Brief particulars of the Transferee / Demerged Company and Transferor and Resulting Company

BHAGYANAGAR INDIA LIMITED
CIN: L27201TG1985PLC012449
Email:bil@surana.com
Reg. Office: Plot No. P-9/13/1 & P-9/14 IDA, Nacharam, Hyderabad, Telangana-500076

S.no.	Particulars	Transferor Company	Transferee/Demerged Company	Resulting Company
1.	Name of the company	Bhagyanagar Copper Private Limited	Bhagyanagar India Limited	Tieramet Limited
2.	Exchanges listed on	NA	BSE and NSE	NA
3.	Date of incorporation & details of name change, if any	Incorporated on: 30/04/2008 Previous Name: Aanvik Mercantile Private Limited.	Incorporated on: 02/09/1985 Previous Name: Bhagyanagar Metals Limited.	Incorporated on: 29/08/2025
3.	Designated Stock Exchange	NA	NSE	NA
4.	Nature of business and business activities currently carried out by the Company	Manufacturing copper products	Wind power and real estate	Upon sanction of the Scheme, the Resulting Company shall undertake the business of demerged undertaking, i.e, manufacturing copper products.
5.	Brief details about Scheme including rationale for scheme along with a graphical representation.	**Brief details about Scheme** This Composite Scheme of arrangement ("Scheme") is presented pursuant to the provisions of Sections 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, and the rules and regulations issued thereunder read with Sections 2(1B) and 2(19AA) and other applicable provisions of the Income-tax Act, 1961, SEBI (ICDR) Regulations, 2018 and SEBI (LODR) Regulations, 2015 in each case, as amended from time to time and as may be applicable, for and in respect of :		

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		(i) 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. (ii) demerger of the Demerged Undertaking (as defined hereunder) of Bhagyanagar India Limited (Demerged Company) and vesting of the same with and into Tieramet Limited (Resulting Company), on a going concern basis; and (iii) 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. **Rationale :** (i) reorganizing the corporate structure by way of amalgamation of a closely held entity, having huge business potential, into a widely held listed entity and further by way of hiving off the business undertaking through demerger into a separate entity comprising of same shareholders as that of the

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		listed entity; (ii) unlocking the value in business for shareholders by attracting distinct strategic and financial investors, making it easier to access growth capital for the respective companies, and providing investors with the flexibility to invest in relevant business according to their strategies and risk profiles; (iii)and augment funds infusion options in view of availability of wider base of investors and market determined price for securities, as in case of listed entities (iv) creation of a new age entity focusing on Extended Producers Responsibility (EPR), Environmental, Social, and Governance (ESG) and other globally accepted norms and standards in view of significant global demand for copper, which is on an increasing trend by the day. (v) streamlining the corporate structure, resulting in greater operational efficiency and implementing smoother and effective controls and processes. (vi) better administrative efficiency, enhanced managerial and board focus, costs rationalisation and achieving business integration and economies of scale. Further, the nature of risk and competition involved in each of these businesses are distinct and consequently nature of considerations, factors and commercial parameters applicable to the business of power generation are also different and divergent in nature in comparison to that of copper recycling business. With an endeavor to

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		enhance shareholders value and insulate both the businesses from the risks of each other, it is proposed to reorganize and segregate, by way of demerger.		
6.	Date of Resolution passed by Board of Directors of the Company approving the scheme.	20th September,2025	20th September,2025	20th September,2025
7.	Appointed Date	01st April,2025	01st April,2025	01st April,2025
8.	Consideration/Exchange Ratio	NA	1:1	1:1
9.	Will any of the unlisted companies seek listing pursuant to Rule 19(2)(b) of SEBI (SCRR),1957	NA	NA	YES
10.	Report of Audit Committee	NA	Audit Committee vide its report dated 20.09.2025 has recommended the draft scheme for favorable consideration.	NA
11.	Valuation Report from a Registered Valuer	**N.A** Valuation Report is not required in cases where there is no change in the shareholding pattern of the listed entity / resultant company, in terms of para 4 of the Master Circular, SEBI/HO/CFD/POD-2/P/CIR/2023/93, dated June 20, 2023, issued by SEBI.		

