

ARIHANT TOURNESOL LIMITED

CIN No: L15315MH1991PLC326590

Regd. Office: PLOT NO. B-3, IN FRONT OF SHAKTI TYRES, MIDC PH-1, AKOLA,
Maharashtra - 444001

Corporate Address: - 217, ADANI, INSPIRE-BKC, SITUATED G BLOCK, BKC MAIN
ROAD, BANDRA KURLA COMPLEX, BANDRA EAST, MUMBAI-400051.

T.: +91-9958822310 | W:-www.arihanttournesol.com | E:info@arihanttournesol.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies(Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, rules, circulars, and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), read with the equity listing agreement executed with the stock exchanges on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of ordinary/special resolutions (as indicated) for matters as proposed in the appended resolutions for consideration by the members of the Company, for passing through Postal Ballot by way of voting through electronic means ("**e-voting**") only.

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions is annexed hereto. You are requested to record your assent or dissent only by means of e-voting system provided by the Company.

SPECIAL BUSINESS:

1. TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY THE COMPANY THROUGH FOREIGN INVESTMENT/OR ANY OTHER PERMISSIBLE MODES:

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 including the rules framed

thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (the “Companies Act”), in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, (the “FEMA”) including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules and regulations issued thereunder, including the Foreign Exchange Management (Borrowing or Lending) Regulations, 2018, as amended, and the circulars or notifications issued thereunder including the Master Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended vide the circular on External Commercial Borrowings (ECB) Policy – Rationalisation of End-use Provisions dated July 30, 2019 and as amended from time to time and the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016, as amended the Foreign Exchange Management (Debt Instruments) Regulations, 2019, (together the “ECB Guidelines”) as amended the Depository Receipts Scheme, 2014, as amended (the “2014 Scheme”), the Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the “1993 Scheme”), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, including any amendments, statutory modification(s) and / or re-enactment(s) thereof, and such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India, Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs, the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), BSE Limited or any other stock exchange where the equity shares (the “Equity Shares”) of the Company are listed (hereinafter referred to as the “Stock Exchanges”), and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the “Appropriate Authorities”), to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot such

number of Equity Shares and/or any securities convertible or exchangeable into such number of Equity Shares, including but not limited to convertible debentures and/or preference shares (compulsory and/or optionally, fully and/or partly) and/ or warrants with non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity Shares and/or foreign currency convertible bonds (“**FCCB**”) and/or foreign currency exchangeable bonds (“**FCEB**”) which are convertible or exchangeable into Equity Shares, and/ or preference shares and/or Global Depository Receipts (“**GDRs**”) and/or any other financial instruments/ securities convertible into and/or linked to Equity Shares (including warrants (detachable or not), or otherwise, in registered or bearer form) (all of which are hereinafter referred to as “**Securities**”), secured/un- secured listed on recognized stock exchanges in India, whether Rupee denominated or denominated in one or more permissible foreign currencies, and/or any combination of any of the aforementioned Securities, in one or more tranches and/or one or more issuances simultaneously or otherwise for an aggregate amount of upto and not exceeding USD 50 Million only (US Dollar Fifty Million) or its equivalent thereof in Indian rupees or in any other foreign currency(ies), inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, through one or more preferential issue(s), private placement(s), qualified institutions placement(s), pursuant to Chapter VI of SEBI ICDR Regulations (“**QIP**”), and/ or any combination thereof or any other method as may be permitted under applicable laws to eligible investors, in the course of domestic or international offerings, through issue of prospectus and/or letter of offer and/or placement document and/or offering circular and/or other permissible/ requisite offer documents to any eligible person, including Qualified Institutional Buyers, within the meaning prescribed under Chapter VI of SEBI ICDR Regulations (“**QIBs**”), foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors(including foreign portfolio institutional investors), Indian and/or bilateral and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors whether or not such investors are members of the company (collectively referred to as the “**Investors**”), at such price or at a discount or premium to market price, as permitted under applicable laws, and in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the mode of issuance of Securities and/or categories of Investors to whom to offer, issue and allot such Securities as may be permitted under applicable laws and regulations.

“RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, the relevant date for determining the price of the Securities to be issued by way of QIP/FCCBs/FCEBs or by way of any other issue(s) shall be the date of the meeting in which the Board decides to open the proposed issue or such other date, as may be prescribed by the applicable laws from time to time.

