



SHYAM METALICS AND ENERGY LIMITED

POLICY FOR TRANSACTIONS WITH RELATED PARTIES

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POLICY FOR TRANSACTIONS WITH RELATED PARTIES

The Effective Date of this Policy is 24th January, 2026

1. OBJECTIVE

Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing regulations”) provides that all listed companies shall formulate a policy on materiality of related party transactions and also on dealing with related party transactions. Further Section 177 and 188 of the Companies Act, 2013 read with relevant rules also provides for certain compliance requirements such as Audit Committee approval, Board approval and Shareholder’s approval.

Keeping in view the above-mentioned compliance requirements stated in Companies Act, 2013 read with related rules issued thereon and SEBI (LODR) Regulations, the Board of Directors (the “Board”) of Shyam Metalics and Energy Limited (the “Company” or “SMEL”), acting upon the recommendations of the Audit Committee of the Company, has approved and adopted the policy and procedure with regard to Related Parties and Related Party Transactions of the Company.

This Policy shall regulate transactions between the Company and its Related Parties based on the laws and regulations applicable on the Company and also lay down mechanism for identification, approval, review and reporting of such transactions.

This policy is formulated primarily from the purview of Companies Act, 2013, Rules framed thereunder, SEBI (LODR) and also drawing relevant provisions from Indian Accounting Standards (Ind AS). The Policy on Related Party Transactions may be amended, pursuant to the recommendation of the Audit Committee and subject to the approval of the Board and is subject to any further change in the Companies Act, 2013 (the Act) or rules/regulations made thereunder, or the SEBI Listing Regulations.

2. DEFINITION

- a) **“Arm’s length transaction”** as per the Explanation (b) to Section 188 (1) of the Companies Act, 2013 means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- b) **“Associate Company”** means associate company as defined in Section 2(6) of the Companies Act, 2013. Accordingly, “associate company”, in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.

Explanation— for the purposes of this clause, “significant influence” means control of at least twenty per cent of total voting power, or control of or participation in business decisions under an agreement.

- c) **“Audit Committee (Committee)”** means Committee of Board of Directors of the Company constituted under provisions of the Listing Regulations as well as the Companies Act, 2013;

- d) **“Board”** means Board of Directors of the Company;
- e) **“Company”** means Shyam Metalics and Energy Limited;
- f) **“Conflict of Interest”** means any situation in which an individual or Company is in a position to exploit a professional or official capacity in some way for their personal or corporate benefit. A potential conflict of interest exists if the Company intends to enter into a transaction with a related party. A conflict of interest also occurs when an individual or organization is involved in multiple interests, one of which could possibly create unfavorable influence for an act in the other.
- g) **“Control”** shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- h) **“Holding Company”** means holding company as defined in Section 2(46) of the Companies Act, 2013. Accordingly, “holding company”, in relation to one or more other companies, means a company of which such companies are subsidiary companies;
- i) **“Key Managerial Personnel”** or **“KMP”** shall have the meaning as defined under Section 2(51) of the Companies Act, 2013 and as amended from time to time;
- j) **“Material Related Party Transaction as per SEBI (LODR) Regulations”** means a transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds in Schedule XII of Listing Regulations. .

In case of transaction involving payment to a Related Party for brand usage or royalty, it will be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

- k) **“Office or Place of Profit”** as per the Explanation (a) to Section 188 (1) of the Companies Act, 2013 means any office or place—
 - (i) where such office or place is held by a director, if the director holding it receives from the company anything by way of remuneration over and above the remuneration to which he is entitled as director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;
 - (ii) where such office or place is held by an individual other than a director or by any firm, private company or other body corporate, if the individual, firm, private company or body corporate holding it receives from the company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;
- l) **“Policy”** means this Policy on Related Party Transactions, as amended from time-to-time.

