

# NOTICE

**NOTICE** is hereby given that the 33<sup>rd</sup> (Thirty Third) Annual General Meeting of the members of “BN HOLDINGS LIMITED (FORMELY ARIHANT TOURNESOL LIMITED)” (CIN: L15315MH1991PLC326590) will be held on Monday, September 23, 2024 at 11:00 AM through Video Conferencing (“VC”)/other audio visual means(“OAVM”) to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and the audited Consolidated financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and in this regard, to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

**“RESOLVED THAT** the audited Standalone financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

**“RESOLVED THAT** the audited Consolidated financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Mr. Anubhav Agarwal (DIN: 02809290) who retires by rotation, and being eligible, offers himself for re-appointment as director liable to retire by rotation and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anubhav Agarwal (DIN: 02809290), who retires by rotation at this meeting and being eligible offers himself for re-appointment be re-appointed as a Director of the Company.”

3. To approve the appointment of M/s. JSMG & Associates (ICAI Firm Registration No. 025006C), Chartered Accountants as Statutory Auditors of the Company for the term of five years and fix their remuneration, and in this connection, to consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 139, 140, 141, 142, and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the approval of the Board of Directors of the Company, the consent of the shareholders be and is hereby accorded for appointment of M/s. JSMG & Associates (ICAI Firm Registration No. 025006C), Chartered Accountants as the Statutory Auditors of the Company, to hold office for the term of 5 (Five) consecutive years i.e from the conclusion of 33<sup>rd</sup> Annual General Meeting until the conclusion of 38<sup>th</sup> Annual General Meeting of the Company, to be held for the financial year 2028-29 at such remuneration and out of pocket expenses as may be determined by the Board of Directors in consultation with the Statutory Auditors.

**RESOLVED FURTHER THAT** any of the Director, the Chief Financial Officer and the Company

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Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution including the filing of requisite information, forms and any other documents etc. with Registrar of Companies and concerned authorities.”

### **SPECIAL BUSINESS:**

#### **4. To consider and approve the Alteration of Articles of Association of the Company**

To consider and, if thought fit, to pass without modification the following resolutions as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other requisite approvals, if any, from appropriate authorities, consent of the members be and is hereby accorded for addition/ alteration/ modification/ substitution of Articles of Association of the Company (‘AoA’) as explained in the explanatory statement annexed, in lieu to align the provisions of AoA with the extant regulatory provisions and business requirements.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board of Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

#### **5. To consider and approve the increase in the limits for the loans and investments by the Company in terms of the provisions Section 186 of the Companies Act, 2013.**

To consider and, if thought fit, to pass without modification the following resolutions as Special Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 186 and other applicable provision of the Companies Act, 2013, if any, and in supersession of the earlier resolution passed in this regard, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this Resolution to increase the limit in excess of the limit approved by the shareholder of the Company in their meeting held on September 22, 2023 and as prescribed under Section 186 of the Act upto an aggregate sum of INR 1500 Crores (Rupees One Thousand Five Hundred Crore) for the following transactions per person or bodies corporate:

1. Make permissible loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
2. Give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
3. Acquire by way of subscription, purchase or otherwise the securities of any other body corporate

**RESOLVED FURTHER THAT** the Board of Directors or Key Managerial Personnel (KMP) of the company be and are hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.”

**6. To approve contract/arrangement for material Related Party Transactions with various related parties**

To consider and, if thought fit, to pass, without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company’s Related Party Transactions Policy, approval of the members be and is hereby accorded to the Board or its committees constituted thereof to carry on and/or enter into a series of transaction(s)/ contract(s)/arrangement(s)/agreement(s) or otherwise with related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for a period of three (3) financial years (i.e., F.Y. 2024-25 to F.Y. 2026-27) for the projected amount not exceeding to the transaction amounting to INR 10 Crore (Indian Rupees Ten Crore Only) per annum for the contract(s)/ arrangement(s)/ transaction(s) with each party(ies) as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature, at arm’s length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice and on such terms and conditions as may be recommended by the Audit Committee and agreed by the Board of Directors (hereinafter referred to as “the Board”) as entered by the Company subject to such transaction(s)/ contract(s)/ arrangement(s)/agreement(s) being carried out in the ordinary course of business and at arm’s length.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded for ratification of the related party transactions entered between the Company and Mr. Anubhav Agarwal, Managing Director & CEO of the Company, during financial year 2024-25 at arm’s length basis and in the ordinary course of business, under the existing related party arrangement as detailed in the Explanatory Statement to this Notice and the terms and conditions of the transactions with the related party be and is hereby approved by the Audit Committee.