“RESOLVED FURTHER THAT if the Company proposes to issue and allot any Securities by way of QIP to QIBs pursuant to and in terms of Chapter VI of the SEBI ICDR Regulations and the 1993 Scheme:

1. The issue and allotment of Securities shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the Companies Act and/or the SEBI ICDR Regulations, from time to time;
2. The “relevant date” for determination of the floor price of the Equity Shares to be issued shall be:
 - a) in case of allotment of Equity Shares in a QIP or upon conversion of FCCBs pursuant to the 1993 Scheme, the date of meeting in which the Board decides to open the issue, and/or,
 - b) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;
3. the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations (“QIP Floor Price”), and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable and the Board, at its absolute discretion, may offer a discount of upto 5% (five per cent) or such other discount as may be permitted under applicable law (including under the SEBI ICDR Regulations with respect to the QIP Floor Price) for any of Securities;
4. The issue and allotment of fully paid-up Securities, except as may be permitted under the SEBI ICDR Regulations, the ECB Guidelines, the 1993 Scheme and other applicable laws (or any combination of the Securities as decided by the Board), shall only be to QIBs within the meaning of Chapter VI of the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing Securities of the Company, if any, and the Equity Shares, issue and allotted pursuant to and in terms of this resolution shall rank pari passu in all respects with the then existing Equity Shares of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue of Securities including timing of the issue(s), the class/category of Investors to whom the Securities are to be issued/offered, number of Securities, number of issues, tranches, floor price, issue price, interest rate, premium/ discount, redemption, allotment of Securities, disposal of Securities which are not subscribed,

listing of such Securities with recognized stock exchange in India or abroad.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, offering circular, disclosure documents, subscription or purchase agreement, trust deed, agency agreement, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time, and to engage, appoint all intermediaries including without limitation consultants, lead managers, co-lead managers, managers, merchant bankers, advisors, counsels, bankers, escrow agent, depository, custodian, registrar, trustee, etc, and to enter into and execute all such agreements/arrangements/ memorandum of understanding with them, as may be considered necessary or appropriate to finalize, approve and issue any document(s), including but not limited to prospectus and/ or letter of offer and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person, as may be necessary to give effect to this resolution.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the Stock Exchanges and/or internationally recognized stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members.”

“RESOLVED FURTHER THAT the certified true copy of resolution be forwarded to all concern for their record and necessary action purpose.”

2. TO APPROVE APPOINTMENT OF SHRI ANUBHAV AGARWAL [DIN NO. 02809290] AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions to the extent applicable, and as recommended and approved by the Nomination and Remuneration Committee of the Company and by the Board of Directors of the Company at its respective meeting held on 27th February, 2023, Shri Anubhav Agarwal (DIN: 02809290) be and is hereby appointed as the Managing Director & CEO under executive category of the Company with effect from 27th February, 2023 for a period of not exceeding to 5 (Five) years, i.e. up to 26th February, 2028, on the terms and conditions of remuneration as set out in the Explanatory Statement annexed to this Notice with the liberty to the Board and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board/ Nomination and Remuneration Committee and Shri Anubhav Agarwal.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorized to vary the remuneration of Shri Anubhav Agarwal, the Managing Director & CEO, from time to time within the limits prescribed and permitted under the Companies Act, 2013, as amended, during his term of office without being required to seek any fresh approval of the shareholders of the Company and the decision of the Nomination and Remuneration Committee shall be final and conclusive in that regard.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the aforesaid period, the company will pay Shri Anubhav Agarwal remuneration, perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors.”

“RESOLVED FURTHER THAT Shri Anubhav Agarwal, in the capacity of Managing Director, shall be liable to retire by rotation in terms of the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorized to finalize other terms of appointment and scope of work as may be in the overall interest of the Company.”

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to take all such acts, matters and things as may be deemed necessary and expedient for giving effect to this resolution.”

“RESOLVED FURTHER THAT the certified true copy of resolution be forwarded to all concern for their record and necessary action purpose.”

3. TO APPROVE APPOINTMENT OF MRS. ASHIMA AGARWAL [DIN:06983069] AS THE DIRECTOR OF THE COMPANY

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution as Ordinary Resolution:

“RESOLVED THAT Mrs. Ashima Agarwal (DIN: 06983069), who was appointed as an Additional Director in the capacity of ‘Non-Executive Director’ of the Company w.e.f. 30th December, 2022 in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Director of the Company in line with applicable statutory provisions with effect from 27th February, 2023 for a period of not exceeding 5 Years i.e. 26th February, 2028, on the terms and conditions of remuneration as set out in the Explanatory Statement annexed to this Notice with the liberty to the Board and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board/ Nomination and Remuneration Committee and Mrs. Ashima Agarwal whose period of office shall be liable to determination by retirement of directors by rotation.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorized to finalize other terms of appointment and scope of work as may be in the overall interest of the Company.”