- m) **"Related Party"** in relation to the company means a party related to the company in any of the ways as laid down in Section 2(76) of the Companies Act, 2013 and rules made thereunder or Regulation 2(1)(zb) of the SEBI (LODR), 2015 as amended from time to time and includes the following.
- (i) a director or his relative;
 - (ii) key managerial personnel or his relative;
 - (iii) a firm, in which a director, manager or his relative is a partner;
 - (iv) a private company in which a director or manager or his relative is a member or director;
 - (v) a public company in which a director or manager is a director and holds along with his relatives, more than two per cent of its paid-up share capital;
 - (vi) anybody corporate whose Board of directors, managing director, or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
 - (vii) any person under whose advice, directions or instructions a director or manager is accustomed to act;
 - (viii) anybody corporate which is –
 - a holding, subsidiary or an associate company of such company;
 - a subsidiary of a holding company to which it is also a subsidiary; or
 - an investing company or the venturer of the company
 - (ix) a director other than an independent director or key managerial personnel of the holding company or his relative with reference to a company, shall be deemed to be a related party.

In addition to the above, an entity will be considered as a related party if it satisfies the conditions laid down as per Ind AS 24.

Provided that any person or entity forming a part of the promoter or promoter group of the listed entity or holding 10% or more of shareholding in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding financial year shall be deemed to be a related party.

- n) **"Related Party Transaction"** means as per SEBI (LODR) Regulations, transfer of resources, services or obligations between
- (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or
 - (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged.

A "transaction" with a related party shall be construed to include single transaction or a group of transactions in a contract.

Provided that the following shall not be a related party transaction:

- (a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) the following corporate actions which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
 - (i) payment of dividend;
 - (ii) subdivision or consolidation of securities;
 - (iii) Issuance of securities by way of a rights issue or a bonus issue; and
 - (iv) buy- back of securities.

- (c) acceptance of fixed deposits by banks/Non-Banking Finance Companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of related party transactions every six months to the stock exchange(s), in the format as specified by the Board:
- (d) acceptance of current account deposits and saving account deposits by banks in compliance with the directions issued by the Reserve Bank of India or any other central bank in the relevant jurisdiction from time to time:
Explanation: For the purpose of clauses (c) and (d) above, acceptance of deposits includes payment of interest thereon.
- (e) retail purchases from any listed entity or its subsidiary by the directors or Key managerial personnel, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees, directors, Key managerial personnel and relatives of Directors or Key managerial personnel.

Further, no approval of the Audit Committee is required if the remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, provided that the same is not material.

- o) **“Relative”** means relative as defined in Section 2(77) of the Companies Act, 2013. Accordingly, “relative”, with reference to any person, means anyone who is related to another, if—
 - (i) They are members of a Hindu undivided family;
 - (ii) They are husband and wife;
 - (iii) one person is related to the other in such manner as may be prescribed

As per Rule 4 of Companies (Specification of definitions details) Rules, 2014 includes a person who shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely: -

- (i) Father (including step-father)
- (ii) Mother (including step-mother)
- (iii) Son (including step-son)
- (iv) Son's wife
- (v) Daughter
- (vi) Daughter's husband
- (vii) Brother (including step-brother)
- (viii) Sister (including step-sister)

- p) **“Specified Related Party Transactions”** (Specified RPT), in accordance with Section 188 (1) (a) to (g) of the Companies Act, 2013, means a contract or arrangement with a related party with respect to:
 - (i) sale, purchase or supply of any goods or materials;
 - (ii) selling or otherwise disposing of, or buying, property of any kind;
 - (iii) leasing of property of any kind;
 - (iv) availing or rendering of any services;
 - (v) appointment of any agent for purchase or sale of goods, materials, services or property;
 - (vi) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
 - (vii) Underwriting the subscription of any securities or derivatives thereof, of the company.