**RESOLVED FURTHER THAT** the Board of Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

**7. To approve appointment of Shri Rakesh Kumar[DIN: 08531595] as the Independent Director of the Company**

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To consider and, if thought fit, to pass without modification the following resolutions as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder, and Regulations 16, 17(6)(a), 25(2A) and other relevant applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Rakesh Kumar (DIN: 08531595), who was appointed as an Additional Director in the capacity of Independent Director with effect from August 12, 2024 and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, the consent of the shareholders be and is hereby accorded for appointment of Shri Rakesh Kumar (DIN: 08531595) as an Independent Director of the Company to hold the office for the first term of 5 Consecutive Years with effect from August 12, 2024 till August 11, 2029 on such terms and conditions as determined by the Nomination and Remuneration Committee and Board of Directors of the Company, as detailed in the Explanatory Statement hereto and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors and / or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient, or desirable in order to give effect to this resolution.”

### 8. To consider and approve increase in limits under Section 180(1)(a) of the Companies Act, 2013

To consider and, if thought fit, to pass without modification the following resolutions as Special Resolution:

**“RESOLVED THAT** pursuant to the section 180 (1) (a) of the Companies Act, 2013, read with applicable rules made there under and article of association of the company and/or any other provision as may be applicable, if any, and in supersession of the earlier resolution passed in this regard the consent of the member of the Company be and is hereby accorded to create mortgage/ hypothecation and/or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board or Committee thereof, in its absolute discretion may deem fit, on the whole or substantially the whole of the Company's anyone or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or movable assets, comprised in any undertaking of the Company, as may be agreed to in favour of the Bank(s), Financial Institution(s) or other person(s), hereinafter referred to as the lenders, and/or Trustee(s) to secure borrowing up to the limits delegated to the Board or Committee thereof, by the Shareholders from time to time which will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which money may be borrowed by the Board for which the charge is to be created by the Board shall not exceed the sum of INR 1500 Crores (Rupees One Thousand Five Hundred Crore Only) at any point of time, together with interest at the respective agreed rates by issue of nonconvertible debentures, bonds, terms loans, and for other instruments including foreign currency borrowings, as the Board may deem fit, to be issued in one or more tranches, to India/foreign banks, institutions, investors, mutual funds,

companies, other corporate bodies, resident/non-resident investors, foreign nationals, and other eligible investors, and upon such terms and conditions, as may be decided by the Board, including any increase as a result of devaluation/revaluation or fluctuation in the rates of exchange, together with interest, at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said debentures/bonds/terms loans/other instrument(s) in terms of their issue.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior/pari passu/subsequent with/to the mortgage and/or charges already created or to be created in future by the Company and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to negotiate and settle the term and conditions with the concerned lender(s) and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors or the Key Managerial Personnel (KMP) of the Company, be and are hereby severally authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient, or desirable in order to give effect to this resolution.”

**9. To consider and approve increase in borrowing limits under Section 180(1)(c) of the Companies Act, 2013**

To consider and, if thought fit, to pass without modification the following resolutions as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of the earlier resolution passed in this regard, the consent of the members of the Company be and is hereby accorded to borrow and raise such sum or sums of money or monies (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) which will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which moneys may be borrowed by the Board shall not exceed the sum of INR 1500 Crores (Rupees One Thousand Five Hundred Crores Only) from time to time as may be required for the purpose of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board of Directors or Key Managerial Personnel (KMP) be and are hereby authorized to finalize and execute any and all agreements and documents, papers, etc and also authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to resolve any question, difficulty or doubt relating thereto, or otherwise considered to be in the best interest of the Company.”

