) Movement in lease liabilities:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance as at the beginning of the year	9.47	9.92
Additions during the year	1.19	0.40
Finance cost accrued during the year	0.92	1.12
Payment of lease liabilities for the year	(1.61)	(1.97)
<b>Balance as at the end of the year</b>	<b>9.97</b>	<b>9.47</b>

### 4. Capital work-in-progress

Particulars	As at 01 April 2024	Additions during the year	Capitalizations / Adjustments	As at 31 March 2025
Capital work-in-progress	3,764.08	1,832.96	2,888.63	2,708.41
<b>Total</b>	<b>3,764.08</b>	<b>1,832.96</b>	<b>2,888.63</b>	<b>2,708.41</b>

Particulars	As at 01 April 2023	Additions during the year	Capitalizations / Adjustments	As at 31 March 2024
Capital work-in-progress	2,769.46	1,875.61	880.99	3,764.08
<b>Total</b>	<b>2,769.46</b>	<b>1,875.61</b>	<b>880.99</b>	<b>3,764.08</b>

Notes:

#### (a) Ageing schedule of Capital work-in-progress

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>For the year ended 31 March 2025</b>					
Projects in progress	882.16	516.42	175.52	1,134.31	2,708.41
<b>For the year ended 31 March 2024</b>					
Projects in progress	1,814.26	737.02	32.48	1,180.32	3,764.08

(b) There are no projects as capital work-in-progress as at 31 March 2025 and 31 March 2024, whose completion is overdue or cost of which has exceeds in comparison to its original plan or which has been temporarily suspended.

(c) ₹ 96.40 crores (31 March 2024: ₹ 89.03 crores) of borrowing costs has been capitalised during the year against qualifying assets under construction using a capitalisation rate of 6.35% (31 March 2024: 6.29%).



## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 5. Other intangible assets

Description	Gross carrying amount				Accumulated depreciation				Net block
	As at 01 April 2024	Additions	Disposals/ Adjustment	As at 31 March 2025	As at 01 April 2024	Depreciation	Disposals/ Adjustment	As at 31 March 2025	As at 31 March 2025
Software	11.72	0.69	-	12.41	7.54	1.54	-	9.08	3.33
Technology	146.70	-	-	146.70	54.36	7.10	-	61.46	85.24
<b>Total</b>	<b>158.42</b>	<b>0.69</b>	<b>-</b>	<b>159.11</b>	<b>61.90</b>	<b>8.64</b>	<b>-</b>	<b>70.54</b>	<b>88.57</b>

Description	Gross carrying amount				Accumulated depreciation				Net block
	As at 01 April 2023	Additions	Disposals/ Adjustment	As at 31 March 2024	As at 01 April 2023	Depreciation	Disposals/ Adjustment	As at 31 March 2024	As at 31 March 2024
Software	8.32	3.40	-	11.72	6.47	1.07	-	7.54	4.18
Technology	146.85	-	0.15	146.70	3.03	51.33	-	54.36	92.34
<b>Total</b>	<b>155.17</b>	<b>3.40</b>	<b>0.15</b>	<b>158.42</b>	<b>9.50</b>	<b>52.40</b>	<b>-</b>	<b>61.90</b>	<b>96.52</b>

### 6. Investments in associates and joint ventures

The Group has no material associates and joint venture entity as at 31 March 2025. The aggregate summarised financial information in respect of the Group's immaterial associates and joint venture entities are accounted for using the equity method is as below:

Particulars	Ownership	Face Value (₹ per share)	Number of shares		Value	
			As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Investment in equity instrument - unquoted						
Investments in Associates						
Meghana Vyapaar Private Limited	33.51%	10	1,00,000	1,00,000	2.22	0.50
Kolhan Complex Private Limited	41.28%	10	1,33,400	1,33,400	1.20	1.20
Investment in Joint venture entities						
MJSJ Coal Limited	9.00%	10	85,59,000	85,59,000	8.56	8.56
Less Provision for impairment in value of investments					(8.56)	(8.56)
Kalinga Energy & Power Limited	50.00%	10	1,25,000	1,25,000	0.13	0.13
<b>Total</b>					<b>3.55</b>	<b>1.83</b>

#### Note:

- The above entities have share capital consisting solely of equity shares, which are held directly by the Group. The proportion of ownership interest is the same as the proportion of voting rights held.
- The Group has agreement with the above entities that the profits of these entities cannot be distributed without the Company's consent. The Company does not foresee giving such consent at the reporting date.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 7. Investments

#### (a) Non-current investments

Particulars	Face Value (₹ per share)	Number of shares		Value	
		As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
<b>Investments in Others</b>					
<b>(i) Investment in equity shares</b>					
(Unquoted, measured at fair value through Other Comprehensive income)					
Dorite Tracon Private Limited	10	7,30,000	7,30,000	63.32	51.76
Narantak Dealcomm Limited	10	16,41,088	16,41,088	249.05	135.31
Subhlabh Commercials Private Limited	10	1,01,350	1,01,350	2.69	3.54
Shubham Capital Private Limited	10	3,57,000	3,57,000	37.22	28.01
Karva Automart Limited	10	10,000	10,000	0.03	0.03
				<b>352.31</b>	<b>218.65</b>
<b>(ii) Investment in Government Securities</b>				0.10	0.10
(Unquoted, carried at amortised cost)					
<b>(iii) Investments in Debentures/Bonds</b>				572.44	498.58
(Quoted, carried at amortised cost)					
<b>(iv) Investments in Bonds/ALF/Debentures</b>				357.70	281.58
(Quoted, measured at fair value through profit or loss)					
<b>(v) Investment in Mutual Funds</b>				22.00	10.17
(Quoted, measured at fair value through profit or loss)					
Less: Current maturities of non-current investments				<b>(14.57)</b>	-
				<b>1,289.98</b>	<b>1,009.08</b>

#### Additional note:

Particulars	As at 31 March 2025	As at 31 March 2024
Aggregate carrying value of unquoted investments	352.41	218.75
Aggregate carrying value of quoted investments	937.57	790.33
Aggregate market value of quoted investments	937.57	790.33

#### (b) Current investments

Particulars	Face Value (₹ per share)	Number of shares		Value	
		As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
<b>(i) Investment in equity shares</b>					
(Quoted, measured at fair value through Other Comprehensive income)					
Bajaj Finance Limited	1	2,500	6,547	2.24	4.74
Brookfield India Real Estate Trust REIT	274	58,400	58,400	10.90	1.49
Powergrid Infrastructure Investment Trust	100	5,41,200	5,41,200	4.11	5.13
Reliance Industries	10	18,000	-	2.30	-
				<b>19.55</b>	<b>11.36</b>
<b>(ii) Investment in Bonds/Debentures</b>				143.36	309.24
(Quoted, carried at amortised cost)					

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 7. Investments (Contd..)

Particulars	Face Value (₹ per share)	Number of shares		Value	
		As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
<b>(iii) Investment in Bonds/Debentures</b>				-	53.06
(Unquoted, carried at amortised cost)					
<b>(iv) Investment in Mutual Funds</b>				646.96	877.30
(Quoted, measured at fair value through profit or loss)					
Add: Current maturities of non current investments				14.57	-
				<b>824.44</b>	<b>1,250.96</b>

#### Additional notes:

Particulars	As at 31 March 2025	As at 31 March 2024
Aggregate carrying value of unquoted investments	-	53.06
Aggregate carrying value of quoted investments	824.44	1,197.90
Aggregate market value of quoted investments	824.44	1,197.90

#### Notes:

- Investments at fair value through Other Comprehensive Income (OCI) (fully paid) reflect investment in unquoted equity securities. These equity shares are designated as FVTOCI as they are not held for trading purpose and are not in similar line of business as the Company. Thus disclosing their fair value fluctuation in profit and loss will not reflect the purpose of holding.
- A description of the Company's financial instrument risks, including risk management objectives and policies is given in Note 43. The methods used to measure financial assets reported at fair value are described therein.
- The debt securities including bonds and debentures are meeting Solely Payment of Principal and Interest (SPPI) test and are held in a business model whose objective is to hold the investment till maturity are designated as amortised cost.
- There were no impairment in investments for the year ended 31 March 2025 (31 March 2024 - Nil).
- Investments amounting to ₹ 115 Crores (31 March 2024: ₹ 101.00 Crores) are kept as lien with banks in the nature of Corporate Guarantee for the purpose of Bank Guarantee in related companies.

Particulars	Name of the entity	Amount involved	
		As at 31 March 2025	As at 31 March 2024
IDFC First Bank Limited	Shree Venkateshwara Electrocast Private Limited	25.00	25.00
Axis Bank Limited	Shree Venkateshwara Electrocast Private Limited	40.00	40.00
ICICI Bank Limited	SMEL Steel Structural Private limited	50.00	-
ICICI Bank Limited	Meadow Housing Private Limited	-	26.00
ICICI Bank Limited	Andhra Minmet Private Limited	-	5.00
ICICI Bank Limited	Glowing Realty Private Limited	-	5.00
		<b>115.00</b>	<b>101.00</b>

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 8. Other financial assets (non-current)

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Unsecured, considered good</b>		
Security deposits (Long Term)	14.99	16.19
Bank deposits with maturity more than 12 months	8.63	0.09
	<b>23.62</b>	<b>16.28</b>

#### Notes:

(a) Fixed Deposits includes balances amounting to ₹ 8.63 Crores (31 March 2024 : ₹ 0.07 Crores) held as margin money.

### 9. Non-current tax assets

Particulars	As at 31 March 2025	As at 31 March 2024
Advance tax (net of provisions amounting to ₹ 925.54 crores (31 March 2024: ₹ 482.82 crores))	167.10	342.74
<b>Total</b>	<b>167.10</b>	<b>342.74</b>

### 10. Other non-current assets

Particulars	As at 31 March 2025	As at 31 March 2024
<b>(Unsecured, considered good)</b>		
Capital advances (Long Term)	225.25	157.60
Deposits against demands under dispute	7.77	14.34
Advance to employees [refer note (a) below]	2.80	1.05
Prepaid expenses	0.10	0.10
Others	0.34	-
<b>Total</b>	<b>236.26</b>	<b>173.09</b>

#### Note:

(a) Advance to employees are advances made to directors and their relative (refer note 42).

### 11. Inventories

Particulars	As at 31 March 2025	As at 31 March 2024
<b>(Valued at lower of cost and net realisable value)</b>		
Raw materials	1,413.69	1,137.94
Work-in-progress	2.54	1.03
Finished goods	962.65	626.62
Stores and spares	366.40	223.48
Stock-in-trade	5.91	4.22
By-products	238.80	176.90
Less: Provision for slow and non-moving items	(4.55)	(2.29)
<b>Total</b>	<b>2,985.44</b>	<b>2,167.90</b>



## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 11. Inventories (Contd..)