3. POLICY

All Related Party Transactions must be identified and reported to the Audit Committee, and also to Directors and shareholders, wherever necessary, for their prior approval, in accordance with the Companies Act, 2013 and the SEBI Listing Regulations. The said transactions shall be disclosed in accordance with the requirements of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

4. POLICY ON DETERMINATION OF MATERIALITY OF RELATED PARTY TRANSACTIONS

- a) All transactions mentioned in Section 188 of Companies Act, 2013 which are not in the ordinary course of business or not at arm's length pricing or both will be put up for prior approval of the Board. In case the value of the specified transaction exceeds the prescribed thresholds under the Act and Rules made thereof, it will also be put up for prior approval of the shareholders. Provided that no member of the company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party. Further, in case of wholly owned subsidiary, the resolution is passed by the holding company shall be sufficient for the purpose of entering into the transaction between the wholly owned subsidiary and the holding company.
- b) All material Related Party Transactions (within the meaning of the SEBI Listing Regulations) shall require approval of the shareholders and all Related Parties shall abstain from voting on such resolutions irrespective of whether the entity is a party to the particular transaction or not.

Exclusion: Transactions entered into between a Company and its wholly owned subsidiary in India and overseas, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, shall outside the scope of the provisions of as per Regulation 23(5)(b) of the SEBI Listing Regulations shall not be deemed as a Related Party Transactions.

5. IDENTIFICATION OF POTENTIAL RELATED PARTY TRANSACTIONS

Each director and Key Managerial Personnel are responsible for providing notice of disclosure of interest under section 184 of the Companies Act, 2013 along with list of relatives to the Company. The Company shall ensure that no transaction is entered into with any entity/individual disclosed by the director/ KMP or any other related party without necessary approvals.

As a policy, the Company will identify transactions falling under contracts and arrangements, as per the applicable laws, entered into with Related Parties for the consent of the Committee, Board and shareholders, as applicable.

- A. The Audit Committee shall consider the following factors while deliberating the related party transactions for its approval:
 - (i) Name of party and details explaining nature of relationship;
 - (ii) Duration of the contract and particulars of the contract and arrangement;
 - (iii) Nature of transaction and material terms thereof including the value, if any;
 - (iv) Manner of determining the pricing to ascertain whether the same is on arm's length;
 - (v) Business rationale for entering into such transaction; and
 - (vi) Any other information relevant or important for the Board to take a decision on the proposed transaction.

- B. In determining whether to approve a Related Party Transaction, the Committee will consider the following factors, among others, to the extent relevant to the Related Party Transaction:
- i. Whether the terms of the Related Party Transaction are fair and on arm's length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
 - ii. Whether there are any compelling business reasons / rationale for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
 - iii. Whether the Related Party Transaction would affect the independence of an independent Director;
 - iv. Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
 - v. Whether the Company was notified about the Related Party Transaction before its commencement and if not, why pre-approval was not sought and whether subsequent ratification is allowed and would be detrimental to the Company; and
 - vi. Whether the Related Party Transaction would present an improper conflict of interest for any Director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position of the Director, Executive Officer or other Related Party, the direct or indirect nature of the Director's, Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.

6. PROCEDURE TO BE ADOPTED FOR RELATED PARTY TRANSACTIONS

6.1 APPROVAL OF AUDIT COMMITTEE

- A. Prior approval of the Audit Committee shall be required for:
1. All Related Party Transactions and subsequent material modifications as defined by the Audit Committee;
 2. A related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction, exceeds the lower of the following:
 - (i) ten percent of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary; or
 - (ii) the threshold for material related party transactions of listed entity as specified in Schedule XII of these regulations.
 3. In the event of a related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of a listed entity is a party but the listed entity is not a party and such subsidiary does not have audited financial statements for a period of at least one year, prior approval of the audit committee of the listed entity shall be obtained if the value of such transaction exceeds the lower of the following:
 - (i) ten percent of the aggregate value of paid-up share capital and securities premium account of the subsidiary; or
 - (ii) the threshold for material related party transactions of listed entity as specified in

Schedule XII of these regulations:

Further, the Audit Committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.