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<table>
<tr><td></td><td></td><td colspan="3"></td></tr>
<tr><td>12.</td><td>Fairness opinion by Merchant Banker</td><td>N.A</td><td>N.A</td><td>N.A</td></tr>
<tr><td>13.</td><td>Pre and post scheme Shareholding Pattern of the listed Company</td>
<td>Pre-Scheme Shareholding Pattern:
<table>
<tr><th>Category</th><th>No. of shares</th><th>%</th></tr>
<tr><td>Promoter</td><td>3,00,00,000</td><td>100</td></tr>
<tr><td>Public</td><td>0</td><td></td></tr>
<tr><td>Total</td><td>3,00,00,000</td><td>100</td></tr>
</table>
Post–Scheme shareholding pattern: Not Applicable</td>
<td>Pre-Scheme Shareholding Pattern:
<table>
<tr><th>Category</th><th>No. of shares</th><th>%</th></tr>
<tr><td>Promoter</td><td>22,575,654</td><td>70.56%</td></tr>
<tr><td>Public</td><td>94,193,46</td><td>29.44 %</td></tr>
<tr><td>Total</td><td>3,19,95,000</td><td>100</td></tr>
</table>
Post–amalgamation shareholding pattern:
<table>
<tr><th>Category</th><th>No. of shares</th><th>%</th></tr>
<tr><td>Promoter</td><td>22,575,654</td><td>70.56%</td></tr>
<tr><td>Public</td><td>94,193,46</td><td>29.44 %</td></tr>
<tr><td>Total</td><td>3,19,95,000</td><td>100%</td></tr>
</table></td>
<td>Pre-Scheme Shareholding Pattern:
<table>
<tr><th>Category</th><th>No. of shares</th><th>%</th></tr>
<tr><td>Promoter</td><td>50000</td><td>100 %</td></tr>
<tr><td>Public</td><td>0</td><td>0</td></tr>
<tr><td>Total</td><td>50000</td><td>100 %</td></tr>
</table>
Post–Scheme shareholding pattern:
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14.	Minimum public shareholding in all the companies pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015('Listing Regulations')	**YES**	**NA**	**YES**
15.	Approval of shareholders through postal ballot and e-voting	Will be obtained in accordance with para (A) (10) (a) and (b) of Part I of SEBI Master Circular.	**N.A**	**N.A**
16.	Resolution for scheme approval (Ordinary/Special) *Note: specifically state applicability of Clause 10(b) of SEBI Master Circular on Scheme of Arrangement i.e.* *"If the Scheme of arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are*	Will be obtained in accordance with para (A) (10) (a) and (b) of Part I of SEBI Master Circular.		

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	more than the number of votes cast by the public shareholders against it"			
17.	Treatment of Fractional Entitlement, if any	**NA**	**NA**	Refer Clause 23.2 of the Composite Scheme of Arrangement.
18.	Compliance with Regulation 11 of the Listing Regulations	It is hereby confirmed that the proposed Composite Scheme of Arrangement does not in any way violate or override or limit the provisions of SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013, the rules, Regulations and guidelines under the Acts, or the requirements of SEBI Circulars and Stock Exchanges.	**N.A.**	
19.	Statutory Auditor's certificate confirming the compliance of the accounting treatment as per SEBI Master	Luharuka & Associates, the Statutory Auditors have provided the certificate, dated 20.09.2025, confirming the accounting treatment as per	Luharuka & Associates, the Statutory Auditors have provided the certificate, dated 20.09.2025, confirming the accounting treatment as per SEBI Master Circular	Luharuka & Associates, the Statutory Auditors have provided the certificate, dated 20.09.2025, confirming the accounting treatment as per SEBI Master Circular

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	Circular	SEBI Master Circular		
20.	Compliance Report as per SEBI circular	Annexed	**N.A.**	**N.A.**
21.	Net worth (Rs. in Lakhs)			
	Pre	6828.75	17555.74	1.00
	Post	-	20738.49 Post Amalgamation 2978.32 Post Demerger	17761.17
22.	Capital before the scheme (No. of equity shares as well as capital in rupees)	2,00,00,000 equity shares of Rs.2 each aggregating Rs.20,00,00,000	3,19,95,000 equity shares of Rs.2 each aggregating Rs. 6,39,90,000	50,000 equity shares of Rs.2 each aggregating Rs.1,00,000
	No. of shares to be issued	Nil	Nil	3,19,95,000 equity shares of Rs.2 each aggregating Rs. 6,39,90,000
	Cancellation of shares on account of cross holding,if any	2,00,00,000 equity shares of Rs.2 each aggregating Rs.20,00,00,000 and 1,00,00,000 Optionally Convertible Preference shares	Nil	50,000 equity shares of Rs.2 each aggregating Rs.1,00,000

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		(OCPS) of Rs.2 each aggregating Rs.10,00,00,000		
	Capital after the scheme (No. of equity shares as well as cap)	3,19,95,000 equity shares of Rs.2 each aggregating Rs. 6,39,90,000	Nil	3,19,95,000 equity shares of Rs.2 each aggregating Rs. 6,39,90,000
23.	Please specify the relation among the companies involved in the scheme ,if any	Bhagyanagar Copper Private Limited, (the transferor Company) and Tieramet Limited (the Resulting Company) are Wholly Owned Subsidiaries of Bhagyanagar India Limited.		
24.	Details regarding change in management control in listed or resulting company seeking listing, if any.	No change in control is contemplated by virtue of the proposed Composite Scheme of Arrangement.		

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