

EMERALD COMPANY PRIVATE LIMITED

CIN: U99999WB1940PTC128211

Registered Office: 31, Chowringhee Road, Kolkata - 700 016 Ph : 22659742

Email: emeraldcompanyprivtltd@gmail.com

January 27, 2025

The National Stock Exchange of
India Ltd.
Exchange Plaza, 5th Floor,
Plot No-C/1, G Block,
Bandra-Kurla Complex,
Bandra (E)
Mumbai 400 051
Fax No. 2659 8237/ 38
takeover@nse.co.in

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001
Phone: 91-22-22721233
Fax: 91-22-22721919
corp.relations@bseindia.com

Bhagiradha Chemicals &
Industries Limited
#8-2-269/S/3/A, Plot No. 3,
Sagar Society, Road No 2
Banjara Hills,
Hyderabad – 500034
info@bhagirad.com

Dear Sir/ Madam,

Subject: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”)

Please see attached the disclosure under Regulation 29(2) of the Takeover Regulations in relation to acquisition of equity shares of Bhagiradha Chemicals & Industries Limited by Emerald Company Private Limited pursuant to conversion of warrants.

This disclosure is being given also on behalf of Carbon Finance Limited, Shree Laxmi Agents Private Limited and KKB Family Trust, persons acting in concert with Emerald Company Private Limited.

Kindly acknowledge receipt.

Thanking you,

For Emerald Company Private Limited



Director
DIN: 00029073

Encl: As above.

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Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

1.	Name of the Target Company (TC)	Bhagiradha Chemicals & Industries Limited		
2.	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Emerald Company Private Limited ("Acquirer") Carbon Finance Limited (PAC) Shree Laxmi Agents Private Limited (PAC) KKB Family Trust (PAC)		
3.	Whether the acquirer belongs to Promoter/ Promoter group	No		
4.	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited (NSE) and BSE Limited (BSE)		
5.	Details of the acquisition as follows	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the TC (**)
	Before the acquisition under consideration, holding of:⁽¹⁾			
	a) Shares carrying voting rights			
	Acquirer	2,31,065	2.221	1.782
	Carbon Finance Limited (PAC)	89,810	0.863	0.693
	Shree Laxmi Agents Private Limited (PAC)	1,30,259	1.252	1.004
	KKB Family Trust (PAC)	43,954	0.422	0.339
	b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
	c) Voting rights (VR) otherwise than by 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)			
	Acquirer	3,75,375	NIL	2.895
	e) Total (a+b+c+d)	8,70,463	4.758	6.713



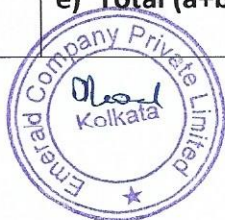
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Details of acquisition			
a) Shares carrying voting rights acquired Acquirer	37,53,750 ⁽²⁾⁽³⁾	2.895 ⁽²⁾⁽³⁾	2.895 ⁽²⁾⁽³⁾
b) VRs acquired otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	(3,75,375) ⁽²⁾		(2.895) ⁽²⁾
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+/-d)	37,53,750⁽²⁾⁽³⁾	2.895⁽²⁾⁽³⁾	2.895⁽²⁾⁽³⁾
<u>After the acquisition, holding of:</u>			
a) Shares carrying voting rights Acquirer Carbon Finance Limited (PAC) Shree Laxmi Agents Private Limited (PAC) KKB Family Trust (PAC)	60,63,400 8,98,100 13,02,590 4,39,540	4.676 ⁽⁴⁾ 0.693 ⁽⁴⁾ 1.005 ⁽⁴⁾ 0.339 ⁽⁴⁾	4.676 ⁽⁴⁾ 0.693 ⁽⁴⁾ 1.005 ⁽⁴⁾ 0.339 ⁽⁴⁾
b) VRs otherwise than by equity shares	NIL	NIL	NIL
c) 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
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	87,04,630	6.713⁽⁴⁾	6.713⁽⁴⁾



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	intimation of allotment of shares/ VR/, warrants/ convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	
8.	Equity share capital / total voting capital of the TC before the said acquisition	Rs. 10,40,54,830/- (10,40,54,830 Equity Shares of Rs 1/- each)
9.	Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 12,96,69,080/- (12,96,69,080 Equity Shares of Rs 1/- each)
10.	Total diluted share/voting capital of the TC after the said acquisition	Rs. 12,96,69,080/- (12,96,69,080 Equity Shares of Rs 1/- each)

Notes:

- (1) This reflects the shareholding of the Acquirer and persons acting in concert with the Acquirer ("PACs") pursuant to the acquisition of warrants by the Acquirer, as disclosed in the disclosure dated November 20, 2023 made by the Acquirer in accordance with Regulation 29(1) of the Takeover Regulations. At that time, the equity shares of the TC had a face value of INR 10/- (Indian Rupees Ten only) each. Subsequently, following the approval of the shareholders of the TC on April 10, 2024, each equity share of the TC with a face value of INR 10/- (Indian Rupees Ten only) was sub-divided/split into ten equity shares with a face value of INR 1 (Indian Rupee One only) each, effective from May 02, 2024. As a result of this sub-division/split, the undiluted paid-up equity share capital of the TC increased from 1,04,05,483 equity shares to 10,40,54,830 equity shares, and the holding of the Acquirer and PACs became as follows:
 - (a) Acquirer: 23,10,650
 - (b) Carbon Finance Limited (PAC): 8,98,100
 - (c) Shree Laxmi Agents Private Limited (PAC): 13,02,590
 - (d) KKB Family Trust (PAC): 4,39,540
- (2) As a result of the sub-division/ split of equity shares of the TC (detailed in point 1 above), appropriate adjustments were made by the TC while allotting the equity shares pursuant to conversion of warrants into equity shares. For the conversion of each warrant, the TC allotted 10 equity shares each having a face value of INR 1/- (Indian Rupee One only).
- (3) The Acquirer acquired a total of 37,53,750 equity shares of the TC pursuant to the conversion of warrants. Of these shares, 25,02,500 equity shares were acquired on May 9, 2024, and 12,50,250 equity shares were acquired on January 24, 2025.
- (4) The percentages have been calculated basis post conversion paid up share equity share capital of the TC.
- (5) (*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange Under Regulation 31 of SEBI LODR Regulations 2015 (Old Clause 35 of the Listing Agreement).
- (6) (***) Diluted share/voting 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.

For and on behalf of **Emerald Company Private Limited**

EMERALD COMPANY PRIVATE LIMITED



Director
DIN: 00029073

Director.

Place: Kolkata

Date: January 27, 2025