Prior approval of the Audit Committee shall not be required for:

- i. Related Party Transactions, where the listed subsidiary is a party, but the Company is not a party, and if Regulation 23 and Regulation 15(2) of SEBI Listing Regulations are applicable to such listed subsidiary.
- ii. Related Party Transactions of unlisted subsidiaries of listed subsidiary of the Company, where the prior approval of the audit committee of the listed subsidiary is obtained.
- iii. transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
- iv. transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
- v. remuneration and sitting fees paid by the Company or its subsidiaries to its directors, key managerial personnels or senior management, except who is part of promoter or promoter group, provided that the same is not material in terms of the provisions of Regulation 23 of the Listing Regulations.

Members of the Audit Committee, who are independent directors, shall alone approve Related Party Transactions.

OMNIBUS APPROVALS RELATED TO THE RELATED PARTY TRANSACTIONS

The Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company or its subsidiary subject to compliance with following conditions:

- 1) The Committee, upon obtaining approval from the Board shall lay down the criteria for granting the omnibus approval which shall include the following:
 - a) maximum value of the transactions, in aggregate, which can be allowed under the omnibus approval route in a year;
 - b) the maximum value per transaction which can be allowed;
 - c) extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;
 - d) review, at such intervals as the Committee may deem fit, Related Party Transactions entered into by the Company pursuant to each of the omnibus approval made; and
 - e) transactions which cannot be subject to the omnibus approval by the Committee.
- 2) All the required information as per industry standards are required to be placed before the audit committee, Board and shareholders of the company, as the case may be for seeking approval of related party transactions.
- 3) The Audit Committee shall lay down the criteria for granting the omnibus approval in line with this policy and such approval shall be applicable in respect of transactions which are repetitive in nature;
- 4) The Audit Committee shall satisfy itself regarding the need for such omnibus approval for transactions of repetitive nature and that such approval is in the interest of the Company;

The omnibus approval shall specify the name(s) of the Related Party and its relationship with the Company or its subsidiary, nature of transaction, period of transaction, maximum amount of transaction that can be entered into, basis of arriving the indicative base price /

current contracted price and the formula for variation in the price if any, and such other conditions as the Committee may deem fit;

Provided that where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, the Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1 crore per transaction.

- 5) The Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company or its subsidiary pursuant to each of the omnibus approval given.
- 6) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.
- 7) Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company.
- 8) Omnibus approval can be granted by the audit committee for related party transactions of the Company as well as of its subsidiaries.
- 9) Any other conditions as the Audit Committee may deem fit.

The Audit Committee will have the discretion to recommend / refer any matter relating to the Related Party Transaction to the Board for the approval.

- B. Pursuant to the approval of the Board of Directors, the Audit Committee of the Company has specified following criteria for granting omnibus approval:
 - a) The maximum value of the transactions, in aggregate, which can be allowed under omnibus route in a year will be 50% of the annual consolidated turnover of the Company as per its last audited financial statements, subject to the transaction(s) exceeding the materiality threshold which require shareholder approval will not be considered for this limit.
 - b) The maximum value per transaction which can be approved under omnibus route will be the same as per the materiality threshold as defined in the Policy. Should the value per transaction, through omnibus route, exceed the materiality threshold as defined in the Policy, the same shall be subject to approval of shareholders of the Company.
 - c) While assessing a proposal put up before the Audit Committee / Board for approval, the Audit Committee / Board may review the following documents / seek the following information from the management in order to determine if the transaction is in the ordinary course of business and at arm's length or not:
 - i. Nature/type of the transaction i.e. details of goods or property to be acquired / transferred or services to be rendered / availed (including transfer of resources) – including description of functions to be performed, risks to be assumed and assets to be employed under the proposed transaction;
 - ii. Material terms (such as price and other commercial terms contemplated under the arrangement) of the proposed transaction, including value and quantum;
 - iii. Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise);