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to take all such acts, matters and things as may be deemed necessary and expedient for giving effect to this resolution.”

“RESOLVED FURTHER THAT the certified true copy of resolution be forwarded to all concern for their record and necessary action purpose.”

4. TO APPROVE APPOINTMENT OF SHRI KAVISH SACHAR [DIN: 09325666] AS THE DIRECTOR OF THE COMPANY

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution as Ordinary Resolution:

“RESOLVED THAT Shri Kavish Sachar (DIN: 09325666), who was appointed as an Additional Director in the capacity of ‘Non-Executive Director’ of the Company with effect from 2nd February, 2023 in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Director of the Company in line with applicable statutory provisions with effect from 27th February, 2023 for a period of not exceeding 5 Years i.e. 26th February, 2028, on the terms and conditions of remuneration as set out in the Explanatory Statement annexed to this Notice with the liberty to the Board

and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board/ Nomination and Remuneration Committee and Shri Kavish Sachar whose period of office shall be liable to determination by retirement of directors by rotation.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorized to finalize other terms of appointment and scope of work as may be in the overall interest of the Company.”

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to take all such acts, matters and things as may be deemed necessary and expedient for giving effect to this resolution.”

“RESOLVED FURTHER THAT the certified true copy of resolution be forwarded to all concern for their record and necessary action purpose.”

5. TO APPROVE APPOINTMENT OF SHRI RAKESH KUMAR VERMA [DIN: 09678733] AS THE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution 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 Verma (DIN: 09678733), who was appointed as an Additional Director in the capacity of Independent Director with effect from February 02, 2023 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, be and is hereby appointed as an Independent Director of the Company to hold the office for the first term of 5 Years with effect from 27th February, 2023 till 26th February, 2028 subject to review of annual performance, not liable to retire by rotation, on such terms and conditions as detailed in the Explanatory Statement hereto and as may be determined by the Nomination and Remuneration Committee and Board of Directors of the Company from time to time within the overall limits prescribed under the Act.”

“RESOLVED FURTHER THAT any of the Directors and / or the Company Secretary of the Company, be and are hereby severally authorised 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.”

“RESOLVED FURTHER THAT the certified true copy of resolution be forwarded to all concern for their record and necessary action purpose.”

6. TO APPROVE APPOINTMENT OF MRS. SHALU SARAF [DIN NO. 07794916] AS THE INDEPENDENT WOMEN DIRECTOR OF THE COMPANY

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution 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, Mrs. Shalu Saraf (DIN: 07794916), who was appointed as an Additional Director in the capacity of Independent Women Director with effect from February 02, 2023 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, be and is hereby appointed as an Independent Director of the Company to hold the office for the first term of 5 Years with effect from 27th February, 2023 till 26th February, 2028 subject to review of annual performance, not liable to retire by rotation, on such terms and conditions including Remuneration as detailed in the Explanatory Statement hereto and as may be determined by the determined by the Nomination and Remuneration Committee and Board of Directors of the Company from time to time within the overall limits prescribed under the Act.”

“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.”

“RESOLVED FURTHER THAT the certified true copy of resolution be forwarded to all concern for their record and necessary action purpose.”

7. TO CHANGE EXISTING NAME OF THE COMPANY

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions of the Companies Act, 2013 ('Act') read with applicable Rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Mumbai, Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from “ARIHANT TOURNESOL LIMITED” to “BN HOLDINGS LIMITED as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs;”

“RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered as under:

Clause I “The Name of the Company is BN HOLDINGS LIMITED.”

“RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Article of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting with the new name of the company i.e. 'BN HOLDINGS LIMITED'.”

“RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. “ARIHANT TOURNESOL LIMITED” be substituted with the new name, i.e. “BN HOLDINGS LIMITED” in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing;”

“RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit;”

“RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Directors or any officer(s) or employees of the company or any other person as it may consider appropriate to give effect to this resolution.”

“RESOLVED FURTHER THAT the certified true copy of resolution be forwarded to all concern for their record and necessary action purpose.”