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Included above, goods-in-transit:</b>		
Raw materials	133.62	87.99
Stores and spares	0.79	-
Finished goods	42.80	22.49
	<b>177.21</b>	<b>110.48</b>

#### Notes:

- (a) Refer note 20 for information on inventories pledged as security by the Group.
- (b) During the year ended 31 March 2025, ₹ 7.77 crores (31 March 2024: ₹ 0.83 Crores) was recognized as expense for inventories recorded at net realizable value.
- (c) The movement in provision for slow and non-moving items is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	2.29	-
Additions	2.26	2.29
<b>Closing Balance</b>	<b>4.55</b>	<b>2.29</b>

### 12. Trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Secured, considered good	268.64	332.40
Unsecured, considered good	523.87	375.48
Credit impaired	20.53	21.71
	<b>813.04</b>	<b>729.59</b>
Less: Allowance for expected credit losses	(20.53)	(21.71)
	<b>792.51</b>	<b>707.88</b>

#### Notes:

- (a) In determining the allowances for credit losses of trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.
- (b) There are no trade or other receivable which are either due from directors or other officers of the Group either severally or jointly with any other person.
- (c) Trade receivable ageing:

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31 March 2025:</b>							
<b>Undisputed:</b>							
- Considered good	-	755.36	21.90	9.52	5.57	0.16	792.51
- Significant increase in credit risk	-	-	-	-	-	-	-
- Credit impaired	-	5.23	2.23	2.33	2.58	0.47	12.84

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 12. Trade receivables (Contd..)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
<b>Disputed:</b>							
- Considered good	-						-
- Significant increase in credit risk	-						-
- Credit impaired	-	0.07	0.25	4.69	0.83	1.85	7.69
<b>Total (A)</b>	-	<b>760.66</b>	<b>24.39</b>	<b>16.54</b>	<b>8.98</b>	<b>2.48</b>	<b>813.04</b>
Less: Allowance for expected credit loss	-	5.30	2.48	7.02	3.41	2.32	20.53
Less: Allowance for credit impairment	-	-	-	-	-	-	-
<b>Total (B)</b>	-	<b>5.30</b>	<b>2.48</b>	<b>7.02</b>	<b>3.41</b>	<b>2.32</b>	<b>20.53</b>
<b>Total (A-B)</b>	-	<b>755.36</b>	<b>21.91</b>	<b>9.52</b>	<b>5.57</b>	<b>0.16</b>	<b>792.51</b>
<b>As at 31 March 2024:</b>							
<b>Undisputed:</b>							
- Considered good	-	676.95	26.67	0.72	-	0.16	704.50
- Significant increase in credit risk	-	-	-	-	-	-	-
- Credit impaired	-	-	2.27	5.57	3.29	-	11.13
<b>Disputed:</b>							
- Considered good	-	0.31	0.96	0.40	1.71	-	3.38
- Significant increase in credit risk	-	-	-	-	-	-	-
- Credit impaired	-	-	5.31	1.99	1.40	1.88	10.58
<b>Total (A)</b>	-	<b>677.26</b>	<b>35.21</b>	<b>8.68</b>	<b>6.40</b>	<b>2.04</b>	<b>729.59</b>
Less: Allowance for expected credit loss	-	-	8.02	6.57	5.24	1.88	21.71
Less: Allowance for credit impairment	-	-	-	-	-	-	-
<b>Total (B)</b>	-	-	<b>8.02</b>	<b>6.57</b>	<b>5.24</b>	<b>1.88</b>	<b>21.71</b>
<b>Total (A-B)</b>	-	<b>677.26</b>	<b>27.19</b>	<b>2.11</b>	<b>1.16</b>	<b>0.16</b>	<b>707.88</b>

#### Notes:

- (d) The movement in allowances for expected credit losses as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	21.71	3.60
Additions	-	18.11
Write off (net of recoveries)	(1.18)	-
<b>Closing Balance</b>	<b>20.53</b>	<b>21.71</b>

### 13. Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Balance with banks	61.09	36.74
Cash on hand	2.04	1.67
Cheques, drafts on hand	-	0.99
Fixed Deposits with maturity less than 3 months	-	0.02
<b>Total</b>	<b>63.13</b>	<b>39.42</b>

#### Notes:

- (a) Balances in current account for the year ended 31 March 2025 includes Nil held in Escrow Account to meet IPO Expenses (31 March 2024: ₹ 0.07 Crores)

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 14 Bank balances other than cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Earmarked balances with banks</b>		
Unpaid dividend	0.16	0.09
Fixed Deposits with remaining maturity for less than 3 months (Refer note (a) below)	3.33	3.70
Fixed Deposits with remaining maturity for more than 3 months but less than 12 months (Refer note (a) below)	1.63	7.26
<b>Total</b>	<b>5.12</b>	<b>11.05</b>

**Note:**

(a) Fixed Deposits includes balances amounting to ₹ 4.96 Crores (31 March 2024 : ₹ 6.33 Crores) held as margin money.

### 15 Loans (Current)

Particulars	As at 31 March 2025	As at 31 March 2024
<b>(Unsecured, considered good)</b>		
Loan to body corporates - Considered good	3.69	4.55
<b>Total</b>	<b>3.69</b>	<b>4.55</b>

### 16. Other financial assets (current)

Particulars	As at 31 March 2025	As at 31 March 2024
<b>(Unsecured, considered good)</b>		
Security deposits (Short Term)	6.62	18.90
Interest accrued and due on fixed deposits	1.73	0.49
Interest accrued on Bonds	1.86	-
Interest accrued and due on security deposits	0.78	0.78
Earnest money deposit	0.01	0.06
Subsidy and incentive receivable [refer note (a) below]	57.16	60.29
Less: Provision for subsidy and incentive receivable	(20.44)	(16.66)
Mark-to-market impact on forward contract	2.56	-
Others	-	3.59
<b>Total</b>	<b>50.28</b>	<b>67.45</b>

**Notes:**

(a) One of the subsidiary company has outstanding balances with respect to claims receivable from Government of West Bengal under its erstwhile subsidy schemes. Considering the lapse of time and uncertainty about the timing of the recovery of the incentive amounts, the subsidiary company, on a prudent basis has recorded a provision for time value of money amounting to ₹ 3.78 crores (31 March 2024: nil) determined based on the Expected Credit Loss methodology as per Ind AS 109 'Financial Instruments'.

(b) The movement for provision for subsidy and incentive receivable is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	16.66	-
Additions	3.78	16.66
<b>Closing Balance</b>	<b>20.44</b>	<b>16.66</b>

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 17. Other current assets

Particulars	As at 31 March 2025	As at 31 March 2024
<b>(Unsecured, considered good)</b>		
Advances other than capital advances:		
- against goods and services	599.19	645.75
Prepaid expenses	1.91	10.01
Advances to employees	7.15	6.00
Balances with statutory authorities	197.17	177.33
<b>Total</b>	<b>805.42</b>	<b>839.09</b>

(a) Refer note 42 for Related Party Transactions and outstanding balance.

### 18. Equity Share Capital

#### a) Authorised

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Authorised Capital</b>		
400,000,000 (31 March 2024 - 400,000,000) Equity Shares of ₹ 10 each	400.00	400.00
<b>Total</b>	<b>400.00</b>	<b>400.00</b>

#### b) Issued, subscribed and paid-up Share Capital

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Issued, subscribed &amp; fully paid-up Capital</b>		
278,223,162 (31 March 2024 - 278,038,567) equity shares of ₹ 10 each	278.22	278.04
<b>Total</b>	<b>278.22</b>	<b>278.04</b>

#### c) Reconciliation of equity shares outstanding at the end of the reporting period

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of shares	₹ in Crores	No. of shares	₹ in Crores
Equity shares at the beginning of the year	27,80,38,567	278.04	25,50,80,688	255.08
Add: Shares issued during the year [refer note (i) below]	-	-	2,40,51,165	24.05
Less: Adjustment for shares purchased by ESOP trust [refer note (ii) below]	-	-	(10,93,286)	(1.09)
Add: Adjustment for stock options exercised during the year	1,84,595	0.18		
<b>Equity shares at the end of the year</b>	<b>27,82,23,162</b>	<b>278.22</b>	<b>27,80,38,567</b>	<b>278.04</b>

#### (i) Qualified Institutional Placements:

During the previous year ended 31 March 2024 the holding company had issued 24,051,165 equity shares of face value of ₹ 10 each to 38 qualified institutional buyers at the issue price of ₹ 576/- per equity share (including a premium of ₹ 566/- per equity share) aggregating to ₹ 1,385.35 crores. The aforesaid issuance of equity shares was made through a Qualified Institutions Placement ("QIP") in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, Section 42, Section 62, and other relevant provisions of the Companies Act, 2023 (as amended). Pursuant to the Qualified Institutional Placement, the paid-up equity share capital of the holding company was increased to ₹ 278.04 crores comprising of 278,038,567 fully paid-up equity shares, net of shares held by ESOP trust as on 31 March 2024.



## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 18. Equity Share Capital

#### (ii) Shyam Metalics Employees Welfare Trust:

During the previous year ended 31 March 2024 the holding company had formed Shyam Metalics Employee Welfare Trust ("Trust") for the implementation of its ESOP scheme. The Trust had acquired 1,093,286 shares from the market, which was accordingly presented on a net basis. During the year ended 31 March 2025, the Trust has transferred 184,595 number of equity shares to the eligible employees of the group pursuant to the exercise of vested stock options which were granted to them by the Group vide its 'SMEL Performance ESOP Scheme (ESOP 2023)', and 'SMEL Loyalty Scheme (ESOP II- 2023) (refer note 40).

**Proceeds from Qualified Institutional Placements made during the year ended 31 March 2024 have been utilised in the following manner:**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Proceeds from the issue of shares during the year	-	1,385.35
<b>- Utilisation during the year:</b>		
(i) Issue Related Expense	-	6.08
(ii) Expenses towards general corporate purposes	-	172.62
(iii) Repayment and/or prepayment in full or in part, of certain borrowings availed by the company	-	609.65
(iv) Investment into material subsidiary Shyam Sel and Power Limited for repayment and/or prepayment in full or in part of certain outstanding borrowings availed in SSPL	-	597.00
<b>Total Amount utilised</b>	<b>-</b>	<b>1,385.35</b>
- Unutilized as at the end of the year	-	-

#### d) Rights/preferences/restrictions attached to equity shares

- The Holding Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Group declares and pays dividends in Indian Rupees.
- In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### e) Particulars of shareholders holding more than 5% shares of a class of shares

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number of shares	% of shareholding	Number of shares	% of shareholding
<b>Equity shares of ₹ 10 each fully paid up, held by:</b>				
Subham Buildwell Private Limited	6,10,28,420	21.86%	6,10,28,420	21.86%
Narantak Dealcomm Limited	4,32,23,170	15.48%	4,32,23,170	15.48%
Subham Capital Private Limited	4,07,85,620	14.61%	4,07,85,620	14.61%
Brij Bhushan Agarwal	2,32,84,820	8.34%	2,32,84,820	8.34%
Kalpataru Housefin & Trading Private Limited	2,14,02,157	7.67%	2,14,02,157	7.67%
Dorite Tracon Private Limited	1,42,16,273	5.09%	1,42,16,273	5.09%

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 18. Equity Share Capital (Contd..)

#### f) Shareholding of promoters are as follows:

Particulars	As at 31 March 2025			As at 31 March 2024		
	No. of Shares	% of total shares	% change during the year	No of Shares	% of total shares	% change during the year
<b>Promoters:</b>						
Subham Buildwell Private Limited	6,10,28,420	21.86%	0.00%	6,10,28,420	21.86%	(13.48%)
Narantak Dealcomm Limited	4,32,23,170	15.48%	0.00%	4,32,23,170	15.48%	(15.07%)
Subham Capital Private Limited	4,07,85,620	14.61%	0.00%	4,07,85,620	14.61%	0.00%
Kalpataru Housefin & Trading Private Limited	2,14,02,157	7.67%	0.00%	2,14,02,157	7.67%	0.00%
Dorite Tracon Private Limited	1,42,16,273	5.09%	0.00%	1,42,16,273	5.09%	0.00%
Top Light Mercantiles Private Limited	6,98,750	0.25%	0.00%	6,98,750	0.25%	0.00%
Brij Bhushan Agarwal	2,32,84,820	8.34%	0.00%	2,32,84,820	8.34%	0.00%
Sanjay Kumar Agarwal	31,580	0.01%	0.00%	31,580	0.01%	0.00%
Mahabir Prasad Agarwal	2,525	0.00%	0.00%	2,525	0.00%	0.00%
<b>Promoter's Group:</b>						
Brij Bhushan Agarwal HUF	22,50,000	0.81%	0.00%	22,50,000	0.81%	0.00%
Mittu Agarwal	11,33,750	0.41%	0.00%	11,33,750	0.41%	0.00%
Sangita Agarwal	45,000	0.02%	0.00%	45,000	0.02%	0.00%
Kirandevi Vimal Agrawal	45,176	0.02%	0.39%	45,000	0.02%	0.00%
Anita Jhunjunwala	45,000	0.02%	0.00%	45,000	0.02%	0.00%
Pushpa Mittal	-	0.00%	(100.00%)	1,415	0.00%	NA
Vikash Mittal	-	0.00%	(100.00%)	1,081	0.00%	NA
Neha Gupta	-	0.00%	(100.00%)	3,150	0.00%	NA
Bajrang Lal Agarwal	2,500	0.00%	0.00%	2,500	0.00%	0.00%

g) No class of shares have been issued as bonus shares or for consideration other than cash by the Company during the period of five years immediately preceding the current year end.

#### h) Shares reserved for issue under options

For details of shares reserved for issue under the Share based payment plan of the Group, please refer note 40.

i) No class of shares have been bought back by the Group during the period of five years immediately preceding the current year end.