**BY ORDER OF THE BOARD**  
**For BN Holdings Limited**

**PLACE : MUMBAI**  
**DATE : AUGUST 12, 2024**

**Sd/-**  
**Reetika Mahendra**  
**Company Secretary & Compliance Officer**

# NOTICE OF ANNUAL GENERAL MEETING

## ANNEXURE-I

Details of Directors seeking re-appointment / re-appointment at the 33<sup>rd</sup> Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Sr. No.	Particulars	Details of Director
1	Brief Profile	Mr. Anubhav Agarwal is MBA from premier business school. He has keen interest in the business from very early age and started participating in the family business of timber, construction, and real estate development learned business from very scratch level. He has played vital role in development of Residential and Commercial Establishments in Agra. He had passion for the food and agro processing business. He along with his father setup B.N. AGRITECH LIMITED and their group Companies with a vision to become globally admired integrated agro commodity player. From very humble beginning and with a very limited resources he has driven the company with exceptional business acumen and extraordinary administrative skills to make B.N. AGRITECH LIMITED and their group Company reach its present stage. His forte lies in identifying and capitalizing on opportunities with speed and precision.
2	Age	36 years
3	Qualification	Post Graduate (MBA)
4	Experience	Around 15 years of experience as businessman.
5	Details of Remuneration to be paid, if any	Remuneration will be payable in accordance with the resolution passed by the shareholders of the Company in their general meeting held on April 05, 2023.
6	Date of first Appointment to the Board	30/12/2022 as Additional Director under executive category
7	Shareholding in the Company	58.60%
8	Relationship with other Directors/KMPs	NIL
9	Number of Board Meetings attended during the year	8(Eight) Board Meetings.

Sr. No.	Particulars	Details of Director
10	In case of Independent Director justification for choosing the appointee	Not Applicable
11	Directorship/Membership/ Chairmanship of Committees in Listed Companies Name of listed companies in which person holds directorship	Except BN Holdings Limited he Mr. Anubhav Agarwal is not director in any other listed Company
12	Name of committees in which member/chairman	Audit Committee, Member Stakeholder Relationship Committee, Member

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at agenda item No.2 of the accompanying Notice.

Except Mr. Anubhav Agarwal, Managing Director & CEO of the company no other Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 3

In terms of Section 139 of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014, made thereunder and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the present Statutory Auditors of the Company, M/s J S M G & Associates, Chartered Accountants, (ICAI Firm Registration No. 025006C), were appointed by the company under casual vacancy to hold office till the conclusion of the Thirty Third Annual General Meeting of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on August 12, 2024 has considered, approved and recommended the appointment of M/s J S M G & Associates, Chartered Accountants, (ICAI Firm Registration No. 025006C) to hold office for term of 5 (Five) Consecutive Years from the conclusion of 33<sup>rd</sup> Annual General Meeting until the conclusion of 38<sup>th</sup> Annual General Meeting of the Company to be held for the financial year 2028-29. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed between the Board of Directors and the Statutory Auditors.

Considering the evaluation of the performance, experience and expertise of M/s J S M G & Associates, Chartered Accountants and based on the recommendation of the Audit Committee, it is proposed to appoint M/s J S M G & Associates as Statutory Auditors of the Company for a first term of five consecutive years till the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company in terms of the aforesaid provisions.

Disclosures under Regulation 36 (5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for seeking appointment of Statutory Auditors at the 33<sup>rd</sup> Annual General Meeting of the Company:

Particulars	Detail
Proposed Fees payable along with the terms of appointment and in case of new auditor any material changes for the fee payable to such auditor from the outgoing auditor along with rationale for such change.	The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed between the Board of Directors and the Statutory Auditors.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	The Board of Directors basis the recommendation of Audit committee, has reviewed the profile of M/s J S M G & Associates, Chartered Accountants and after evaluation of the performance, experience and expertise, the board find the appointment appropriate to handle the audit of the financial statements of the Company.

The Board recommends the resolution as set out at agenda item No. 3 to be passed as Ordinary Resolution.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the proposed resolution except to the extent of their shareholding in the Company, if any.