8. TO APPROVE THE LIMITS U/S 180(1)(A) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution 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, subject to the consent of the member of the Company, the Board of Directors have accorded approval 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, together with interest at the respective agreed rates by issue of nonconvertible debentures, bonds, terms loans, and /or 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, premier 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 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.”

“RESOLVED FURTHER THAT the certified true copy of resolution be forwarded to all concern for their record and necessary action purpose.”

9. TO APPROVE THE BORROWING LIMIT U/S 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution 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), subject to the consent of the members of the Company, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), have accorded approval to borrow and raise such sum or sums of money or monies from time to time as may be required for the purpose of business of the Company notwithstanding that the money or monies to be borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the aggregate of such borrowings shall not exceed Rs. 50 Crores (Rupees Fifty Crores Only) at any point of time;”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors or Committee or persons authorized by the Board 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.”

“RESOLVED FURTHER THAT the certified true copy of resolution be forwarded to all concern for their record and necessary action purpose.”

Place: Mumbai

Date: 27.02.2023

**By the order of the Board of Directors
For Arihant Tournesol Limited**

Sd/-

Anubhav Agarwal

Additional Managing Director & CEO

[DIN:02809290]

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1

TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY THE COMPANY THROUGH QIP AND/OR FCCB AND/OR ANY OTHER PERMISSIBLE MODES:

Your Company has been pursuing opportunities for its growth. This would require sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company’s growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements of the Company towards the organic or inorganic growth opportunities of the Company in its existing area of business or to leverage synergies or to enter new businesses in line with the Company’ strategy, prepayment / repayment of outstanding borrowing of the Company, investing in other companies whether a subsidiary or otherwise, whether through debt, equity, or any other convertible instrument and also such other general corporate purposes as may be permitted under the applicable laws and as may be decided by the Board or the duly constituted committee thereof. This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available. The proposed/actual utilization/deployment of the proceeds will be in the manner and as determined by the Board or its duly constituted committee at its discretion in accordance with applicable laws.

The requirement of funds is proposed to be met from both equity and debt from the issuance of appropriate securities as defined in the resolutions and from both domestic and international markets. Prudence would require the funding to be structured with an appropriate mix of equity and debt to meet with the objective of optimization of the cost as well as conservative financial management.

The Board of Directors, accordingly, at their meeting held on February 27, 2023 has recommended to the shareholders to give consent through Special Resolution to the Board of Directors or any committee of the board to raise funds by way of issuance of securities, convertible instruments, FCCB, QIP/Preferential Allotment/GDR as may be appropriate to persons who may or may not be the existing shareholders through private placement and / or qualified institution placement (“QIP”) and / or any other permitted modes at a price to be determined as per the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirement) Regulations, as amended (the “SEBI ICDR Regulations”) or as per other applicable rules and regulations, for raising of the funds aggregating up USD 50 million or its equivalent in Indian currency, under section 62 read with section 179 of the Companies Act, 2013, as amended or other applicable laws,

which may be consummated in one or more tranches as may be decided by the Board of Directors or authorized Committee of the Company from time to time. While no specific instrument or instruments of Securities has been identified at this stage, the Board may opt for the exact combination of the Securities to be issued, issue price, timing and detailed terms and conditions of issuance etc. shall be finalized by the Board, in consultation with lead managers, advisors and such other authorities and intermediaries, as may be required to be consulted by the Company in due considerations of prevailing market conditions and other relevant factors and in the best interest of the Company, subject to the approvals of the by the Securities and Exchange Board of India and any other government/ regulatory approvals as may be required in this regard.

In case, the issue is made through a qualified institutions placement, the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the ICDR Regulations. Moreover, as per the same regulations, the Company shall not make any subsequent QIP until the expiry of two weeks from the date of the prior QIP made pursuant to one or more special resolutions.

The Relevant Date for this purpose would be the date when the Board or a duly authorized Committee of the Board decides to open the qualified institutions placement for subscription, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board decides to open the issue of the convertible securities as provided under Chapter VI of the SEBI ICDR Regulations.

The Equity Shares to be allotted would be listed on one or more stock exchanges in India and in case of GDR internationally. There would be no change in control pursuant to the said issue of Securities.

The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution in a General Meeting decide otherwise.

Your directors, therefore, recommend the special resolution, as set forth in Item No. 1 of this Notice, for approval by the Members of the Company.

The Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are directors or members.

Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in anyway, concerned or interested, financially or otherwise, in this resolution.