#### j) Dividends

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividend are recorded as a liability on the date of declaration by the Group's Board of Directors. Income tax consequences of dividends on financial instruments classified as equity will be recognized according to where the entity originally recognized those past transactions or events that generated distributable profits.

The Group declares and pays dividends in Indian Rupees. Companies are required to pay/ distribute dividend after applicable withholding income taxes. The remittance of dividends outside India is generally governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

The amount of per share dividend recognized as distribution to equity shareholders in accordance with Companies Act 2013 is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Final dividend for year ended 31 March 2025 (₹ 2.25 per share) [refer note (i) below]	62.60	-
Interim dividend for year ended 31 March 2025 (₹ 2.25 per share)	62.56	-
Final dividend for year ended 31 March 2024 (₹ 2.70 per share)	-	75.07
Interim dividend for year ended 31 March 2024 (₹ 1.80 per share)	-	45.91

#### Note:

- This is subject to approval by the members of the Holding Company in the upcoming annual general meeting.
- Out of the total dividend distributed in FY 2022-23, 2023-24 and 2024-25 an amount of ₹ 0.16 Crores (31 March 2024: ₹ 0.09 Crores) is unpaid and is lying in our bank accounts earmarked for dividend payment.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 19. Other equity

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Reserves and surplus</b>		
- Capital Reserve	1,023.22	1,023.22
- Retained Earnings	6,840.42	6,071.94
- Securities premium	2,139.58	2,139.58
- Other reserves	4.45	4.45
- ESOP Trust Reserve	(37.94)	(45.92)
- Share options outstanding account	12.76	7.40
<b>Other reserves</b>		
- Equity instruments through other comprehensive income ('OCI')	292.62	167.96
	<b>10,275.11</b>	<b>9,368.63</b>

#### Notes:

- (a) **Capital Reserve:** Capital reserve has been created to set aside gains of capital nature from amalgamation and merger. It is utilised in accordance with the provisions of the Companies Act, 2013. Movement for the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at the beginning of the year	1,023.22	1,048.39
Add: Movement for the year	-	(25.17)
<b>Balance as at the end of the year</b>	<b>1,023.22</b>	<b>1,023.22</b>

- (b) **Retained earnings:** Retained earnings represents the profits earned by the Group till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss. Movement for the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at the beginning of the year	6,071.94	5,083.01
Add: Profit for the year	908.10	1,034.79
Add: Other comprehensive income for the year (net of taxes)	(3.60)	0.05
Add: Adjustment for employee stock options exercised during the year	2.15	-
Less: Dividends paid during the year (refer note 18(j))	(138.17)	(45.91)
<b>Balance as at the end of the year</b>	<b>6,840.42</b>	<b>6,071.94</b>

- (c) **Security premium:** Security premium is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Companies Act, 2013. Movement for the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at the beginning of the year	2,139.58	783.44
Add: Movement for the year	-	1,356.14
<b>Balance as at the end of the year</b>	<b>2,139.58</b>	<b>2,139.58</b>

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

- (d) **Other reserves:** Other reserves represents the appropriation of profits earned to reserves. This reserve is not available for capitalisation/declaration of dividend/share buy-back. Movement for the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at the beginning of the year	4.45	4.45
Add: Movement for the year	-	-
<b>Balance as at the end of the year</b>	<b>4.45</b>	<b>4.45</b>

- (e) **ESOP Trust Reserve:** ESOP Trust reserve represents the value of securities held by the ESOP trust for the purposes of issuance of shares to employees by the Trust and other income/ expenses included in the Statement of Profit and Loss. Movement for the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at the beginning of the year	(45.92)	-
Add: Reserves created during the year	-	(45.92)
Add: Proceeds from exercise of employee stock options (Refer note 40)	7.98	-
<b>Balance as at the end of the year</b>	<b>(37.94)</b>	<b>(45.92)</b>

- (f) **Share options outstanding account:** The share options outstanding account is used to recognise the grant date fair value of options issued to employees under Employee stock option plan. Movement for the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at the beginning of the year	7.40	-
Add: Proceeds from exercise of employee stock options	5.36	7.40
<b>Balance as at the end of the year</b>	<b>12.76</b>	<b>7.40</b>

- (g) **Equity instruments through OCI:** The Company has elected to recognise changes in the fair value of certain investments in equity instruments in other comprehensive income. These changes are accumulated within the equity instruments through OCI shown under the head other equity. Movement for the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at the beginning of the year	167.96	101.59
Add: Fair value changes to investments in equity instruments (net of taxes)	124.66	66.37
<b>Balance as at the end of the year</b>	<b>292.62</b>	<b>167.96</b>

## 20. Borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
(Secured)		
<b>Term loan from banks:</b>		
Indian Rupee loan [refer note (a) below]	125.00	229.17
Foreign currency loan [refer note (b) below]	111.19	128.41
Commercial Vehicle Loan [refer note (c) below]	2.67	3.43
	<b>238.86</b>	<b>361.01</b>
Less: Current maturities of non-current borrowings	(83.65)	(104.09)
	<b>155.21</b>	<b>256.92</b>
(Unsecured)		
From Body Corporates	-	11.85
	-	<b>11.85</b>
<b>Total</b>	<b>155.21</b>	<b>268.77</b>



## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 20. Borrowings (Contd..)

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Current</b>		
(Secured, repayable on demand)		
<b>From banks:</b>		
Working capital - Cash Credit [refer note (d) & (f) below]	63.45	3.75
Working capital - Demand Loan [refer note (e) & (f) below]	465.42	210.24
Current maturities of non-current borrowings	83.65	104.09
(Unsecured)		
From Body Corporates	11.10	0.59
From Others	0.63	-
<b>Total</b>	<b>624.25</b>	<b>318.67</b>

#### Notes:

Repayment terms and security disclosure for the outstanding borrowings (including current maturities) as on 31 March 2025 and 31 March 2024:

#### (a) Indian Rupee Loan from banks:

Particulars	Type of Loan	As at 31 March 2025	As at 31 March 2024	Repayment Schedule	Security, Pre-payment and Penalty
HDFC bank	Term Loan	125.00	229.17	HDFC Term Loan of ₹ 250 crores is repayable in equal quarterly instalments starting from 31 January 2024 and ending on 31 October 2026. It carries a rate of interest of 7.39% p.a. which is repayable on a monthly basis.	immovable PPE Factory Land & Building situated at Industrial Growth Centre, Pithampur, District Dhar Plant, Madhya Pradesh. Movable PPE - Plant and Machinery situated at Industrial Growth Centre, Pithampur, District Dhar Plant, Madhya Pradesh.

#### (b) Foreign Currency Loan from banks:

Particulars	Type of Loan	As at 31 March 2025	As at 31 March 2024	Repayment Schedule	Security, Pre-payment and Penalty
Oldenburgische Landesbank AG, Germany	External Commercial Borrowings	111.19	128.41	External Commercial Borrowings of EURO 18,571,830.2 crores has been sanctioned out of which Euro 18,571,830.2 crores has been disbursed until 31 March 2025 (31 March 2024: EURO 16,428,660.20 Crores). The loan is repayable in 15 (equal) half-yearly instalments, commencing from 30 June 2023 till 30 June 2030	Exclusive charge on the property, plant & equipments imported by utilising this loan.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 20. Borrowings (Contd..)

- (c) **Commercial Vehicle loan** - Hire Purchase loans are repayable in monthly instalments and secured by assets purchased there again.
- (d) **Cash credit facilities** - from banks carry interest ranging between 6.68% p.a. - 9.90% p.a. (31 March 2024: 6.70% p.a. - 9.08% p.a.), computed on a daily basis on the actual amount utilised, and are repayable on demand. These are secured by way of hypothecation of the Group's entire current assets (excluding investments) and further secured by second charge on property, plant and equipments of the Group.
- (e) **Working capital demand loan** - has been availed from banks for financing of the working capital requirement for a period of 60 - 90 days. The rate of interest on these facilities ranges between 6.70% p.a. - 12.04% p.a. (31 March 2024: 7.00% p.a. - 7.35% p.a.), fixed and shall be payable at monthly rest on the first day of the subsequent month/maturity, wherever applicable. These are secured by way of hypothecation of the Group's entire current assets (excluding investments) and further secured by second charge on fixed assets of the Group.
- (f) **Security details:**
- Primary security**
- (i) Charge on inventories and trade receivable of the Group along with other current assets (excluding investments) on pari passu basis with working capital bankers.
- Collateral security**
- (i) Hypothecation of the entire movable property, plant & equipments of the Group at Mangalpur unit ranking pari-passu for charge basis with other working capital lenders.
- (ii) 1st pari passu charge by way of equitable mortgage of factory Land & Building of Mangalpur unit admeasuring 10 acres.
- (iii) 2nd pari-passu charge by way of equitable mortgage of factory Land & Building of Jamuria unit admeasuring 309.19 acres.
- (iv) Hypothecation of the entire moveable property, plant & equipment of the Group at Jamuria unit ranking pari-passu second charge basis with other working capitals lenders.
- (v) Hypothecation of the entire movable property, plant & equipment of the Group at new Aluminium Foil unit at Pakuria (except assets specifically charged to equipment financier, i.e., OLB Bank) ranking pari-passu second charge basis with other working capital lenders.
- (vi) Mortgage of factory land and building of the Group measuring about 5.41 acres at the Aluminium Foil unit at Pakuria ranking pari-passu second charge basis with other working capital lenders.
- (g) During the year the Group has not defaulted on any repayment of borrowings.

### 21. Lease liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
- Lease liabilities	8.37	8.42
	<b>8.37</b>	<b>8.42</b>
<b>Current</b>		
- Lease liabilities	1.60	1.05
	<b>1.60</b>	<b>1.05</b>

#### Notes:

- (a) Refer note 3 for detailed disclosures of Ind AS 116.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 22. Other financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
Retention money	84.97	42.93
	<b>84.97</b>	<b>42.93</b>
<b>Current</b>		
Retention money	0.11	1.58
Mark-to-market on forward contracts	-	2.07
Trade deposits	0.30	-
Interest accrued but not due on borrowings	33.50	23.60
Unpaid dividend [refer note below]	0.16	0.09
Creditors for capital goods	596.91	658.09
Employee related payables	50.90	40.63
	<b>681.88</b>	<b>726.06</b>

#### Notes:

These are not yet due for credit into the Investor Education and Protection Fund, in accordance with Section 124 of the Act, as on 31 March 2025 (31 March 2024: Nil)

### 23. Provisions

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
Provision for employee benefits - Gratuity (refer note 39)	31.11	21.01
Provision for employee benefits - Leave encashment	-	0.07
<b>Total</b>	<b>31.11</b>	<b>21.08</b>
<b>Current</b>		
Provision for employee benefits - Gratuity (refer note 39)	1.33	1.47
Provision for employee benefits - Leave encashment	10.16	8.54
Provision for Bonus	0.67	-
<b>Total</b>	<b>12.16</b>	<b>10.01</b>

### 24. Deferred tax

#### (A) Deferred tax asset, net

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Deferred tax liabilities arising on account of:</b>		
Property, plant and equipment and other intangible assets (including right of use assets)	-	61.37
Fair valuation of financial instruments through OCI	-	8.59
Others	-	2.03
<b>Deferred tax assets arising on account of:</b>	<b>-</b>	<b>71.99</b>
Unabsorbed business losses and depreciation	-	82.50
Lease liabilities	-	1.69
Impairment gain/loss on financial assets	-	2.12
Provision for employee benefits	-	3.80
Provision for slow and non-moving items	-	0.47
Provision for subsidy and incentive receivable	-	4.19
Others	-	10.16
	<b>-</b>	<b>104.93</b>
<b>Total deferred tax assets, net</b>	<b>-</b>	<b>(32.94)</b>

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 24. Deferred tax (Contd..)