## ITEM NO. 4

Considering the growing complexities in business environment and to align provisions of Articles of Association (“AoA”) of the Company with the extant regulatory provisions, the Board of Directors of the Company has proposed certain alterations in Articles of Association of the Company. Summary of proposed amendments in Articles of Association of the Company is mentioned below:

### (I) Modifications to Existing Articles:

Article No.	Existing Provisions	Amended Provisions
Clause 3	The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupee Ten Only) each with power to increase or reduce and to divide all or any of the shares in the capital of the Company from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in this behalf and with power to divide the share capital for the time being into Equity Share Capital or Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with these presents.	The authorised share capital of the Company shall be such amount, divided into such class(es) denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association of the Company, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company or the provisions of applicable law for the time being in force.
Clause 44(3)	<p><b>Options for Investors</b></p> <p>Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a</p>	<p><b>Options for Investors</b></p> <p>The Company shall offer the securities to every person subscribing to its securities in demat form only and every person shall hold such securities with a Depository(ies) in India.</p>

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	<p>Depository in respect of any security, in the manner provided by the Depositories Act, and the Company shall in the manner and within the time prescribed, issue to the Beneficial Owner the required certificates of securities. Where a person opts to hold a security with a Depository, the Company shall intimate the Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the security.</p>	<p>Where a person hold a security with a Depository, the Company shall intimate the Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the security.</p>
Clause 59	<p><b>Shorter Notice</b></p> <p>A general meeting may be called after giving shorter notice with the consent of not less than ninety five per cent of the members entitled to vote at the meeting.</p>	<p><b>Shorter Notice</b></p> <p>A general meeting may be called after giving shorter notice with the consent Shareholders in accordance with the provisions of Section 101 of the Companies Act, 2013.</p>
Clause 82	<p>The persons hereinafter named are the First Directors of the Company</p> <ol style="list-style-type: none"> <li>1. Mr. Rajiv Kumar Sethi</li> <li>2. Mrs. Varsha Sethi</li> </ol> <p>EXISTING DIRECTORS</p> <ol style="list-style-type: none"> <li>1. Mrs. Varsha Rajivkumar Sethi (Director w.e.f. 20/02/2007)</li> <li>2. Mr. Ajit Kumar Kasturchand Sethi (Director w.e.f. 20/02/2007)</li> <li>3. Mr. Dayanand Jagdish Jha (Director w.e.f. 30/04/1999)</li> <li>4. Mrs. Karthyayani Narayanan Kutty (Director w.e.f. 27/06/2017)</li> </ol>	<p>The persons hereinafter named are the First Directors of the Company</p> <ol style="list-style-type: none"> <li>1. Mr. Rajiv Kumar Sethi</li> <li>2. Mrs. Varsha Sethi</li> </ol>
Clause 92	<p><b>Meetings of the Directors</b></p> <p>The Board shall meet together at least once in every three months for the dispatch of business and may adjourn, and otherwise regulate its meeting and proceedings as it thinks fit. At least four</p>	<p><b>Meetings of the Directors</b></p> <p>The Board shall meet at least once in every three months for the dispatch of business and may adjourn, and otherwise regulate its meeting and proceedings as it thinks fit. At least four such meetings</p>

Article No.	Existing Provisions	Amended Provisions
	<p>such meetings shall be held in a year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. At least seven days' notice of every meeting of the Board shall be given to every Director for the time being in India and at his address registered with the Company to every other Director and such notice shall be sent by hand delivery or by post or by electronic means.</p>	<p>shall be held in a year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. At least seven days' notice of every meeting of the Board be given to all the Directors however, with the consent of all directors the Board Meeting may be convened at shorter notice. The Notice shall be issued to all the directors and shall be sent by hand delivery at their registered address with the Company for the time being in India or by post or by electronic means.</p>

In light of above, the Board recommends the Resolution for approval of the members as a Special Resolution as set out in the agenda item no. 4 of the notice.

None of the Directors or their relatives are in any way concerned with or interested, financially or otherwise in the proposed resolution except to the extent of their shareholding in the Company, if any.

## ITEM NO. 5

In order to achieve long term strategic and business objectives and to make optimum use of funds available with the Company, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required by the company for which the approval of the shareholders has been accorded on September 22, 2023.

Members may note that the Company intend to increase the limit approved in the meeting of shareholders held on September 22, 2023 to enable the company to fulfill the aforementioned objectives.