Item No. 2

TO APPROVE APPOINTMENT OF SHRI ANUBHAV AGARWAL [DIN NO. 02809290] AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

The Board of Directors has appointed Shri Anubhav Agarwal as Managing director & CEO under executive category of the Company for a period of five years with effect from 27th February, 2023, subject to the approval of shareholders.

In terms of Clause 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable on the date of appointment of above Director by the Board, for the appointment of a person on the Board, the approval of shareholders is to be taken in the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Since no general meeting is being convened at present, approval of shareholders for above appointment of Director is being taken through Postal Ballot.

The material terms of the agreement entered into by the company with Shri Anubhav Agarwal, inter-alia as follows:-

- a. Salary- Rs 5,00,000/- (Rs Five Lakh Only) per month with such revision as may be approved by Board time to time
- b. Commission- Not exceeding 5% net profit in an accounting year as may be decided by the Board from time to time.
- c. Perquisites and Allowances.

In addition to salary Shri Anubhav Agarwal shall be entitled to perquisites and allowances like accommodation or House Rent Allowance in lieu thereof, medical reimbursement, children education allowance, leave travel allowance for self and family, club fees, premium for medical insurance. Retirement benefits etc. In accordance with the company's rules in force or as the case may be approved by the Board from time to time provided that aggregate value of such perquisites shall not exceed Rs 5,00,000/- per month.

In addition to above, he will also be entitled to the following benefits as may be approved by the Board from time to time:-

- i Company maintained Car with driver.

- ii. Telephone/mobile/Laptop at residence.
- iii. Company's Contribution to Provident Fund and Superannuation Fund
- iv. Payment of gratuity and retirement benefits.
- v. Encashment of Leave

d. The total remuneration excluding perquisites shall not exceed the limits specified in schedule V to the Companies Act, 2013.

The details of Mr. Anubhav Agarwal as required to be given 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 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.

S.No.	Particulars	Details of Director
1.	Name of the Director	Mr. Anubhav Agarwal
2.	Age	34 years
3.	Qualification	Post Graduate (MBA)
4.	Experience	Around 15 years of experience as business man.
5.	Details of Remuneration to be paid, if any	As mentioned in the Resolution set out in Item No. 2 of this Notice.
6.	Date of first Appointment to the Board	30/12/2022 as Additional Director under executive category
7.	Shareholding in the Company	58,00,600 (58.60%)
8.	Relationship with other Directors/KMPs	Shri Anubhav Agarwal is related to Mrs. Ashima Agarwal
9.	Number of Board Meetings attended during the year	3(Three) Board Meetings held during the period from

		01/01/2023 till date of Notice of Postal Ballot.
10.	In case of Independent Director justification for choosing the appointee	Not Applicable
11.	Directorship/Membership/Chairmanship of Committees in Listed Companies	
	Name of domestic companies in which director	Name of committees in which member/chairman
	Arihant Tournesol Limited	Nomination and Remuneration Committee, Member Stakeholder Relationship Committee, Member Corporate Social Responsibility Committee, Member Audit Committee, Member

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.2 of the accompanying Postal Ballot Notice. Except for Mrs. Ashima Agarwal is related to Shri Anubhav Agarwal, 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.

A copy of agreement entered into between the Company and Shri Anubhav Agarwal Managing Director is available for inspection at the Registered Office of the Company between 02:00 P.M. to 05:00 P.M. on all working days (except Saturday, Sunday and Public Holiday) upto the announcement of result of the Postal Ballot. The same is also available electronically for inspection by members upon request to the company by sending email at info@arihanttournesol.com.

The Board recommend the aforesaid resolution for approval by members as Special Resolution.

Item 3

TO APPROVE APPOINTMENT OF MRS. ASHIMA AGARWAL [DIN:06983069] AS THE DIRECTOR OF THE COMPANY

Mrs. Ashima Agarwal has been appointed as an Additional Director in the capacity of a Non-Executive Director of the Company with effect from 30th December, 2022. 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 2023 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 on or before 7th March, 2023 in terms of the provisions of the Listing Regulations, it is proposed to obtain approval of the shareholders for his appointment by way of Postal Ballot. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company vide separate resolutions passed on 27th February, 2023 have recommended appointment of Mrs. Ashima Agarwal as the Director in the capacity of a Non-Executive Director of the Company.

The details of Mrs. Ashima Agarwal 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: Mrs. Ashima Agarwal has done her schooling from St. Conrad's Inter College, Agra and is post -graduate in M.Com from St. John's Inter college, Agra. She has good interpersonal skills and vast knowledge in the field of Accounting, Legal and Secretarial. She has approx. 10 years of experience in her field. She possess good analytical and problem solving skills which is a great asset for the company. The Board is of the opinion that her appointment would be in the interest of the company.