#### (B) Deferred tax liability, net

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Deferred tax liabilities arising on account of:</b>		
Property, plant and equipment and other intangible assets (including right of use assets)	127.67	64.72
Fair valuation of financial instruments through FVTPL	18.42	8.08
Fair valuation of financial instruments through OCI	48.55	47.72
	<b>194.64</b>	<b>120.52</b>
<b>Deferred tax assets arising on account of:</b>		
Lease liabilities	2.39	0.73
Impairment gain/loss on financial assets	4.76	4.42
Provision for employee benefits	10.55	6.45
Provision for slow and non-moving items	0.99	-
Provision for subsidy and incentive receivable	5.15	-
Others	17.55	0.15
	<b>41.39</b>	<b>11.75</b>
Less: MAT credit entitlement	-	17.36
	<b>153.25</b>	<b>91.41</b>

#### Notes:

(a) Net deferred tax assets / liabilities consists of the following:

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred tax assets	-	(32.94)
Deferred tax liabilities	153.25	91.41
<b>Deferred tax (assets) / liabilities (net)</b>	<b>153.25</b>	<b>58.47</b>

(b) Movement in of deferred tax (assets) / liabilities (net):

Particulars	Balance as at the beginning of the year	Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	Utilisation/ reversal of MAT credit entitlement	Balance as at the end of the year
<b>Year ended 31 March 2025:</b>					
<b>Deferred tax liabilities arising on account of:</b>					
Property, plant and equipment and other intangible assets (including right of use assets)	126.09	1.58	-	-	127.67
Fair valuation of financial instruments through FVTPL	16.67	1.69	0.06	-	18.42
Fair valuation of financial instruments through OCI	49.75	(0.92)	(0.28)	-	48.55
<b>Total deferred tax liabilities</b>	<b>192.51</b>	<b>2.35</b>	<b>(0.22)</b>	<b>-</b>	<b>194.64</b>
<b>Deferred tax assets arising on account of:</b>					
Lease liabilities	2.42	(0.03)	-	-	2.39
Impairment loss on financial assets	6.54	(1.78)	-	-	4.76
Provision for subsidy and incentive receivable	4.19	0.96	-	-	5.15
Provision for employee benefits	10.25	0.80	(0.50)	-	10.55
Provision for slow and non-moving items	0.47	0.52	-	-	0.99
Unabsorbed business losses and depreciation	82.50	(82.50)	-	-	-
Others	10.31	7.24	-	-	17.55
MAT credit entitlement	17.36	-	-	(17.36)	-
<b>Total deferred tax assets</b>	<b>134.04</b>	<b>(74.79)</b>	<b>(0.50)</b>	<b>(17.36)</b>	<b>41.39</b>
<b>Deferred tax (assets) / liabilities (net)</b>	<b>58.47</b>	<b>77.14</b>	<b>0.28</b>	<b>17.36</b>	<b>153.25</b>
<b>Year ended 31 March 2024:</b>					



## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 24. Deferred tax (Contd..)

Particulars	Balance as at the beginning of the year	Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	Utilisation/ reversal of MAT credit entitlement	Balance as at the end of the year
<b>Deferred tax liabilities arising on account of:</b>					
Property, plant and equipment and other intangible assets (including right of use assets)	149.33	(23.24)	-	-	126.09
Fair valuation of financial instruments through FVTPL	3.75	12.92	-	-	16.67
Fair valuation of financial instruments through OCI	27.00	-	20.72	-	47.72
Others	2.03	-	-	-	2.03
<b>Total deferred tax liabilities</b>	<b>182.11</b>	<b>(10.32)</b>	<b>20.72</b>	<b>-</b>	<b>192.51</b>
<b>Deferred tax assets arising on account of:</b>					
Lease liabilities	2.74	(0.32)	-	-	2.42
Impairment loss on financial assets	(0.72)	7.26	-	-	6.54
Provision for subsidy and incentive receivable	-	4.19	-	-	4.19
Provision for employee benefits	7.99	2.04	0.22	-	10.25
Provision for slow and non-moving items	-	0.47	-	-	0.47
Unabsorbed business losses and depreciation	120.38	(37.88)	-	-	82.50
Others	7.64	2.67	-	-	10.31
MAT credit entitlement	41.82	-	-	(24.46)	17.36
<b>Total deferred tax assets</b>	<b>179.85</b>	<b>(21.57)</b>	<b>0.22</b>	<b>(24.46)</b>	<b>134.04</b>
<b>Deferred tax (assets) / liabilities (net)</b>	<b>2.26</b>	<b>11.25</b>	<b>20.50</b>	<b>24.46</b>	<b>58.47</b>

(c) Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not possible that the future taxable profit will be available against which the Group can use the benefits therefrom

Particulars	As at 31 March 2025		As at 31 March 2024	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Tax losses (Refer note (d) below)	955.21	240.43	686.32	172.75

(d) Expiry date of unused tax losses

Particulars	31 March 2025	Tax Impact @25.17%	31 March 2024	Tax Impact @25.17%
<b>Year ending</b>				
2024-25	268.89	67.68	-	-
2023-24	674.74	169.83	674.74	169.83
2021-22	3.99	1.01	3.99	1.01
2017-18	7.59	1.91	7.58	1.91
	<b>955.21</b>	<b>240.43</b>	<b>686.32</b>	<b>172.75</b>

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 25. Other liabilities:

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non-current:</b>		
Deferred revenue grant	0.19	0.23
	<b>0.19</b>	<b>0.23</b>
<b>Current:</b>		
Liability for water charges	12.31	12.03
Statutory dues payable	41.04	35.84
Advance from customers	120.85	71.13
Deferred revenue grant	0.06	0.06
Other payables	154.69	119.44
	<b>328.95</b>	<b>238.50</b>

### 26. Trade Payables

Particulars	As at 31 March 2025	As at 31 March 2024
Total outstanding due of micro enterprise and small enterprise (refer note below)	1.22	0.44
Total outstanding due to creditors other than micro enterprise and small enterprise	2,916.02	2,368.44
	<b>2,917.24</b>	<b>2,368.88</b>

#### Notes:

(a) Trade Payable ageing schedule:

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31 March 2025:</b>						
- Micro enterprises and small enterprises	-	1.22	-	-	-	1.22
- Others	1,823.22	1,002.02	50.03	11.53	29.22	2,916.02
- Disputed dues - Micro enterprises and small enterprises	-	-	-	-	-	-
- Disputed dues - Others	-	-	-	-	-	-
<b>Total Trade Payables</b>	<b>1,823.22</b>	<b>1,003.24</b>	<b>50.03</b>	<b>11.53</b>	<b>29.22</b>	<b>2,917.24</b>
<b>As at 31 March 2024:</b>						
- Micro enterprises and small enterprises	-	0.44	-	-	-	0.44
- Others	1,047.48	1,249.85	38.73	17.26	15.12	2,368.44
- Disputed dues - Micro enterprises and small enterprises	-	-	-	-	-	-
- Disputed dues - Others	-	-	-	-	-	-
<b>Total Trade Payables</b>	<b>1,047.48</b>	<b>1,250.29</b>	<b>38.73</b>	<b>17.26</b>	<b>15.12</b>	<b>2,368.88</b>

### 27. Current tax liabilities (net)

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for tax (net of advance tax and taxes deducted at source amounting to ₹ 630.66 Crores (31 March 2024: ₹ 142.12 Crores))	38.37	9.82
	<b>38.37</b>	<b>9.82</b>

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 28. Revenue from operations

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Sale of goods	14,945.70	13,078.38
Sale of services	95.74	62.94
	<b>15,041.44</b>	<b>13,141.32</b>
<b>Other operating revenues</b>		
Export incentives received	32.70	11.59
Other incentive and subsidy received	3.26	0.33
Other operating revenues	60.10	41.98
	<b>96.06</b>	<b>53.90</b>
	<b>15,137.50</b>	<b>13,195.22</b>

#### Notes:

(a) Disclosures pursuant to Ind AS 115 - Revenue from contract with customers, are as follows:

(i) Reconciliation of revenue recognised in the Statement of Profit and Loss with the contracted price:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Sale of goods and services	15,054.70	13,182.21
Less: Variable consideration	(13.26)	(40.89)
	<b>15,041.44</b>	<b>13,141.32</b>

(ii) Disaggregated revenue information:

- Revenue by geography:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
India	13,431.94	11,824.15
Outside India	1,609.50	1,317.17
<b>Total</b>	<b>15,041.44</b>	<b>13,141.32</b>

(iii) The following table provides information about receivables, contract asset and contract liabilities from contracts with customers:-

Particulars	As at 31 March 2025	As at 31 March 2024
Receivables which are included in Trade receivables (Refer note 12)	792.51	707.88
Contract liabilities (Advance from customers) (Refer note 25)	120.85	71.13

(iv) Performance Obligation

The Group recognises revenue from sale of goods at the point in time when control of the goods is transferred to the customers, generally on delivery of the goods and the performance obligation of the company is satisfied upon delivery of the goods to the customers. The performance obligation in respect of professional services is satisfied over a period of time and acceptance of the customer.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 29. Other Income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest received on financial assets carried at amortised cost:		
- Deposits	2.15	3.93
- Loans	18.45	2.66
- Interest income on financial assets carried at amortised cost	104.76	67.27
Net Gain on financial asset measured at fair value through profit and loss	92.79	67.95
Dividend income	0.86	1.08
Profit on sale of property, plant and equipment	-	0.05
Sundry balances written back	2.13	-
Insurance claim received	0.99	7.89
Others	8.50	8.15
<b>Total</b>	<b>230.63</b>	<b>158.98</b>

### 30. Cost of materials consumed

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Inventories as at the beginning of the year	1,137.94	1,409.83
Add: Purchase of raw materials	11,612.47	9,321.75
	<b>12,750.41</b>	<b>10,731.58</b>
Less: Inventories as at the end of the year	1,413.69	1,137.94
	<b>11,336.72</b>	<b>9,593.64</b>

### 31. Changes in inventories of finished goods, work-in-progress, stock-in-trade and by-products

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>Opening Stock</b>		
Finished goods	626.62	624.48
Work-in-progress	1.03	1.86
Stock-in-trade	4.22	2.90
By-Products	176.90	33.34
	<b>808.77</b>	<b>662.58</b>
<b>Closing Stock</b>		
Finished goods	962.65	626.62
Work-in-progress	2.54	1.03
Stock-in-trade	5.91	4.22
By-Products	238.79	176.90
	<b>1,209.89</b>	<b>808.77</b>
<b>(Increase) / Decrease in Inventories</b>	<b>(401.12)</b>	<b>(146.19)</b>

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 32. Employee benefits expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Salaries, wages and bonus	401.41	341.56
Contribution to provident and other funds	14.43	15.97
Share-based payment to employees (refer note 40)	14.76	7.41
Staff welfare expenses	3.66	3.58
<b>Total</b>	<b>434.26</b>	<b>368.52</b>

#### Notes:

- (a) During the period the Group recognised an amount of ₹ 11.99 Crores (31 March 2024: ₹ 10.99 Crores ) as remuneration to Key Managerial Personnel. The details of such remuneration is as below:

#### Payment to Key Managerial Personnel:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Short-term employee benefits	11.84	10.84
Post-employment benefits	-	-
Other long-term benefits	-	-
<b>Total</b>	<b>11.84</b>	<b>10.84</b>

- (b) For descriptive notes on disclosure of defined benefit obligation refer note 39

### 33. Finance Costs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest on borrowings	86.76	83.52
Interest on lease liabilities	0.92	1.12
Other borrowing costs	56.24	48.64
<b>Total</b>	<b>143.92</b>	<b>133.28</b>

### 34. Depreciation and amortisation expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on property, plant and equipment - Owned assets (refer note 2)	700.47	601.24
Depreciation on right-of-use assets (refer note 3)	2.06	2.40
Amortisation of other intangible assets (refer note 5)	8.64	52.40
<b>Total</b>	<b>711.17</b>	<b>656.04</b>

### 35. Impairment loss on financial assets

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Allowance for expected credit loss on Trade Receivables	(1.18)	18.11
Provision for subsidy and incentive receivable	3.78	16.65
<b>Total</b>	<b>2.60</b>	<b>34.76</b>



## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 36. Other expenses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Rent and hire charges	56.21	51.68
Rates and taxes	22.16	23.66
Power, fuel and electricity expenses	547.97	574.50
Consumption of stores and spares parts	564.71	461.79
Repairs and maintenance:		
- Buildings	21.85	40.63
- Plant and machinery	13.51	23.26
- Others	15.17	15.70
Insurance	23.55	14.01
Commission and brokerage	26.07	19.47
Advertisement and publicity expenses	13.04	26.48
Legal and professional fees	40.17	34.99
Charity and donations	2.07	0.58
Labour charges	286.80	214.17
Freight and forwarding expenses	133.87	134.73
Auditors' fees	1.14	0.84
Corporate social responsibility	33.03	29.67
Sundry Balances written off	1.71	0.86
Foreign exchange fluctuations (net)	5.38	11.03
Miscellaneous expenses	85.22	65.19
<b>Total</b>	<b>1,893.63</b>	<b>1,743.24</b>

### 37. Tax expenses

#### (a) Income tax expense charged to the Statement of Profit or Loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Current tax (including prior year taxes)	237.43	(100.25)
Deferred tax charge	94.50	11.05
	<b>331.93</b>	<b>(89.20)</b>

#### (b) Income tax expense charged to OCI

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Tax on Fair value measurement of equity instrument carried at FVOCI	(0.22)	20.22
Net loss/(gain) on remeasurements of defined benefit plans	0.50	0.28
	<b>0.28</b>	<b>20.50</b>

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 37. Tax expenses (Contd..)

