

# SUBHAM BUILDWELL PRIVATE LIMITED

CIN: U70101WB2007PTC117530

Address- S.S. CHAMBERS, 5, C.R. AVENUE, PRINCEP STREET, KOLKATA, WB -700072

Phone : 033 4011 1000 e-mail id: shyam\_sel@rediffmail.com

Date: September 13, 2023

To,

**Shyam Metals and Energy Limited**

Trinity Tower, 7th Floor, 83,  
Topsia Road, Kolkata –700046,  
West Bengal, India

The General Manager  
**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
India

Manager – Listing Department

**National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C/1, G  
Block, Bandra Kurla Complex,  
Bandra (East)  
Mumbai – 400 051  
India

Dear Sir/ Madam,

**Sub: Filing of report under Regulation 29 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI Takeover Regulations”).**

This is with reference to the notice dated September 8, 2023 (“**Notice**”) filed by us with the Stock Exchanges, pursuant to which Narantak Dealcomm Limited and Subham Buildwell Private Limited, being the Promoters (the “**Promoter/s**”) of Shyam Metals and Energy Limited (“**Company**”) proposed to sell up to 1,30,43,480 Equity Shares of the Company, (representing 5.11 % of the total paid up equity share capital of the Company) (“**Base Offer Size**”), on September 11, 2023, (“**T day**”) (for non-Retail Investors only) and on September 12, 2023 (“**T+1 day**”) (for Retail Investors and for non-Retail Investors who choose to carry forward their un-allotted bids) with an option to additionally sell 30,43,477 Equity Shares (representing 1.19 % of the total paid up equity share capital of the Company) (the “**Oversubscription Option**”) through a separate, designated window of the BSE Limited (the “**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”, and together with the BSE, the “**Stock Exchanges**”), by way of an offer for sale through “*Comprehensive Framework on Offer for Sale of Shares through Stock Exchange Mechanism*” issued by the Securities and Exchange Board of India (“**SEBI**”) through its circular no. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 (the “**OFS Circular**”), and section 21 of chapter 1 of the “*Master Circular for Stock Exchange and Clearing Corporation- Trading*” issued by SEBI through its circular no. SEBI/HO/MRD2/MRD2\_DCAP/P/CIR/2021/0000000591 dated July 5, 2021 read with (a) “Revised Operational Guidelines for Offer for Sale (OFS) Segment” issued by BSE by way of its notice bearing no. 20230127-14 dated January 27, 2023 and, to the extent applicable, the previous circulars issued by BSE in this regard; (b) “*Revised operating guidelines of Offer for Sale*” issued by NSE by way of its circular bearing no. NSE/CMTR/55432 and dated January 31, 2023 to the extent applicable, the previous notices issued by NSE in this regard (together with the OFS Circular, the “**SEBI OFS Guidelines**”), and such offer for sale is referred to as the “**Offer**”.

In this regard, we wish to inform you that we had exercised the Oversubscription Option, as indicated in our intimation dated September 11, 2023 filed with the Stock Exchanges, to the extent of additional 30,43,477 Equity Shares (representing 1.19 % of the total paid up equity share capital of the Company). Consequently, we have sold 1,44,78,261 Equity Shares to non-retail investors on the basis of the valid bids received from non-retail investors on T Day i.e., September 11, 2023 and sold 16,08,696 Equity Shares to non-retail investors and retail investors

on T+1 day i.e., on September 12, 2023, in aggregate, amounting to 6.31 % of the equity share capital of the Company.

In compliance with Regulation 29(2) of the SEBI Takeover Regulations, we are hereby notifying the information regarding sale of Equity Shares made by us on September 11, 2023 and September 12, 2023. As required under Regulation 29(3) of SEBI Takeover Regulations, we are informing you about the said sale within 2 working days of such sale.

Enclosed is the report in the format as prescribed by the Securities and Exchange Board of India.

The above is for your information and records.