S.No.	Particulars	Details of Director
1.	Name of the Director	Mrs. Ashima Agarwal
2.	Age	35 years
3.	Qualification	Post Graduate (M.Com)
4.	Experience	Around 10 years of experience in the field of Accounting, Legal and Secretarial
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	30/12/2022 as Additional Director under non-executive category
7.	Shareholding in the Company	NIL
8.	Relationship with other Directors/KMPs	Mrs. Ashima Agarwal is related to Shri Anubhav Agarwal

9.	Number of Board Meetings attended during the year	3(Three) Board Meetings held during the period from 01/01/2023 till date of Notice of Postal Ballot.
10.	In case of Independent Director justification for choosing the appointee	Not Applicable
11.	Directorship/Membership/Chairmanship of Committees in Listed Companies	
	Name of domestic companies in which director	Name of committees in which member/chairman
	Arihant Tournesol Limited	Nomination and Remuneration Committee, Member

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.3 of the accompanying Postal Ballot Notice. Except for Shri Anubhav Agarwal is related to Mrs. Ashima Agarwal, 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.

Item 4

TO APPROVE APPOINTMENT OF SHRI KAVISH SACHAR [DIN:09325666] AS THE DIRECTOR OF THE COMPANY

Shri Kavish Sachar has been appointed as an Additional Director in the capacity of a Non-Executive Director of the Company with effect from 2nd February, 2023. 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 2023 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 on or before 7th March, 2023 in terms of the provisions of the Listing Regulations, it is proposed to obtain approval of the shareholders for his appointment by way of Postal Ballot. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company vide separate resolutions passed on 27th February, 2023 have recommended appointment of Shri Kavish Sachar as the Director in the capacity of a Non-Executive Director of the Company.

The details of Shri Kavish Sachar 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 Kavish Sachar is graduated in B-Tech from Thapar University, Patiala in Electrical Engineering and have an experience of working in Central Public Sector Units NTPC & CEA in Power Generation. He is a business man with 9 years of experience in heading a family owned Independent footwear Wholesale & Manufacturing business based in Agra & have core understanding in its functioning & have potentially created a brand & expanded it multifold in dimensions & revenue. The Board is of the opinion that her appointment would be in the interest of the company.

S.No.	Particulars	Details of Director
1.	Name of the Director	Shri Kavish Sachar
2.	Age	32 years
3.	Qualification	Graduated (B-Tech)
4.	Experience	Around 9 years of experience as Businessman
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	02/02/2023 as Additional Director
7.	Shareholding in the Company	NIL
8.	Relationship with other Directors/KMPs	NIL
9.	Number of Board Meetings attended during the year	2(Two) Board Meetings held during the period from 01/01/2023 till date of Notice of Postal Ballot.
10.	In case of Independent Director justification for choosing the appointee	Not Applicable
11.	Directorship/Membership/Chairmanship of Committees in Listed Companies	
	Name of domestic companies in which director	Name of committees in which member/chairman
	Arihant Tournesol Limited	Stakeholder Relationship Committee, Member Corporate Social Responsibility Committee, Member

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.3 of the accompanying Postal Ballot 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.

Item 5

TO APPROVE APPOINTMENT OF SHRI RAKESH KUMAR VERMA [DIN:09678733] AS THE INDEPENDENT DIRECTOR OF THE COMPANY

Shri Rakesh Kumar Verma has been appointed as an Additional Director in the capacity of an Independent Non-Executive Director of the Company with effect from 2nd February, 2023. 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 2023 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 on or before 7th March, 2023 in terms of the provisions of the Listing Regulations, it is proposed to obtain approval of the shareholders for his appointment by way of Postal Ballot. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company vide separate resolutions passed on 27th February, 2023 have recommended appointment of Shri Rakesh Kumar Verma as the Independent Director in the capacity of a Non-Executive Director of the Company.

The details of Shri Rakesh Kumar Verma 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 Verma is qualified CAIIB. He is a self –motivated Banker with around 40 Years of work experience in the banking and financial sector with expertise in credit appraisal, credit risk management, operations management, stressed and NPA asset management, relationship management, business development with excellent client management and negotiation skills, problem solving abilities and sound understanding of the financial product and market at the Bottom of the Pyramid (BoP). The Board is of the opinion that her appointment would be in the interest of the company.