#### (c) Reconciliation of tax charge

Indian companies are subject to income tax in India on the basis of their financial statements. Companies can claim tax exemptions/ deductions under specific sections of the Income-tax Act, 1961 ('the Act') subject to fulfilment of prescribed conditions as may be applicable to them respectively. The Holding Company and some of its Indian subsidiaries has opted for the new tax regime under Section 115BAA of the Act, which provides a domestic Company with an option to pay tax at the rate of 22% (effective rate of 25.168%). The lower rate is applicable subject to certain conditions specified therein and consequently some of the Companies within the Group are still continuing to pay taxes under the erstwhile regime at the rate of 30% (effective rate of 34.94%).

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Profit before tax	1,241.19	939.80
Income tax expense at tax rates applicable to individual entities (refer note above)	311.76	292.89
Tax effects of:		
<b>Effect of allowances and inadmissible expenses under Income Tax Act, 1961</b>	4.21	11.03
Deduction under section 80JJA and 80IA	(1.44)	(20.73)
Differential tax rate for capital gains on investments	(1.36)	(4.83)
Impact due to unabsorbed business losses and depreciation including prior year taxes	-	(338.57)
Income exempted from tax	(0.36)	(0.83)
Other adjustments	19.12	(28.16)
<b>Tax expense as per Statement of Profit and Loss</b>	<b>331.93</b>	<b>(89.20)</b>

#### (d) The following tables provides the details of income-tax assets and current tax liabilities

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Non-current tax assets (refer note 9)	167.10	342.74
Current tax liabilities (refer note 27)	38.37	9.82
<b>Net position (Tax assets)</b>	<b>128.73</b>	<b>332.92</b>

### 38. Earnings per equity share

The Company's Earnings Per Share (EPS) is determined based on the net profit / (loss) attributable to the shareholders of the company. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during that particular year including share options, except where the result would be anti-dilutive.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>Net Profit attributable to equity shareholders</b>	909.26	1,029.00
Nominal value of equity shares (₹)	10.00	10.00
Weighted average number of equity shares for basic EPS	<b>27,80,42,824</b>	<b>26,02,33,202</b>
Effects of dilution:		
- Stock options	10,89,029	5,63,010
Weighted average number of equity shares adjusted for the effect of dilution	<b>27,91,31,853</b>	<b>26,07,96,212</b>
<b>Basic earnings per equity share (₹)</b>	32.70	39.54
<b>Diluted earnings per equity share (₹)</b>	32.57	39.46

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 39. Employee benefits(Contd..)

#### (a) Defined contribution plans

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, which is a defined contribution plan. The Group has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognised as an expense towards contribution to Provident and Pension Fund for the year aggregated to ₹ 17.88 crores. (31 March 2024: ₹ 14.15 crores)

#### (b) Defined benefit plans

The Group operates one post-employment defined benefit plan (i.e., gratuity). The gratuity plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days basic salary for each year of completed service at the time of retirement/exit. Gratuity scheme is not funded by any plan assets.

#### Inherent risk

The plan is defined benefit in nature which is sponsored by the Group and hence it underwrites all the risk pertaining to the plan. In particular, this exposes the Group, to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to longevity risk.

#### (i) Changes in defined benefit obligation

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Present value of obligation as at the beginning of the year	22.48	18.56
Interest cost	2.12	1.48
Current service cost	6.53	4.50
Benefits paid	(1.71)	(1.22)
Actuarial loss/(gain) on obligations	3.60	(0.84)
<b>Present value obligation as at the end of the year</b>	<b>33.02</b>	<b>22.48</b>

#### (ii) Breakup of actuarial gain/loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Actuarial (gain)/loss arising from change in financial assumption	2.50	1.13
Actuarial (gain)/loss arising from experience adjustment	1.09	(1.97)

#### (iii) Reconciliation of present value of defined benefit obligation and the fair value of plan assets

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Present value obligation as at the end of the year	33.02	22.48
Fair value of plan assets as at the end of the year	-	-
	<b>33.02</b>	<b>22.48</b>

#### (iv) Amount recognized in the Statement of Profit and Loss

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Current service cost	6.53	4.50
Interest cost	2.12	1.48
	<b>8.65</b>	<b>5.98</b>

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 39. Employee benefits (Contd..)

#### (v) Amount recognized in the statement of Other Comprehensive Income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Actuarial gain/(loss) for the year on planned benefit obligations	3.60	(0.84)
	<b>3.60</b>	<b>(0.84)</b>

#### (vi) Principal actuarial assumptions at the reporting date

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Discount rate	6.65% - 7.10% p.a.	7.10% p.a.
Future salary growth (%)	5.50% - 6% p.a.	5.50% - 6% p.a.
Retirement age (years)	58.00	58.00
Expected average remaining working life of employee (years)	21.36	21.93

**Note:** These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year end by reference to government bonds of relevant economic markets and that have terms of maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

#### (vii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would change the defined benefit obligation to the amounts shown below:

Particulars	As at 31 March 2025		As at 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	29.17	35.93	20.22	24.49
Future salary growth (1% movement)	35.81	29.21	24.42	20.23

#### (viii) Expected maturity analysis of the defined benefit plans in future years

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Principal actuarial assumptions at the reporting date (expressed as weighted averages):		
1 year	1.33	1.46
Between 2-5 years	7.38	1.72
Between 6-10 years	7.33	3.24
	<b>16.04</b>	<b>6.42</b>

**Note:** The weighted average duration of the defined benefit plan obligations at the end of the reporting period is 5.30 years (31 March 2024 - 5.15 years)

#### (ix) Description of risk exposures

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follows:

Risk	Description
Market risk (interest rate)	Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 39. Employee benefits (Contd..)

Risk	Description
Longevity risk	The impact of longevity risk will depend on whether the benefits are paid before retirement age or after. Typically for the benefits paid on or before the retirement age, the longevity risk is not very material
Future salary increase risk	Actual Salary increase that are higher than the assumed salary escalation, will result in increase to the obligation at a rate that is higher than expected
Demographic risk	If actual withdrawal rates are higher than assumed withdrawal rates, the benefits will be paid earlier than expected. Similarly if the actual withdrawal rates are lower than assumed, the benefits will be paid later than expected. The impact of this will depend on the demography of the Company and the financials assumptions
Regulatory risk	Any changes to the current Regulations by the Government, will increase (in most cases) or decrease the obligation which is not anticipated. Sometimes, the increase is many fold which will impact the financials quite significantly

### 40. Share-based payments

#### (a) Description of share-based payment arrangements:

The Holding Company instituted the SMEL Performance Scheme (ESOP 2023) on 25 September 2023 and SMEL Loyalty Scheme on 27 September 2023 which were approved by the Board of Directors and the shareholders of the Holding Company. In accordance to the scheme the Holding Company has granted 5,50,698 options to the employees of the Holding Company and 5,42,041 options to the employees of its wholly owned subsidiary company, Shyam Sel and Power Limited. The Plan enables grant of stock options to the eligible employees of the Holding Company and its subsidiaries. Further, the stock options to any single employee under the Plan shall not exceed 1% of the issued capital of the Holding Company, at the time of grant of options, during the tenure of the Plan, subject to compliance with applicable law. The options granted under the Plan have a maximum vesting period of 4 years. The cost of options granted to the employees of the Subsidiary Company are recorded in accordance with Ind AS 102 Share-based payments, and is subsequently reimbursed to the Holding Company by its Subsidiary Company.

Particulars	SMEL performance scheme	Scheme I - SMEL performance scheme	Scheme II - SMEL loyalty scheme
Grant date	25 September 2023	27 September 2023	27 September 2023
Vesting conditions	Over a four-year period, with 20.0%, 23.0%, 23.0% and 34.0% of the grants vesting in each year, respectively.	Over a four-year period, with 20.0%, 23.0%, 23.0% and 34.0% of the grants vesting in each year, respectively.	Over a three-year period, with 40.0%, 30.0% and 30.0% of the grants vesting in each year, respectively.
Number of eligible employees	62	1	5
Average fair value (₹ per option)	268.18	283.67	263.38
Exercise price (₹ per option)	326.00	331	221.00
Method of valuation	Black-Scholes Model	Black-Scholes Model	Black-Scholes Model
Expected life (years)	4	4	3
Average expected volatility (%)	48.62%	47.90%	26.50%
Dividend yield (%)	0.82%	0.82%	0.82%
Risk free rate of return (%)	7.29%	7.29%	7.29%

**Note:** Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term. The expected term of the instruments has been based on historical experience and general option holder behaviour.



## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 40. Share-based payments (Contd..)

#### (b) Reconciliation of outstanding share options

Particulars	SMEL performance scheme		Scheme I - SMEL performance scheme		Scheme II - SMEL loyalty scheme		Total Options Number of share options
	Number of share options	Weighted average price (₹ per option)	Number of share options	Weighted average price (₹ per option)	Number of share options	Weighted average price (₹ per option)	
<b>- Employees of Shyam Metalics and Energy Limited:</b>							
Outstanding options at the beginning of the year	4,12,698	268.18	17,000	283.67	1,21,000	263.38	5,50,698
Add: Granted during the year	-	-	-	-	-	-	-
Less: Exercised during the year	43,637	-	3,400	-	48,400	-	95,437
Less: Lapsed/forfeited during the year	-	-	-	-	-	-	-
<b>Outstanding options at the end of the year</b>	<b>3,69,061</b>	<b>268.18</b>	<b>13,600</b>	<b>283.67</b>	<b>72,600</b>	<b>263.38</b>	<b>6,46,135</b>
Options vested and exercisable at the end of the year (A)	<b>1,30,000</b>	<b>268.18</b>	<b>5,355</b>	<b>283.67</b>	<b>66,550</b>	<b>260.71</b>	<b>2,01,905</b>
<b>- Employees of Shyam Sel and Power Limited:</b>							
Outstanding options at the beginning of the year	4,47,041	268.18	-	-	95,000	263.38	5,42,041
Add: Granted during the year	-	-	-	-	-	-	-
Less: Exercised during the year	51,158	-	-	-	38,000	-	89,158
Less: Lapsed/forfeited during the year	-	-	-	-	-	-	-
<b>Outstanding options at the end of the year</b>	<b>3,95,883</b>	<b>268.18</b>	<b>-</b>	<b>-</b>	<b>57,000</b>	<b>263.38</b>	<b>6,31,199</b>
Options vested and exercisable at the end of the year (B)	<b>1,40,818</b>	<b>268.18</b>	<b>-</b>	<b>-</b>	<b>52,250</b>	<b>263.38</b>	<b>1,93,068</b>
<b>Total Options vested and exercisable at the end of the year (A+B)</b>	<b>2,70,818</b>		<b>5,355</b>		<b>1,18,800</b>		<b>3,94,973</b>

- (c) Amount recognised in the Statement of Profit and Loss for the year ended 31 March 2025 amounts to ₹ 14.76 crores (31 March 2024: ₹ 7.41 crores)

### 41. Commitments and contingent liabilities

#### (a) Capital commitments

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	445.08	485.66
	<b>445.08</b>	<b>485.66</b>

- (b) As at 31 March 2025 the Company has commitments of ₹ 194.48 crores (31 March 2024 - ₹ 274.88 crores) relating to further investments into various alternate investment funds.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 41. Commitments and contingent liabilities

#### (c) Contingent liabilities

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>Claims against the Group not acknowledged as debt:</b>		
- Excise Duty, Service Tax and Goods and service tax	124.57	114.54
- Customs duty	14.53	14.79
- Central Sales Tax/Value added tax	13.41	
- Income tax	20.34	1.43
- Electricity duty (net of protest payment of ₹ 6.57 crores)	54.17	177.35
- Others	2.07	59.17
<b>Other money for which the Group is contingently liable:</b>		
Unredeemed bank guarantees	52.08	267.79
Bills receivable discounted with banks	278.35	57.47
	<b>559.52</b>	<b>692.54</b>

#### Notes:

- In the ordinary course of business, the Group faces claims and assertions by various authorities. The Management of the Holding Company and entities within the group assesses such claims and assertions and monitors the legal environment on an on-going basis with the assistance of external legal counsel, wherever necessary. The Group records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Group provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.
- It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect to the above pending resolution of the respective proceedings. The management of the Group remains fairly confident of a favorable outcome and therefore, does not foresee any material financial liability devolving on the Group and accordingly, no provision has been made in these consolidated financial statement.
- The amounts disclosed above represent the best possible estimates arrived at on the basis of available information.