It is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, in excess of the limit approved earlier by the members up to a limit not exceeding to INR 1500 Crores (India Rupee One Thousand Five Hundred Crore) per person or bodies corporate as proposed in the Notice agenda at item No. 5. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out agenda at Item No.5 for approval by the members of the Company.

None of the Directors or their relatives are in any way concerned with or interested, financially or otherwise in the proposed resolution except to the extent of their shareholding in the Company, if any.

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### ITEM NO. 6

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (SEBI LODR) as amended on time to time, approval of members is required for the transaction entered with a related party and shall be considered as material if the transaction(s) entered or to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI LODR, approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Pursuant to the Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time and as per the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions.

Provision to Section 188 provides that nothing contained in sub-section 188 applies where transactions are entered into by the Company in the ordinary course of business other than transactions which are not on an arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the following contracts /arrangements/ transactions are material in nature and require approval of shareholders of the Company through Ordinary Resolution:

Sr. No.	Particulars	Related Party Transactions
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Party      Relationship Anubhav Agarwal              Managing Director & CEO
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Nil
3	Type of the proposed transaction	1) Transfer of Resources (Unsecured Loan/ Investments)

Sr. No.	Particulars	Related Party Transactions
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/ arrangement	Transactions are financial in nature and tenure, terms of contract/ arrangement as mutually agreed between the parties.
5	Tenure of the proposed transaction	The proposed transactions shall be for a period of three years and shall be extended for further periods as mutually agreed by the parties.
6	Value of the proposed transaction	INR 10 Crore per year with related party
7	Percentage of BN Holdings Limited 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 shall be additionally provided)	Percentage of Immediately preceding Turnover: 141.25%
8	Justification for the transaction	To fulfill the requirement of working capital
9	Details of the valuation report or external party report (if any) enclosed with the Notice	The transactions do not contemplate any valuation
10	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Nil
10(a)	Details of the source of funds in connection with the proposed transaction	Not applicable
11	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> <li>• Nature of indebtedness</li> <li>• cost of funds and • tenure</li> </ul>	The loan taken will be repaid in accordance with terms and conditions as mutually decided by the parties.

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12	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	The Unsecured Loan will be repaid within the time period as mutually agreed
13	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For the aforesaid business activities and the matters connected and incidental thereto
14	Any other relevant information	The transactions are proposed to be entered for the purpose of achieving the business objectives and continuity in operations. • All these transactions will be executed on an arm's length basis and in the ordinary course of business of the Company

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. Further as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company shall not participate or vote on this resolution.

The Audit Committee and Board of Directors have reviewed the said transaction and recommend this resolution set out in agenda item No. 6 of this notice for approval of the members by ordinary resolution. Except Mr. Anubhav Agarwal, Managing Director & CEO none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in the proposed resolution. except to the extent of their shareholding in the Company, if any.

### ITEM NO. 7

Shri Rakesh Kumar has been appointed as an Additional Director in the capacity of an Independent Non-Executive Director of the Company with effect from August 12, 2024. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the next Annual General Meeting (AGM) and as such the approval of the shareholders is required to be taken at the next AGM only to be held in the year 2024 in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Since it would be necessary to obtain approval of the shareholders at the next

general meeting or within a time period of three months in terms of the provisions of the Listing Regulations, it is proposed to obtain approval of the shareholders for his appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company vide separate resolutions passed on August 12, 2024 have recommended the appointment of Shri Rakesh Kumar as the Independent Director in the capacity of a Non-Executive Director of the Company.

The details of Shri Rakesh Kumar as required in terms of Regulation 36 of the Listing Regulations and other applicable provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are as under:

**Brief Profile:** Shri Rakesh Kumar holds qualification in M.Sc. (Physics) and B.Sc. (Physics) and he is retired executive director of LIC of India & CE, LIC Cards Services Limited. He is a result-oriented executive with 37 years of experience in life insurance industry. He has an experience with insights into Banking, Corporate Governance, Policy implementation and having a holistic views on issues and challenges in an industry. He is skilled in problem resolutions, strategic planning, negotiation, team building, multicultural environment adaptability and effective communication.