S.No.	Particulars	Details of Director
1.	Name of the Director	Shri Rakesh Kumar Verma
2.	Age	65 years
3.	Qualification	Qualified CAIIB; MSC in Physics
4.	Experience	Around 40 years of in the

		banking and financial sector
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	02/02/2023 as Additional Director
7.	Shareholding in the Company	NIL
8.	Relationship with other Directors/KMPs	NIL
9.	Number of Board Meetings attended during the year	2(Two) Board Meetings held during the period from 01/01/2023 till date of Notice of Postal Ballot.
10.	In case of Independent Director justification for choosing the appointee	Shri Rakesh Kumar Agarwal possess the skill and capabilities required for the role as an Independent Director in the Company.
11.	Directorship/Membership/Chairmanship of Committees in Listed Companies	
	Name of domestic companies in which director	Name of committees in which member/chairman
	Arihant Tournesol Limited	Stakeholder Relationship Committee, Chairman Corporate Social Responsibility Committee, Chairman Audit Committee, Chairman Nomination and Remuneration Committee, Chairman

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No. 5 of the accompanying Postal Ballot 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.

Item 6**TO APPROVE APPOINTMENT OF MRS. SHALU SARAF [DIN: 07794916] AS THE INDEPENDENT DIRECTOR OF THE COMPANY**

Mrs. Shalu Saraf has been appointed as an Additional Director in the capacity of an Independent Non-Executive Director of the Company with effect from 2nd February, 2023. 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 2023 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 on or before 7th March, 2023 in terms of the provisions of the Listing Regulations, it is proposed to obtain approval of the shareholders for his appointment by way of Postal Ballot. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company vide separate resolutions passed on 27th February, 2023 have recommended appointment of Mrs. Shalu Saraf as the Independent Director in the capacity of a Non-Executive Director of the Company.

The details of Mrs. Shalu Saraf 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: Mrs. Shalu Saraf is qualified Company Secretary with good experience in Secretarial and Legal field. She has been awarded with several awards and certificates during her professional career. She hold expertise knowledge and skills in Corporate Law, FEMA/RBI Compliances etc. The Board is of the opinion that her appointment would be in the interest of the company.

S.No.	Particulars	Details of Director
1.	Name of the Director	Shri Rakesh Kumar Verma
2.	Age	30 years
3.	Qualification	Qualified Company Secretary
4.	Experience	Around 8 years of in secretarial and Legal field
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	02/02/2023 as Additional Director
7.	Shareholding in the Company	NIL
8.	Relationship with other Directors/KMPs	NIL
9.	Number of Board Meetings attended during the year	2(Two) Board Meetings held during the period from 01/01/2023 till date of Notice of Postal Ballot.
10.	In case of Independent Director justification for choosing the appointee	Mrs. Shalu Saraf possess the skill and capabilities required for the role as an Independent Director in the Company.
11.	Directorship/Membership/Chairmanship of Committees in Listed Companies	
	Name of domestic companies in which director	Name of committees in which member/chairman
	Arihant Tournesol Limited	Stakeholder Relationship Committee, Chairman Corporate Social Responsibility Committee, Chairman Audit Committee, Chairman Nomination and Remuneration Committee, Chairman

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No. 6 of the accompanying Postal Ballot 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.

Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for item No. 2, 3, 4, 5, and 6.

GENERAL INFORMATION

Table A.

1	Nature of Industry	The Company is engaged in manufacturing and trading various kinds of oil, oil seeds, solvent extraction, extracted oil cakes, refined oil.
2	Date and Expected date of Commencement of Commercial Production	The Company was incorporated on 8 th April, 1991 and had received certificate of Commencement of Business. In last financial year the company is not carrying of commercial production that during the pandemic COVID- 19 Company was non-operational and had no running business which got impacted due to the pandemic. However, vide Share

		Purchase Agreement dated 11th November, 2022 the company has been acquired and is presently under the new management. Your new management is expected to re-commence its Commercial Production after closure of this financial year.			
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)	Particulars	Amount in Rs Lakhs)		
		Financial Year	2021-22	2020-21	2019-20
		Total revenue	16,500	520	1,64,440
		Profit-After Tax from continuing operations	(19,30,900)	(15,46,642.68)	(21,33,495)
5	Financial performance based on given indicators (Consolidated)	Not Applicable			
6	Foreign investments or Collaborators, if any	In last financial years the company has not entered into any Foreign Investments or collaborations. Although, the company is proposing for the same detail of which is mentioned under Explanatory statement of Item No. 1 of Notice of Postal Ballot.			