### 42. Related party disclosures (as per Ind AS 24- Related Party Disclosures)

Nature of relation	Name of related parties
Associates	Meghana Vyapar Private Limited Kolhan Complex Private Limited
Joint Venture	MJSJ Coal Limited Kalinga Energy Private Limited
Enterprises over which Key Management Personnel (KMP) are able to exercise control /significant influence with whom there were transactions/ balance during the year	Dorite Tracon Private Limited Sygma Tubes and Pipes Limited Shyam Solar Appliance Private Limited Narantak Dealcomm Limited Shyam Ferro Alloys Limited Subham Buildwell Private Limited Toplight Mercantiles Private Limited Kalpataru Housefin & Trading Private Limited Subham Capital Private Limited Kalinga Energy & Private Limited Shyam Metalics Foundation SMEL Security Services Private Limited SMEL Industrial Park Private Limited Star Cement Limited Salagram Power and Steel Private Limited

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 42. Related party disclosures (as per Ind AS 24- Related Party Disclosures) (Contd..)

Nature of relation	Name of related parties
	Star Metal Works Private Limited
	Elysian Beautification Private Limited
	Shyam Minmet Private Limited
	Essel Plywood Private Limited
	Improved Realtors Private Limited
	Kalinga Infra-Projects Limited
	Meghana Vyapaar Private Limited
	Singhbhum Steel & Power Private Limited
	Suhag Overseas Trading Private Limited
	Gajrup Commodities Private Limited
	Goodlook Infracon Private limited
	Gumla Aluminium Private Limited
	Sumitra Devi Agarwal Family Trust
	Brij Bhushan Agarwal & Sons HUF
	Brij Bhushan Agarwal Family Trust
	Mahabir Prasad Agarwal & Sons HUF
	Mahabir Prasad Agarwal Family Trust
Key Management Personnel	<b>Holding Company</b>
	Mr. Mahabir Prasad Agarwal (Chairman & Non-Executive Director)
	Mr. Brij Bhushan Agarwal (Vice Chariman & Managing Director)
	Mr. Sanjay Kumar Agarwal (Joint Managing Director)
	Mr. Dev Kumar Tiwari (Whole Time Director)
	Mr. Deepak Agarwal (Whole Time Director and CFO) (Appointed as CFO w.e.f. 05 May 2023)
	Mr. Birendra Kumar Jain (Company Secretary)
	Mr. Ashok Kumar Jaiswal (Independent Director)(upto 27th july 2023)
	Mr. Ajay Choudhury (Independent Director)(upto 14th February 2023)
	Mr. Kishan Gopal Baldwa (Independent Director)
	Mr. Nand Gopal Khaitan (Independent Director) (w.e.f. 14 February 2023)
	Mr. Sheetij Agarwal (Wholetime Director)(w.e.f. 10 November 2023)
	Ms. Shashi Kumar (Independent Director)(w.e.f. 21 September 2023)
	Mr. Malay Kumar De (Independent Director)(w.e.f. 21 September 2023)
	Mrs. Rajni Mishra (Independent Director)
	<b>Shyam Sel &amp; Power Limited (Other than those, who are in common with the Holding Company)</b>
	Mr. Bajrang Lal Agarwal (Whole time Director)
	Mrs. Kiran Vimal Agarwal (Non-executive Director)
	Mr. Bikram Munka (Whole-time Director)
	Mr. Rahul Gadodia (Wholetime Director)
	Mr. Sumit Chakraborty (Wholetime Director)
	Mr. Abhishek Jalan (CFO of SSPL upto 9th January 2025)
	Mr. Chandan Sharma (Company Secretary of SSPL)
Relatives to Key Management Personnel	Mrs. Sumitra Devi Agarwal - Wife Of Shri Mahabir Prasad Agarwal
	Mrs. Kiran Vimal Agarwal- Daughter of Mr. Mahabir Prasad Agarwal
	Mrs. Anita Jhunjhunwala - Daughter Of Mr. Mahabir Prasad Agarwal
	Mrs. Sangeeta Agarwal - Daughter Of Mr. Mahabir Prasad Agarwal
	Mrs. Mittu Agarwal - Wife Of Mr. Brij Bhushan Agarwal
	Mr. Mahabir Prasad Agarwal - Father Of Mr. Brij Bhushan Agarwal
	Mr. Sheetij Agarwal - Son Of Mr. Brij Bhushan Agarwal
	Mr. Shubham Agarwal - Son Of Mr. Brij Bhusan Agarwal
	Mr. Bajrang Lal Agarwal - Father Of Mr. Sanjay Kumar Agarwal
	Mrs. Pooja Agarwal - Wife of Mr. Sanjay Kumar Agarwal
	Mrs. Bina Devi Agarwal - Mother Of Mr. Sanjay Kumar Agarwal
	Mr. Divyansh Agarwal - Son of Mr. Sanjay Agarwal
	Mrs. Binu Jain - Wife of Mr. Birendra Kumar Jain

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 42. Related party disclosures (as per Ind AS 24- Related Party Disclosures) (Contd..)

Nature of relation	Name of related parties
	Mrs. Sarika Munka wife of Mr. Bikram Munka
	Mrs. Savitri Devi Munka mother of Mr. Bikram Munka
	Mrs. Pallavi Julasaria wife of Mr. Abhishek Jalan
	Mr. Kishori Lal Jalan father of Mr. Abhishek Jalan
	Mrs. Sharda Jalan mother of Mr. Abhishek Jalan
	Mr. Rahul Kumar Son of Mr. Shashi Kumar
	Mr. Rakesh Kumar Son of Mr. Shashi Kumar
	Mr. Arvind Kumar Son of Mr. Shashi Kumar
	Mrs. Tanishi Agarwal - Daughter of Brij Bhushan Agarwal
	Mrs. Shilpa Jain - Daughter of Bajrang Lal Agarwal
	Mrs. Aadhya Agarwal - Daughter of Sanjay Kumar Agarwal
	Mrs. Varsha Kejriwal - Daughter of Bajrang Lal Agarwal
	Mrs. Vanshika Agarwal - Wife of Sheetij Agarwal
	Ms. Sauni Gadodia Daughter of Mr. Rahul Gadodia
	Mrs. Nupur Gadodia wife of Mr. Rahul Gadodia
	Mr. Vimal Gadodia father of Mr. Rahul Gadodia
	Mrs. Sanchita Chakraborty wife of Mr. Sumit Chakraborty
	Mrs. Shashi Sharma mother of Mr. Chandan Sharma
	Mrs. Kajal Sharma wife of Mr. Chandan Sharma
	Mrs. Sanchita Chakraborty wife of Mr. Sumit Chakraborty
	Mrs. Shashi Sharma mother of Mr. Chandan Sharma
	Mrs. Kajal Sharma wife of Mr. Chandan Sharma

#### Terms and conditions of transactions with related parties:

Disclosure of Related Party Transactions provides information about the Group's structure. The following tables provide the total amount of transactions that have been entered into with related parties for the relevant financial year.

The sales and purchase from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balance at the year-end are unsecured and interest free and settlement occurs in cash. For the period ended 31 March 2025, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2024: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Particulars	Enterprises over which Key Management Personnel and / or their relatives have significant influence		Key Management Personnel		TOTAL	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
<b>Transactions during the year:</b>						
Sale of goods	-	0.05	-	-	-	0.05
Purchase of goods	-	0.04	-	-	-	0.04
Expenditure on Corporate social responsibility	6.75	6.25	-	-	6.75	6.25
Rent received	-	1.02	-	-	-	1.02
Interest received	-	-	-	-	-	-
Salaries and other benefits (*)	-	-	11.84	10.57	11.84	10.57
Sitting fees paid to independent directors	-	-	0.29	0.17	0.29	0.17
Purchase of investments	-	241.39	-	-	-	241.39
Sale of investments	-	103.01	-	-	-	103.01
Loans given	-	-	-	-	-	-
Loans given recovered	-	0.12	-	-	-	0.12
Advances given	4.73	1.56	-	-	4.73	1.56
Advances received	1.29	5.48	-	-	1.29	5.48
Advances given, recovered	0.16	0.24	-	-	0.16	0.24
Advances received, paid	-	-	-	-	-	-
Dividend paid	103.06	40.57	-	-	103.06	40.57

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 42. Related party disclosures (as per Ind AS 24- Related Party Disclosures) (Contd..)

Particulars	Enterprises over which Key Management Personnel and / or their relatives have significant influence		Key Management Personnel		TOTAL	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
<b>Balances as at the end of the year:</b>						
Advances to employees	-	-	2.94	1.05	2.94	1.05
Trade payables	-	-	-	-	-	-
Trade receivables	2.99	0.12	-	-	2.99	0.12

(\*) This does not include amounts in respect of gratuity and compensated absences as the same are determined on actuarial basis for the Company as a whole.

### 43. Financial instruments – Fair values and risk management

#### A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy:

Particulars	Note No.	Carrying amount				Fair value			
		FVTPL	FVTOCI	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
<b>As at 31 March 2025</b>									
<b>Financial Assets</b>									
Investment in equity shares	7	-	371.86	-	371.86	19.55	-	352.31	371.86
Investment in mutual funds	7	668.96	-	-	668.96	668.96	-	-	668.96
Investments in Bonds/AIF/Debentures	7	357.70	-	715.80	1,073.50	357.70	-	-	357.70
Investment in Government Securities	7	-	-	0.10	0.10	-	-	-	-
Trade receivables	12	-	-	792.51	792.51	-	-	-	-
Loans	15	-	-	3.69	3.69	-	-	-	-
Cash and cash equivalents	13	-	-	63.13	63.13	-	-	-	-
Bank balances other than cash and cash equivalents	14	-	-	5.12	5.12	-	-	-	-
Other financial asset	8 and 16	-	-	73.90	73.90	-	-	-	-
		<b>1,026.66</b>	<b>371.86</b>	<b>1,654.25</b>	<b>3,052.77</b>	<b>1,046.21</b>	<b>-</b>	<b>352.31</b>	<b>1,398.52</b>
<b>Financial Liabilities</b>									
Borrowings	20	-	-	779.46	779.46	-	-	-	-
Lease Liabilities	21	-	-	9.97	9.97	-	-	-	-
Trade payable	26	-	-	2,917.24	2,917.24	-	-	-	-
Other financial liabilities	22	-	-	766.85	766.85	-	-	-	-
		<b>-</b>	<b>-</b>	<b>4,473.52</b>	<b>4,473.52</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>As at 31 March 2024</b>									
<b>Financial Assets</b>									
Investment in equity shares	7	-	230.01	-	230.01	11.36	-	218.65	230.01
Investment in mutual funds	7	887.47	-	-	887.47	887.47	-	-	887.47
Investments in Bonds/AIF/Debentures	7	281.58	-	860.88	1,142.46	281.58	-	-	281.58
Investment in Government Securities	7	-	-	0.10	0.10	-	-	-	-
Trade receivables	12	-	-	707.88	707.88	-	-	-	-
Loans	15	-	-	4.55	4.55	-	-	-	-
Cash and cash equivalents	13	-	-	39.42	39.42	-	-	-	-
Bank balances other than cash and cash equivalents	14	-	-	11.05	11.05	-	-	-	-
Other financial asset	8 and 16	-	-	83.73	83.73	-	-	-	-
		<b>1,169.05</b>	<b>230.01</b>	<b>1,707.61</b>	<b>3,106.67</b>	<b>1,180.41</b>	<b>-</b>	<b>218.65</b>	<b>1,399.06</b>



## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 43. Financial instruments – Fair values and risk management (Contd..)