- iv. Tenure of the proposed transaction (particular tenure to be specified);
 - v. Value of the proposed transaction;
 - vi. The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis to be additionally provided);
 - vii. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary;
 - I. details of the source of funds in connection with the proposed transaction;
 - II. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,
 - nature of indebtedness;
 - cost of funds; and
 - tenure;
 - III. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
 - IV. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT
 - viii. Key covenants (non-commercial) as per the draft of the proposed agreement / contract to be entered into for such transaction;
 - ix. Special terms covered / to be covered in separate letters or undertakings or any other special or sub arrangement forming part of a composite transaction;
 - x. Benchmarking information that may have a bearing on the arm's length basis analysis, such as:
 - I. market analysis, research report, industry trends, business strategies, financial forecasts, etc.;
 - II. third party comparable, valuation reports, price publications including stock exchange and commodity market quotations;
 - III. management assessment of pricing terms and business justification for the proposed transaction as to why the RPT is in the interest of the Company;
 - IV. comparative analysis, if any, of other such transaction entered into by the Company.
- d) The Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered by the Company pursuant to each omnibus approval given.
- e) Transaction of following nature will not be subject to the omnibus approval of the Audit Committee:
- 1. Transactions which are not at arm's length or not in the ordinary course of business;
 - 2. Transactions which are not repetitive in nature;
 - 3. Transactions exceeding materiality thresholds as laid down in the Policy
 - 4. Transactions in respect of selling or disposing of the undertaking of the company
 - 5. Financial Transactions e.g. Loan to related parties, Inter Corporate Deposits, subscriptions to bond, debenture or preference shares issued by the related parties, corporate guarantee given/received from related parties.
 - 6. Any other transaction as the Audit Committee may deem not fit for omnibus

approval

- C. Audit Committee has defined "material modifications" as following:
Material Modifications of Related Party Transaction" in relation to the Company means and includes any modification to an existing related party transaction having variance of 20% of the existing limit as sanctioned by the Audit Committee / Board / Shareholders, as the case may be.

6.2 APPROVAL OF BOARD OF DIRECTORS

As per the provisions of Section 188 of the Act, all kinds of transactions specified under the said Section and which are not in the ordinary course of business or not at arm's length basis, are placed before the Board for its approval.

In addition to the above, the following kinds of transactions with related parties are also placed before the Board for its approval:

- a) Transactions which may be in the ordinary course of business and at arm's length basis, but which are as per the policy determined by the Board from time to time (i.e. value threshold and/or other parameters) require Board approval in addition to Audit Committee approval;
- b) Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/or at arm's length basis and decides to refer the same to the Board for approval;
- c) Transactions which are in the ordinary course of business and at arm's length basis, but which as per Audit Committee requires Board approval;
- d) Transactions meeting the materiality thresholds laid down in the Policy, which are intended to be placed before the shareholders for approval.

6.3 APPROVAL OF SHAREHOLDERS

All Material Related Party Transactions and subsequent material modifications as defined by the Audit Committee under sub-regulation (2) shall require prior approval of the Shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

In addition to the above, all kinds of transactions specified under Section 188 of the Act which (a) are not at Arm's Length or not in the ordinary course of business; and

(b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 are placed before the shareholders for its approval.

However, the requirement of prior approval of the shareholders' for Material Related Party Transactions shall not be applicable for the following cases:

- i. transactions in respect of a resolution plan approved under section 31 of the Insolvency and Bankruptcy Code (IBC) 2016, subject to the event being disclosed to recognized stock exchange within one day of the resolution plan being approved.
- ii. Related Party Transactions, where the listed subsidiary of the Company is a party, but the Company is not a party, and if Regulation 23 and Regulation 15(2) of SEBI Listing Regulations are applicable to such listed subsidiary.
- iii. Related Party Transactions of unlisted subsidiaries of the Company, where the prior approval of the shareholders of the listed subsidiary is obtained.

- iv. transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
- v. transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

7. NON-APPLICABILITY OF THE PROVISIONS OF SUB-REGULATIONS (2), (3) AND (4) OF REGULATION 23

- (a) transactions entered into between two public sector companies;
- (b) transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- (c) transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- (d) transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.
- (e) transactions entered into between a public sector company on one hand and the Central Government or any State Government or any combination thereof on the other hand.