Sr. No.	Particulars	Details of Director
1	Name of the Director	Shri Rakesh Kumar
2	Age	62 years
3	Qualification	Qualified M.Sc. in Physics and B.Sc. (Hons) Physics
4	Experience	Around 37 years of in life insurance industry
5	Details of Remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any, within the limits prescribed by the Companies Act, 2013
6	Date of first Appointment to the Board	W.e.f. August 12, 2024 as an Additional Director
7	Shareholding in the Company	Nil
8	Relationship with other Directors/KMPs	Nil
9	Number of Board Meetings attended during the year	
10	In case of Independent Director justification for choosing the appointee	Shri Rakesh Kumar possess the skill and capabilities required for the role as an Independent Director in the Company.

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11	Directorship/Membership/Chairmanship of Committees in Listed Companies	
	Name of domestic companies in which director	Name of committees in which member/chairman
	• BN Holdings Limited	NIL

[Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for item No. 7.](#)

### 1. General Information:

BN Holdings Limited (formerly known as Arihant Tournesol Limited) is engaged in acquiring the interest in the companies deals in manufacturing and trading various kinds of oil, oil seeds, solvent extraction, extracted oil cakes, refined oil. The said company was incorporated on 8th April, 1991 with CIN No. L15315MH1991PLC326590. The Company has changed its name from Arihant Tournesol Limited to BN Holdings Limited and listed on Bombay Stock Exchange with script code 526125.

2. Date and Expected date of Commencement of Commercial Production : The Company has already commenced its business activity therefore is not applicable.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4. Financial performance based on given indicators(Standalone):

	(Amt in Lakhs)		
Financial Year	2023-24	2022-23	2021-22
Total Revenue	708.80	0.08	0.16
Profit After Tax from continuing operations	(312.62)	(36.97)	(19.31)

5. Financial performance based on given indicators (Consolidated):

	(Amt in Lakhs)		
Financial Year	2023-24	2022-23	2021-22
Total Revenue	708.80	-	-
Profit After Tax from continuing operations	(312.50)	-	-

6. Foreign investments or Collaborators, if any: In last financial years the company has received the foreign direct Investment and has made the overseas investment detail of which is disclosed in Board Report of F.Y. 2023-24.

There is no foreign collaboration during the year under review.

Information of Appointee:

- (a) Brief profile: As given above.
- (b) Past Remuneration: Nil
- (c) Job Profile and suitability: As per the details here in above given in explanatory statement of item No. 7.
- (d) Remuneration proposed: Only sitting fees to be paid to Shri Rakesh Kumar as disclosed in explanatory statement.
- (e) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Not Applicable.
- (f) Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any: Nil

Other Information:

- (a) Reason of Loss or inadequate profits, if any: The management has takeover the company in November, 2022 and expects that the operating and commercial business will start in near future.
- (b) Steps taken/proposed to be taken for improvement: The Company is/will take following measures for improvement:
  - (i) Successful restructuring / refinancing of debt allowing adequate flexibility for efficient running of the Business.
  - (ii) Consistent and continuous focus on technological improvements for new product development and increasing the efficiency.
  - (iii) Concerted efforts on optimizing and reduction in fixed costs and optimization of net working capital.
  - (iv) Reduction of loss incurred in previous financial years by generating income from business.
  - (v) Expected Increase in productivity and profitability in measurable terms: With emerging business and consumer confidence the company expects to improve in the coming financial years, geared with a streamlined organizational design, the company intends to grow its business. The Company expects that with the improvement in market sentiment and increased consumer spending will enable the growth momentum to pick up. The management continuous to be cautiously optimistic towards the external economic growth and expects market demand to become more consistent and robust in the upcoming financial years. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

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(vi) Disclosures: The necessary disclosures are provided in the resolution along with the explanatory statement

In light of above, members are requested to accord their approval to the Special Resolution as set out at agenda item No. 7 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

### **ITEM NO. 8 & 9**

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) which may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot create charge and borrow money more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting. In order to facilitate the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Accordingly, it is proposed to seek approval of the members of the Company for approving the limits of borrowing and creation of charge/security on the Company's assets upto INR 1500 Crore (Rupees One Thousand Five Hundred Crore Only) respectively. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out agenda at Item nos. 8 & 9 for approval by the members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the proposed resolution except to the extent of their shareholding in the Company, if any.