Particulars	Note No.	Carrying amount				Fair value			
		FVTPL	FVTOCI	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Liabilities</b>									
Borrowings	20	-	-	587.44	587.44	-	-	-	-
Lease liabilities	21	-	-	9.47	9.47	-	-	-	-
Trade payables	26	-	-	2,368.88	2,368.88	-	-	-	-
Other financial liabilities	22	-	-	768.99	768.99	-	-	-	-
		-	-	<b>3,734.78</b>	<b>3,734.78</b>	-	-	-	-

#### B. Fair value hierarchy

**Level 1 :** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level 2 :** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3 :** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

#### C. Fair value measurements

- Short-term financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.
- Investments carried at fair value are generally based on market price quotations. Costs of unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.
- Fair value of borrowings which have a quoted market price in an active market is based on its market price which is categorized as level 1. Fair value of borrowings which do not have an active market or are unquoted is estimated by discounting expected future cash flows using a discount rate equivalent to the risk-free rate of return adjusted for credit spread considered by lenders for instruments of similar maturities which is categorized as level 2 in the fair value hierarchy.
- Management uses its best judgment in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.
- There have been no transfers between Level 1 and Level 2 for the year ended 31 March 2025 and 31 March 2024.

#### D. Risk management framework

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations and to support its operations. The Group's financial assets include investments, loans, trade and other receivables, and cash & cash equivalents that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Group. This financial risk committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 43. Financial instruments – Fair values and risk management (Contd..)

The Group has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk, and
- Market risk

#### (A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risks. Financial instruments affected by market risk include loans and borrowings in foreign currencies.

##### a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligations with floating interest rates. The Group is carrying its borrowings primarily at variable rate. The Group expects the variable rate to decline, accordingly the Group is currently carrying its loans at variable interest rates.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Variable rate borrowings	776.79	584.01
Fixed rate borrowings	2.67	3.43

#### Interest rate sensitivity analysis

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variable held constant, the Group's profit/(loss) before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Effect on Profit before tax	
	Year ended 31 March 2025	Year ended 31 March 2024
Increase by 50 basis points (31 March 2024: 50 bps)	(3.88)	(2.92)
Decrease by 50 basis points (31 March 2024: 50 bps)	3.88	2.92

##### b) Foreign currency risks

The Group's functional currency is Indian Rupees (INR). The Group undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Group's revenue from export markets and the costs of imports, primarily in relation to raw materials. The Group is exposed to exchange rate risk under its trade and debt portfolio. Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Group's overall debt position in Rupee terms without the Group having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Group's receivables in foreign currency.

Nature of Item	Currency	Year ended 31 March 2025		Year ended 31 March 2024	
		Value In Foreign Currency	Value In ₹	Value In Foreign Currency	Value In ₹
Naturally hedged foreign currency exposure					
Financial assets:					
Trade receivables	USD (\$)	2,56,91,094	219.87	2,34,30,277	195.07
Trade receivables	EURO (€)	49,35,094	45.07	8,00,000	7.75

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 43. Financial instruments – Fair values and risk management (Contd..)

Nature of Item	Currency	Year ended 31 March 2025		Year ended 31 March 2024	
		Value In Foreign Currency	Value In ₹	Value In Foreign Currency	Value In ₹
<b>Interest Accrued not due</b>					
Trade payables	USD (\$)	2,56,91,094	219.87	2,34,30,277	195.07
Trade payables	EURO (€)	2,31,455	2.13	7,00,000	6.55
Interest accrued but not due on borrowings	EURO (€)	18,907	0.17	1,00,000	1.20
Foreign Currency Loan from banks	EURO (€)	27,79,963	25.67	-	-
Creditors for capital goods	EURO (€)	19,04,768	17.10	-	-
<b>Net exposure in naturally hedged foreign currency (*)</b>		-	-	-	-
<b>Unhedged Foreign Currency Exposure</b>					
<b>Financial assets:</b>					
Trade receivables	EURO (€)	7,47,126.48	7.39	-	-
<b>Financial liabilities:</b>					
Trade payables	USD (\$)	9,61,21,080.77	825.04	10,99,30,723	916.87
Trade payables	AED	2,33,45,728.35	54.60	-	-
Trade payables	SGD	33,834.18	0.21	-	-
Trade payables	CNY (¥)	5,278.98	0.01	1,61,00,000	18.62
Trade payables	EURO (€)	-	-	3,47,000	3.14
Foreign Currency Loan from banks	EURO (€)	92,63,159.54	85.52	1,41,00,000	127.21
Interest accrued but not due on borrowings	USD (\$)	23,73,663.24	20.32	11,00,000	9.50
Interest accrued but not due on borrowings	EURO (€)	14,609.61	0.13	18,000	0.19
Interest accrued but not due on borrowings	CNY (¥)	5,46,235.21	0.64	5,00,000	0.59
Interest accrued but not due on borrowings	AED	1,14,128.27	0.27	-	-
Capital creditors	USD (\$)	4,94,97,504.91	423.63	-	-
Capital creditors	CNY (¥)	2,29,84,887.53	27.05	-	-
Capital creditors	EURO (€)	3,47,653.00	3.21	-	-
<b>Net exposure in unhedged foreign currency (*)</b>			1,433.25		1,076.12

(\*) In accordance with Reserve Bank of India (Unhedged Foreign Currency Exposure) Directions, 2022, natural hedge shall mean a hedge arising out of the operations of the Company when cash flows offset the risk arising out of the Foreign Currency exposure (FCE). An exposure shall be considered as naturally hedged only if the offsetting exposure has the maturity / cash flow within the same accounting year.

The following table demonstrate the sensitivity to a reasonably possible change in USD and EUR exchange rates, with all other variables held constant. The impact on the Group's profit/(loss) before tax is due to changes in the fair value of monetary assets and liabilities:

Particulars	Effect on Profit/(Loss) before tax	
	Year ended 31 March 2025	Year ended 31 March 2024
<b>USD Sensitivity</b>		
Increase by 5% (31 March 2024 - 5%)	(63.45)	(46.32)
Decrease by 5% (31 March 2024 - 5%)	63.45	46.32
<b>EUR Sensitivity</b>		
Increase by 5% (31 March 2024 - 5%)	(4.07)	(6.53)
Decrease by 5% (31 March 2024 - 5%)	4.07	6.53

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 43. Financial instruments – Fair values and risk management (Contd..)

Particulars	Effect on Profit/(Loss) before tax	
	Year ended 31 March 2025	Year ended 31 March 2024
<b>CNY Sensitivity</b>		
Increase by 5% (31 March 2024 - 5%)	(1.39)	(0.96)
Decrease by 5% (31 March 2024 - 5%)	1.39	0.96
<b>SGD Sensitivity</b>		
Increase by 5% (31 March 2024 - 5%)	(0.01)	-
Decrease by 5% (31 March 2024 - 5%)	0.01	-
<b>AED Sensitivity</b>		
Increase by 5% (31 March 2024 - 5%)	(2.74)	-
Decrease by 5% (31 March 2024 - 5%)	2.74	-

#### (B) Credit risk

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Group has a policy of dealing only with credit worthy counter parties and obtaining sufficient collateral, where appropriate as a means of mitigating the risk of financial loss from defaults. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables, loans receivables, investments, cash and cash equivalents, derivatives and financial guarantees provided by the Group. None of the financial instruments of the Group result in material concentration of credit risk. The carrying value of these specific financial assets represents the maximum credit risk. The maximum exposure to credit risk has been disclosed under note 43, being the total carrying value of investments, other financial assets, trade receivables, cash and bank balances (including deposits) and loans.

##### (i) Trade receivables

Customer credit risk is managed by each business location subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed and individual credit limits are defined in accordance with the assessment both in terms of number of days and amount. Any Credit risk is curtailed with arrangements with third parties. An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 12. The Group does not hold collateral as security.

##### (ii) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investment of surplus funds are made only with approved counterparties. The Group's maximum exposure to credit risk for the components of the balance sheet at 31 March 2025 and 31 March 2024 is the carrying amount as illustrated in note 43.

#### (C) Liquidity risk

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group monitors its risk of a shortage of funds by estimating the future cash flows. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, cash credit facilities and bank loans. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturity within 12 months can be rolled over with existing lenders.

The Group has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Group has access to funds from debt markets through commercial paper programs, non-convertible debentures and other debt instruments. The Group invests its surplus funds in bank fixed deposit and in mutual funds, which carry no or low market risk.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 43. Financial instruments – Fair values and risk management (Contd..)

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments -

Particulars	Carrying Amount	Up to 1 year	1 to 2 years	2 to 5 years	More than 5 years	Total
<b>As at 31 March 2025</b>						
Contractual maturities of borrowings	779.46	624.26	83.56	61.53	10.11	779.46
Contractual maturities of lease obligations	9.97	1.60	1.60	2.26	39.01	44.47
Contractual maturities of trade payables	2,917.24	2,917.24	-	-	-	2,917.24
<b>As at 31 March 2024</b>						
Contractual maturities of borrowings	587.44	326.61	104.55	124.25	32.04	587.44
Contractual maturities of lease obligations	9.47	1.42	1.50	2.23	39.07	44.22
Contractual maturities of trade payables	2,368.88	2,368.88	-	-	-	2,368.88
Contractual maturities of other financial liabilities	768.99	726.06	15.23	27.70	-	768.99

### 44. Capital Management

The Group's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Group. The Holding Company determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations, long-term and short-term bank borrowings and issue of non-convertible debt securities. The Holding Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Group.

Particulars	As at 31 March 2025	As at 31 March 2024
Borrowings (refer note 20)	779.46	587.44
Lease liabilities (refer note 21)	9.97	9.47
Trade payables (refer note 26)	2,917.24	2,368.88
Less: Cash and cash equivalents (refer note 13)	(63.13)	(39.42)
Less: Current investments [refer note 7(b)]	(824.44)	(1,250.96)
<b>Net debt (A)</b>	<b>2,819.10</b>	<b>1,675.41</b>
Equity share capital (refer note 18)	278.22	278.04
Other equity (refer note 19)	10,275.11	9,368.63
<b>(B)</b>	<b>10,553.33</b>	<b>9,646.67</b>
Capital to net debt (B) / (A)	3.74	5.76
Gearing ratio	21.08%	14.80%

#### Notes:

In order to achieve this overall objective, the holding company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2025 and 31 March 2024.

### 45. Business Combinations

The Board of Directors of one of the Subsidiary Company, Shyam Sel & Power Limited ('SSPL'), at its meeting held on 23 August 2024, had considered and approved the merger of SSPL's wholly owned subsidiary, namely, Shyam Metalics Flat Product Private Limited ('SMFPPL') into SSPL by way of a scheme of amalgamation ('the Scheme'). The Kolkata Bench of the Hon'ble National Company Law Tribunal ('NCLT') approved the scheme, vide its order dated 17 March 2025. The accounting treatment pursuant to the Scheme has been given effect from April 1, 2023, in accordance with Appendix C to Ind AS 103 - Business Combinations ('Ind AS 103'). As per guidance on accounting for common control transactions contained in Ind AS 103, the merger has been accounted for using the pooling of interest method.



## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 46. Interest in other Entities

#### (a) Subsidiaries

The group's subsidiaries at 31 March 2025 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly or indirectly by the Holding Company, and the proportion of ownership interests held equals the voting rights held by the Holding Company. The Country of incorporation or registration is also their principal place of business.