8. FACTORS TO BE CONSIDERED WHILE GRANTING APPROVAL TO RELATED PARTY TRANSACTIONS

The Audit Committee / Board will consider the following factors, among others, to the extent relevant to the Related Party Transactions while granting its approval:

- Whether the terms of the Related Party Transaction are fair and on arm's length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
- Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- Whether the Related Party Transaction would affect the independence of an independent director;
- Whether the transaction qualifies to be a transaction in ordinary course of business and at arms' length;
- Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- Whether the Related Party Transaction would present an improper conflict of interest for any director or Key Managerial Personnel of the Company, taking into account the terms and size of the transaction, the purpose and timing of the transaction, the overall financial position of the director or other Related Party, the direct or indirect nature of the director's, Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.

9. REVIEW & MONITORING OF RELATED PARTY TRANSACTIONS

The Audit Committee may review and monitor a Related Party Transaction taking into account the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters. In connection with any review of a Related Party Transaction, the Committee has authority to modify or waive any procedural requirements of this Policy.

10. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

The members of the audit committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions:

- i. the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
- ii. the transaction is not material;
- iii. rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
- iv. the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of regulation 23.
- v. any other condition as specified by the audit committee:

Provided that failure to seek ratification of the audit committee shall render the transaction voidable at the option of the audit committee and if the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the listed entity against any loss incurred by it.

11. EXISTING RELATED PARTY TRANSACTIONS

This policy shall operate prospectively and all the agreements which have been entered before the effective date of this policy and are in accordance with the then prevailing laws shall be valid and effective. However, any agreement for material transactions which has been already approved and continued to be operational beyond March 2015, procedure under above clause is to be followed.

This Policy will be communicated to all Directors, KMPs, operational employees and other concerned persons of the Company and the definition / provisions of the policy herein shall be deemed to have been amended to the extent of any alterations in laws/ statutes by virtue of an amendment.

12. DISCLOSURE AND REPORTING

- The details of Related Party Transactions during the quarter shall be disclosed in the Audit Committee and Board meeting minutes. The Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given, if any.
- The Company shall disclose to the stock exchange along with the compliance report on corporate governance on a quarterly basis, detail of all material transactions with Related Parties.

- The Company shall provide disclosure of the Related Party Transactions in the format as specified by the SEBI from time to time, to the stock exchanges and upload on company's website, every six months. The Company shall make such disclosures every six months on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023.
- Director's report shall contain details of Related Party Transactions as required under the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations.
- The Company shall provide all the information as specified by the SEBI from time to time in the explanatory statement in the notice being sent to shareholders seeking approval of proposed RPTs.
- This Policy shall be made available on the website of the Company, www.shyammetalics.com and a web link thereto shall be provided in the Company's annual report.
- The Company shall provide disclosure on 'Loans and advances' in the nature of loans to firms/companies in which directors are interested by name and amount' in the Corporate Governance Report

REVIEW AND AMENDMENT

The Policy on Related Party Transactions shall be mandatorily reviewed by the board of directors at least once every three years. However, it can /may be amended at any time and is subject to any further change in the Listing Regulations or the Companies Act, 2013 (the Act) or rules/regulations made thereunder.

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/modification in the Companies Act, 2013 or the Rules framed thereunder or the Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

Policy Revision History

DATE OF APPROVAL BY BOARD	EFFECTIVE DATE	BRIEF DESCRIPTION OF MAJOR CHANGES/REVISIONS
15 th March, 2022	15 th March, 2022	Formulation of Policy on Materiality and dealing with Related Party Transactions accordance with Listing Regulations and the Companies Act, 2013 (Act).
28 th January, 2025	28 th January, 2025	Revision in policy once in every 3 years (as per policy) & Recent Amendments in SEBI (LODR) also.
24 th January, 2026	24 th January, 2026	The policy has been amended according to the recent amendment in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide notification dated 18 th November, 2025.