**BY ORDER OF THE BOARD  
For BN Holdings Limited**

**Sd/-**

**Reetika Mahendra**

**Company Secretary & Compliance Officer**

**PLACE : MUMBAI**

**DATE : AUGUST 12, 2024**

## NOTES

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”), in respect of the Special Business to be transacted at the 33rd Annual General Meeting (“AGM”) is annexed hereto. Details of Directors whose appointment/re-appointment is proposed pursuant to Secretarial Standards on General Meeting (SS-2) and Regulation 36 of the SEBI(LODR) Regulations, 2015 are also provided.
2. Pursuant to General Circular Nos.09/2023, September 25, 2023 respectively issued by the Ministry of Corporate affairs (“MCA Circular/s”), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 October 07, 2023 Securities and Exchange Board of India (“SEBI Circulars”) issued by Securities Exchange Board of India and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM and venue is not required. Annual General Meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) General Circular Nos.09/2023, September 25, 2023 respectively issued by the Ministry of Corporate affairs (“MCA Circular/s”), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 October 07, 2023 Securities and Exchange Board of

## NOTICE OF ANNUAL GENERAL MEETING

India (“SEBI Circulars”) read with Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.bn-holdings.com](http://www.bn-holdings.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and General Circular Nos.09/2023, September 25, 2023 respectively issued by the Ministry of Corporate affairs (“MCA Circular/s”), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 October 07, 2023 Securities and Exchange Board of India (“SEBI Circulars”).
9. Since the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available.
10. However, pursuant to sections 113 of the Act, representatives of the members may be appointed for the purpose of participation and voting in the meeting. The Institutional / Corporate Shareholders are required to send a scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend this AGM and to vote through VC on its behalf. The said Resolution/Authorization shall be sent to the Company to its designated email address at [corporate@bn-holdings.com](mailto:corporate@bn-holdings.com)
11. In accordance with the Secretarial Standard-2 (SS-2) on general meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of SS-2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the AGM.
12. Members holding shares in dematerialized mode are requested to register / update their email address with the relevant Depository Participant for receiving all communications from the Company through electronically mode.
13. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency for conducting of the e-AGM and providing e-voting facility.
14. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
15. The Board of Directors of the Company has appointed Ms. Nayan Handa (FCS 11993; CP 18686), Practising Company Secretaries from M/s Mehta & Mehta, to act as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
16. The Scrutinizer, after scrutinizing the votes cast during the meeting and through remote e-voting, will, not later than 2 working days from the conclusion of the Meeting, make a Scrutinizer’s report and submit the same to the CHAIRMAN of the AGM. The results declared along with the Scrutinizer’s report shall be placed on the website of the Company i.e. [www.bn-holdings.com](http://www.bn-holdings.com) and on the website of NDSL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

17. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday, September 23, 2024.
18. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their interest from their registered email address mentioning the following information at the designated email address of the Company i.e. corporate@bn-holdings.com on or after September 19, 2024 at 10:00 AM to September 22, 2024 at 05:00 PM. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- a) Name:
  - b) DP ID:
  - c) Client Id/Folio No:
  - d) PAN:
  - e) Mobile No:
19. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail address are registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.bn-holdings.com.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING & JOINING GENERAL MEETING ARE AS UNDER

**The remote e-voting period begins on Thursday, September 19, 2024 at 10:00 a.m. and ends on Sunday, September 22, 2024 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members /Beneficial Owners as on the record date (cut-off date) i.e. September 16, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 16, 2024.**

### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

# NOTICE OF ANNUAL GENERAL MEETING

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
	<p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is In300*** and Client ID is 12***** then your user ID is IN300***12*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
b) For Members who hold shares in demat account with CDSL.	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- ( ) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - i
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nayan@mehta-mehta.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to corporate@bn-holdings.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to corporate@bn-holdings.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

## NOTICE OF ANNUAL GENERAL MEETING

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [corporate@bn-holdings.com](mailto:corporate@bn-holdings.com). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their interest from their registered email address mentioning the following information at the designated email address of the Company i.e. [corporate@bn-holdings.com](mailto:corporate@bn-holdings.com) in the manner as specified in the notes to Notice of AGM.