

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF BHAGYANAGAR INDIA LIMITED IN THEIR MEETING HELD ON SATURDAY, 20TH SEPTEMBER, 2025 AT 4.50 P.M. AT ITS REGISTERED OFFICE SITUATED AT PLOT NO. P-9/13/1 & P-9/14 IDA, NACHARAM, HYDERABAD -500076

SUB: COMPOSITE SCHEME OF ARRANGEMENT

“RESOLVED THAT pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions contained under the said Act, Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2016, SEBI (ICDR) Regulations, 2018, Securities Contracts (Regulation) Act, 1956, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities Contracts (Regulations) Rules, 1957, Master Circular SEBI/HO/CFD/POD -2/P/CIR/2023/93, dated June 20, 2023, and other applicable Circulars issued by SEBI, and other applicable provisions under any Act, including any statutory modifications, amendments, re-enactments thereof for the time being in force, the National Company Law Tribunal, Rules, the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the shareholders and Creditors of the Company, the Regional Director, South East Region, Official Liquidator, Securities and Exchange Board of India (SEBI), Stock Exchanges, National Company Law Tribunal, Hyderabad Bench, or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the “Composite Scheme of Arrangement between Bhagyanagar Copper Private Limited, (BCPL or Transferor Company), Bhagyanagar India Limited (BIL or Transferee Company or Demerged Company) and Tieramet Limited (TML or Resulting Company) and their respective shareholders and creditors” (“Scheme”), (draft of which is tabled before the Board and duly initialled by the Chairperson for purpose of identification), that inter alia seeks:

- (a) amalgamation of Bhagyanagar Copper Private Limited (BCPL or Transferor Company) with Bhagyanagar India Limited (BIL or Transferee Company or Demerged Company) on a going concern basis and consequent dissolution of the Transferor Company without winding up.



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- (b) demerger of the identified business Undertaking / Demerged Undertaking (as defined in the Scheme) of Bhagyanagar India Limited (Demerged Company) and vesting of the same with and into Tieramet Limited (Resulting Company), on a going concern basis; and
- (c) listing of equity shares of Resulting Company on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) in accordance with Listing Regulations and other regulations as prescribed by SEBI, NSE, BSE or any other regulatory or statutory authority.
- (d) various other matters consequential to or otherwise integrally connected with the above in the manner provided for in the Scheme.

"FURTHER RESOLVED THAT Mr. Devendra Surana (DIN: 00077296), the Managing Director and/ or Mr. Surendra Bhutoria, the CFO of the Company, be and are hereby severally authorized and empowered on behalf of the Company to take all necessary steps to give effect to the Composite Scheme of Arrangement and to do all such acts, deeds, matters and things including but not limited to make requisite application(s), petition(s), affidavits, pleadings before the Registrar of Companies / MCA, Official Liquidator, Regional Director, South East Region, NCLT at Hyderabad, SEBI, Stock Exchanges, Income Tax Department(s), Office of Sub-Registrars, District Registrar(s), Mandal Revenue Officer(s) Banks, Financials Institutions, and/or such other authorities, departments and to:

- a) appoint advocate(s), Company Secretary(ies), officers / authorised representative(s), in order to represent the Company before the Registrar of Companies / MCA, Official Liquidator, Regional Director, South East Region, NCLT at Hyderabad, Stock Exchanges, SEBI, Income Tax Department(s), Office of Sub-Registrars, District Registrar(s), Mandal Revenue Officer(s) Banks, Financials Institutions, and/or such other authorities, departments and to file the necessary applications, petitions, affidavits, pleadings for and on behalf of the Company and to apply and obtain certified copies of the orders, decrees, directions etc. that may be passed by the NCLT and/or such other authorities, courts and all such other documents as may be required for and on behalf of the Company.
- b) verify, deal, sign, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and perfect all deeds, declarations, instruments, affidavits, applications, petitions, vakalats, objections, consents, notices and writings whatsoever as may be usual, necessary, proper or expedite in all manners of documents, petitions, affidavits and applications in relation to the implementation of the Scheme.
- c) make such alterations, modifications or amendments in the Scheme, applications, petitions and other documents as may be required or necessary generally, as may be deemed fit and proper, or for complying with the requirements or conditions as may be imposed by the NCLT and/or any other appropriate authorities and to prepare and execute applications, petitions and file the same with the NCLT and/or

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any other appropriate authorities and to do all such matters connected therewith, as may be directed by the NCLT and/or other appropriate authorities, if any, and to appoint and retain services of such professionals as may be necessary in connection therewith including and to do all such acts, deeds, matters and things as may be required to bring the Scheme into effect.

- d) do all such acts, matters, deeds and things as may be necessary or desirable including any directions for settling any questions or doubts or difficulty whatsoever that may arise, for the purpose of giving effect to the Scheme.
- e) accept service of notices or other processes, which may from time to time be issued in connection with the matter aforesaid.
- f) produce all documents, matters or other evidence in connection with the matters aforesaid on all and any of other proceedings incidental thereto or arising thereat.
- g) make, prepare any applications, petitions, appeals, judges summons, notices, before any court, tribunal or authorities.
- h) file, submit with the Registrar of Companies, NCLT, Regional Director, other statutory/regulatory authorities in India any forms, documents, affidavits through electronic media or any other computer readable media or manually to follow up the same.
- i) do all such acts, deeds and things, as may be necessary and incidental thereto, to appoint from time to time or generally such person(s) and any such substitute(s) or sub-delegation of powers conferred vide this resolution to any persons, as may be necessary, and to appoint another or other in his/her or their place, for the better and more effectual doing, effecting and performing all or any such matters and things as aforesaid to all intents and purpose to give effect to this resolution."

"FURTHER RESOLVED THAT a copy of the foregoing resolution certified to be the true copy by any of the director of the Company may be submitted/furnished to the concerned authorities as may be required."

// CERTIFIED TRUE COPY //
For BHAGYANAGAR INDIA LIMITED

Devendra Surana

Devendra Surana
Managing Director
DIN: 00077296