Name of entity	Place of business/ country of incorporation	31 March 2025	31 March 2024	31 March 2025	31 March 2024	Country of incorporation	Principal activities
<b>Subsidiary</b>							
Shyam Sel & Power Limited	India	100%	100%	0%	0%	India	Manufacturing of Steel
Shyam Metalics Employee Welfare Trust	India	100%	100%	0%	0%	India	ESOP Trust
<b>Step Down Subsidiary</b>							
Shyam Energy Limited	India	87.12%	87.12%	12.88%	12.88%	India	Generation of power and electricity
Shree Venkateshwara Electrocast Private Limited	India	90.00%	90.00%	10.00%	10.00%	India	Manufacturing of Aluminium Foil
Ramsarup Industries Limited	India	60.00%	60.00%	40.00%	40.00%	India	Manufacturing of Steel
Shyam Metalics Steel Strucural Private Limited	India	99.90%		0.10%		India	Manufacturing & Trading of Steel
Shyam Metalics International DMCC	India	100.00%	100.00%	0.00%	0.00%	UAE	Manufacturing & Trading of Steel
S.S. Natural Resources Private Limited	India	60.00%	60.00%	40.00%	40.00%	India	Mining and allied activities
Meadow Housing Private Limited	India	71.43%	71.43%	28.57%	28.57%	India	Real estate and mining activities
Whispering Developers Private Limited	India	67.57%	67.57%	32.43%	32.43%	India	Real estate
Nirjhar Commodities Private Limited	India	51.00%	51.00%	49.00%	49.00%	India	Mining activities
Shree Sikhar Iron & Steel Private Limited	India	99.91%	99.91%	0.09%	0.09%	India	Manufacturing of Steel

(\*) Until 31 March 2025.

#### (b) Non-controlling interests (NCI)

The balance of non-controlling interests as at the end of the year is as below:

Particulars	As at 31 March 2025	As at 31 March 2024
Non-controlling interests (NCI)	724.75	671.33

Ramsarup Industries Limited, a 60% owned subsidiary of the Company, has material non-controlling interests (NCI). The NCI of all other subsidiaries that are not 100% owned by the group are not considered to be material for the consolidated financial statements of the Group.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 46. Interest in other Entities (Contd..)

Summarised financial information in relation to Ramsarup Industries Limited, before intra-group eliminations, is presented below:

Summarised Balance Sheet	Ramsarup Industries Limited	
	31 March 2025	31 March 2024
Current assets	204.96	78.69
Non-current Assets	1,866.00	1,601.77
<b>Total assets</b>	<b>2,070.96</b>	<b>1,680.46</b>
Current Liabilities	335.80	84.39
Non-current Liabilities	4.18	2.05
<b>Total liabilities</b>	<b>339.98</b>	<b>86.44</b>
<b>Net Assets</b>	<b>1,730.99</b>	<b>1,594.02</b>

Summarised Statement of Profit or Loss	Ramsarup Industries Limited	
	31 March 2025	31 March 2024
Total Income	286.12	0.48
Profit / (Loss) for the year	5.63	(9.43)
Total comprehensive income for the year, net of taxes	5.47	(9.43)

Summarised Statement of Profit or Loss	Ramsarup Industries Limited	
	31 March 2025	31 March 2024
Cash flow from operating activities	77.21	(45.34)
Cash flow from investing activities	(285.45)	(237.51)
Cash flow from financing activities	204.69	259.32
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(3.54)</b>	<b>(23.52)</b>

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 47. Statement of net assets and profit or loss attributable to owners and non-controlling interest

Particulars	31 March 2025							
	Net Assets i.e. total assets minus Liabilities		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated Net Assets	(Amount in ₹ Crores)	As % of Consolidated Profit & Loss	(Amount in ₹ Crores)	As % of Consolidated Other Comprehensive Income	(Amount in ₹ Crores)	As % of Consolidated Total Comprehensive Income	(Amount in ₹ Crores)
<b>Parent</b>								
Shyam Metals and Energy Limited	53.09%	5,987.11	53.85%	489.62	42.08%	55.07	52.37%	544.69
<b>Subsidiaries</b>								
Shyam Sel & power Limited	50.69%	5,716.82	45.88%	417.15	-1.47%	(1.93)	39.91%	415.17
<b>Step down subsidiaries</b>								
Whispering Developers Private Limited	0.00%	0.04	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Shyam Energy Limited	0.84%	95.20	0.00%	(0.03)	58.30%	76.30	7.33%	76.27
Shree Venkateshwara Electrocast Private Limited	-0.13%	(14.85)	-0.20%	(1.85)	0.00%	-	-0.18%	(1.85)
Meadow Housing Private Limited	0.00%	0.39	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Ramsarup Industries Limited	15.35%	1,730.99	0.62%	5.63	0.00%	-	0.54%	5.63
Shyam Metals Steel Structural Private Limited	0.00%	(0.01)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
S.S. Natural Resources Private Limited	-0.14%	(15.72)	-0.25%	(2.24)	0.00%	-	-0.22%	(2.24)
Shyam Metals International DMCC	0.00%	0.44	-0.03%	(0.24)	0.00%	-	-0.02%	(0.24)
Shree Sikhar Iron & Steel Private Limited	0.03%	3.71	0.00%	(0.04)	0.00%	-	0.00%	(0.04)
Nirjhar Commodities Private Limited	0.00%	(0.38)	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
<b>Non controlling Interest in all Subsidiaries</b>	6.43%	724.75	0.13%	1.16	7.46%	9.76	1.05%	10.92
<b>Associates</b>								
Meghana Vyapar Private Limited	0.25%	27.99	0.04%	0.37	3.65%	4.77	0.49%	5.14
Kolhan Complex Private Limited	0.03%	3.33	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
<b>Joint Venture</b>								
Kalinga Energy & power Limited	-0.01%	(0.80)	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
MJSJ Coal Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Adjustments due to consolidation	-26.43%	(2,980.94)	-0.03%	(0.23)	-10.00%	(13.09)	-1.28%	(13.27)
<b>TOTAL</b>	<b>100%</b>	<b>11,278.08</b>	<b>100%</b>	<b>909.26</b>	<b>100%</b>	<b>130.88</b>	<b>100%</b>	<b>1,040.14</b>



## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### 48. Segment reporting

- (A) An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Group's Chief Operating Decision Maker (CODM) i.e., Brij Bhushan Agarwal (Chairman & Managing Director) and Mr. Deepak Agarwal (Chief Financial Officer), to make decisions about resources to be allocated to the segments and assess their performance.

The Group is primarily engaged in business of manufacture and sale of Ferro Alloys, Iron & Steel products and power generation. The Group's manufacturing facilities are located in Odisha, West Bengal, Madhya Pradesh and Jharkhand and products sold in the domestic and overseas market are manufactured in these here. Based on the dominant source and nature of risk and returns of the Group, its internal organisation and management structure and its system of internal financial reporting, business segment has been identified as the primary segment. The Group has only one business segment, viz., iron and steel.

The geographic information analyses the Group's revenue by the Company's country of domicile (i.e. India) and other countries. In presenting the geographic information, segment revenue was based on the geographic location of customers. For details of revenues on geographic location wise, refer note 28.

### (B) Major customer

No single customer contributed 10% or more of the total revenue of the Group for the year ended 31 March 2025 and 31 March 2024.

### 49. Details related to borrowings secured against current assets

The Group has given current assets as security for borrowings obtained from banks. The Group duly submitted the required information with the banks on regular basis and the required reconciliation is presented below:

#### Holding Company

Quarter ended	Particulars	Amount as per books of accounts	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material variations
<b>For the year ended 31 March 2025 (*)</b>					
31 December 2024	- Trade receivables & Inventories	1,947.45	1,947.45	-	
30 September 2024	- Trade receivables & Inventories	1,945.00	1,945.00	-	
30 June 2024	- Trade receivables & Inventories	2,056.62	2,056.62	-	
<b>For the year ended 31 March 2024</b>					
31 March 2024	- Trade receivables & Inventories	1,678.99	1,678.99	-	
31 December 2023	- Trade receivables & Inventories	1,656.72	1,656.72	-	
30 September 2023	- Trade receivables & Inventories	1,415.05	1,415.05	-	
30 June 2023	- Trade receivables & Inventories	1,120.82	1,120.82	-	

#### Subsidiary - Shyam Sel and Power Limited

Quarter ended	Particulars	Amount as per books of accounts	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material variations
<b>For the year ended 31 March 2025 (*)</b>					
31 December 2024	- Trade receivables & Inventories	2,441.20	2,441.20	-	
30 September 2024	- Trade receivables & Inventories	2,798.12	2,798.12	-	
30 June 2024	- Trade receivables & Inventories	2,136.39	2,136.39	-	
<b>For the year ended 31 March 2024</b>					
31 March 2024	- Trade receivables & Inventories	1,888.13	1,888.13	-	
31 December 2023	- Trade receivables & Inventories	1,782.52	1,782.52	-	
30 September 2023	- Trade receivables & Inventories	1,682.46	1,682.46	-	
30 June 2023	- Trade receivables & Inventories	1,604.45	1,604.45	-	



## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

### Subsidiary - Ramsarup Industries Limited

Quarter ended	Particulars	Amount as per books of accounts	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material variations
<b>For the year ended 31 March 2025 (*)</b>					
31 March 2025	- Trade receivables & Inventories	61.07	61.07	-	
31 December 2024	- Trade receivables & Inventories	100.81	100.81	-	
30 September 2024	- Trade receivables & Inventories	55.35	55.35	-	
30 June 2024	- Trade receivables & Inventories	43.73	43.73	-	

(\*) Note: The management of the Holding Company and subsidiary Company is in the process of submitting the quarterly statements with the banks for the quarter ended 31 March 2025.

### 50. Relationship with struck-off companies

The Group did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year

### 51. Other statutory information

- (a) There were no amounts which were required to be transferred to the Investor Education and Protection Fund.
- (b) The Group does not hold any Benami Property and hence there were no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 and the Rules made there under, hence no disclosure is required to be given as such.
- (c) The Group has not been declared as wilful defaulter as at the date of the balance sheet or on the date of approval of the financial statements, hence no disclosure is required as such.
- (d) There are no charges against the companies which are yet to be registered or satisfaction yet to be registered with ROC beyond the statutory period, hence no disclosures are required as such.
- (e) The Group does not have any investment in any downstream companies for which it has to comply with the number of layers prescribed under Clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017, hence no disclosure is required as such.
- (f) Borrowings taken by the Group have been utilized only for the purpose for which it was obtained.
- (g) The Group has not traded or invested in Crypto Currency or Virtual Currency during the financial year, hence disclosure requirements for the same is not applicable.
- (h) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
  - ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (i) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Group shall:
  - i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
  - ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

## Summary of material accounting policies and other explanatory information

for the year ended 31 March 2025

(All amounts in ₹ crores, unless specified otherwise)

- (j) The Holding Company, its subsidiary Companies, Associates Companies and Joint Venture Entities incorporated in India have used accounting softwares for maintaining their respective books of account for the year ended 31 March 2025, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares except for the instances mentioned below and we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior year has been preserved by the Holding Company and above referred subsidiaries, associates and joint ventures entities as per the statutory requirements for record retention.

No audit trail feature was enabled at the database level in respect of an accounting softwares to log any direct data changes	Holding Company and three of the subsidiary Companies
Audit trail feature enabled at both the application level and at the database level:	In respect of six subsidiaries and two associates
• full year in one case;	
• from 29 April 2024 in one case;	
• from 14 May 2024 in three cases;	
• from 27 April 2024 in two cases;	
• from 27 May 2024 in one case.	
Instances of non-preservation of the audit trail	In respect of one subsidiaries

### 52. Code of Social Security, 2020

The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued. The Group will assess the impact of the Code and will give appropriate impact in the consolidated financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

53. Figures of previous years have been regrouped / rearranged / rectified wherever necessary to make them comparable with the current periods figures.

### The accompanying notes 1 to 53 form an integral part of these consolidated financial statements

As per our report of even date attached

#### For M S K A & Associates

Chartered Accountants  
Firm Registration Number: 105047W

#### Dipak Jaiswal

Partner  
Membership No: 063682

Place: Kolkata  
Date: 09 May 2025

#### For and on behalf of the Board of Directors of Shyam Metals and Energy Limited

#### Brij Bhushan Agarwal

Vice Chairman cum Managing Director  
DIN: 01125056

#### Deepak Agarwal

Executive Director and Chief Financial Officer  
DIN: 00560010

Place: Kolkata  
Date: 09 May 2025

#### Sanjay Kumar Agarwal

Joint Managing Director  
DIN: 00232938

#### Birendra Kumar Jain

Company Secretary  
M. No. FCS-13320











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