Yours sincerely,

On behalf of **Subham Buildwell Private Limited**

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Authorised Signatory

Name: **Mahabir Prasad Agarwal**

Designation: Authorised Signatory

**DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	Shyam Metals and Energy Limited (the “ <b>Company</b> ”)		
2. Name(s) of the Seller	Subham Buildwell Private Limited		
3. Whether the Seller belongs to Promoter/Promoter group	Yes, the Seller is the Promoters of the Company.		
4. Name(s) of the Stock Exchange(s) where the shares of TC are listed	BSE Limited (“ <b>BSE</b> ”) and The National Stock Exchange of India Limited (“ <b>NSE</b> ”)		
5. Details of the disposal as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable (**)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (*)</b>
Before the acquisition / disposal under consideration, holding of:	7,05,38,427	27.65%	27.65%
a) Shares carrying voting rights	7,05,38,427	27.65%	27.65%
b) Shares in the nature of encumbrance (Pledge/ Lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/ convertible securities/ any other instrument that entitles the seller <del>acquirer</del> to receive shares carrying voting rights in the TC (specifically holding in each category)	Nil	Nil	Nil
<b>Total (a+b+c+d)</b>	7,05,38,427	27.65%	27.65%
<b>Details of sale of shares held by the Seller</b>			
a) Shares carrying voting rights	95,10,007	3.73%	3.73%
b) VRs sold otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/ convertible securities/ any other instrument that entitles the <del>acquirer</del> seller to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	Nil	Nil	Nil
d) Shares encumbered/ invoked/ released by the seller	Nil	Nil	Nil
<b>Total (a+b+c+d)</b>	95,10,007	3.73%	3.73%
After the sale, holding of the Seller:			
a) Shares carrying voting rights	6,10,28,420	23.92%	23.92 %
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
<b>Total (a+b+c+d)</b>	6,10,28,420	23.92%	23.92%
6. Mode of sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer, etc.)	Offer for Sale by Narantak Dealcomm Limited and Subham Buildwell Private Limited (the “ <b>Sellers</b> ”)through the stock exchange mechanism in accordance with the “ <i>Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism</i> ” issued by the Securities and Exchange Board of India (“ <b>SEBI</b> ”) pursuant to the circular number SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 read with Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – circular no.		

	SEBI/HO/MRD2/MRD2_DCAP/P/CIR/2021/0000000591 dated July 5, 2021 issued by SEBI (together with SEBI OFS Circular, the “SEBI OFS Circulars”), read with (a) “Revised Operational Guidelines for Offer for Sale (OFS) Segment” issued by BSE by way of its notice bearing no. 20230127-14 dated January 27, 2023 and, to the extent applicable, the previous circulars issued by BSE in this regard; (b) “Revised operating guidelines of Offer for Sale” issued by NSE by way of its circular bearing no. NSE/CMTR/55432 and dated January 31, 2023, to the extent applicable, the previous notices issued by NSE in this regard; (together with the SEBI OFS Circulars, the “OFS Guidelines”).
7. Date of sale of shares	September 11, 2023 and September 12, 2023
8. Equity share capital / total voting capital of the TC before the said sale	<b>Number of Shares:</b> 25,50,80,688 <b>Amount (in ₹):</b> 2,55,08,06,880 (Face value of ₹ 10/- per equity share)
9. Equity share capital / total voting capital of the TC after the said sale	<b>Number of Shares:</b> 25,50,80,688 <b>Amount (in ₹):</b> 2,55,08,06,880 (Face value of ₹ 10/- per equity share)
10. Total diluted share/ voting capital of the TC after the said sale	<b>Number of Shares:</b> 25,50,80,688 <b>Amount (in ₹):</b> 2,55,08,06,880 (Face value of ₹ 10/- per equity share)

<sup>(1)</sup> The Offer for Sale was announced on September 8, 2023 by the Promoters for sale of up to 1,30,43,480 Equity Shares, representing 5.11 % of the total paid up equity share capital of the Company, with an option to additionally sell up to 30,43,477 Equity Shares representing 1.19% of the total issued and paid-up equity share capital of the Company.

\* Diluted Share / voting right capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

\*\*Total shares capital/ voting capital to be taken as per the latest filing done by the TC to the stock exchanges as per the regulation 31 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours sincerely,

On behalf of Subham Buildwell Private Limited

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Authorised Signatory

Name: **Mahabir Prasad Agarwal**

Designation: Authorised Signatory