Information about Appointee:

Background Details, recognition and awards:-Detail profile is stated in Explanatory Statement of the appointee directors mentioned at Item No. 2, 3, 4, 5 and 6.

Past Remuneration: Shri Anubhav Agarwal and Mrs. Ashima Agarwal has been appointed as Additional Director w.e.f 30th December, 2022. Shri Rakesh Kumar Verma , Shri Kaviush Sachar and Mrs. Shalu Saraf has been appointed as Additional Director w.e.f 2nd February, 2023. Except Anubhav Agarwal no other director is drawing remuneration being Non-executive directors and Non-executive Independent directors. The proposed remuneration detail subject to approval of shareholders is stated in the Explanatory statement of item No. 2.

Job Profile and suitability: As per the details hereinabove given in explanatory statement of item No. 2, 3, 4, 5 and 6.

Remuneration proposed: Except Shri Anubhav Agarwal no other directors are drawing remuneration being Non-executive directors and Non-executive Independent directors. Remuneration detail of Shri Anubhav Agarwal is given in explanatory statement of item No. 2.

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): Except Shri Anubhav Agarwal no other directors are drawing remuneration being Non-executive directors and Non-executive Independent directors. The remuneration payable to the Director has been benchmarked with the remuneration being drawn by similar positions and has been considered by the Nomination and Remuneration Committee of the Company at its Meeting held on 27th February, 2023.

Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any: Shri Anubhav Agarwal and Mrs. Ashima Agarwal are related to each other and none of the directors have pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration, sitting fees and shareholdings in the Company.

Other Information:

Reason of Loss or inadequate profits, if any: In financial year 2020-21 and 2021-22, the company during the pandemic COVID- 19 was non-operational and had no running business which got impacted due to the pandemic. That the new management has takeover the company and expects that the operating and financial situation will start improving from March 31, 2023 onwards.

Steps taken/proposed to be taken for improvement: The Company is/will take following measures for improvement:

- a) successful restructuring / refinancing of debt allowing adequate flexibility for efficient running of the Business
- b) consistent and continuous focus on technological improvements for new product development and increasing the efficiency
- c) concerted efforts on optimizing and reduction in fixed costs and optimization of net working capital;
- d) Reduction of loss incurred in previous financial years by generating income from business.

Expected Increase in productivity and profitability in measureable 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.

Disclosures:

All elements of remuneration package such as salary, benefits etc are mentioned in respective resolutions.

Item No. 7:

CHANGE IN NAME OF THE COMPANY FROM 'ARIHANT TOURNESOL LIMITED TO BN HOLDINGS LIMITED' AND CONSEQUENTIAL ALTERATION TO MOA AND AOA OF THE COMPANY

In the last few years, Arihant Tournesol Limited (the 'company' or 'ATL) is in the business of processors, importers, exporters, sellers, distributors in all kind of Edible Oils, Vegetable Ghee, Refined Oil, etc. However, the Company Arihant Tournesol Limited was not having any business since last years. The Company has taken over by the new management and they have their own new business proposal for the betterment of the Company. Since the Management of the Company has changed, the New Board of Directors proposed to change the name of the Company from 'Arihant Tournesol Limited' to 'BN Holdings Limited'.

The Board of Directors, at its meeting held on 14th February, 2023, decided to change the name of the Company subject to necessary statutory approvals. The Board is of the view that the new name will more aptly reflect the existing business activities of the Company.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of a Special Resolution.

The proposed change in name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable.

Office of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, vide its letter dated 23rd February 2023, has conveyed its no objection to change the name of the Company to BN Holdings Limited.

None of the Directors, Key Managerial Personnel of the Company and/or any of their relatives are in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the Special Resolution set out in Item No. 7 of this Notice for approval of the shareholders.

Item No. 8 & 9

TO APPROVE THE LIMIT U/S 180(1)(A) AND 180(1)(C) OF THE COMPANIES ACT, 2013.

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)(c) of the Companies Act, 2013, the Board of Directors cannot borrow 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. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out 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 said resolution except to the extent of their shareholding in the Company, if any.

Place: Mumbai
Date: 27.02.2023

By the order of the Board of Directors
For Arihant Tournesol Limited
Sd/-
Anubhav Agarwal
Additional Executive Director
[DIN:02809290]

Notes:

- 1) Pursuant to Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and in compliance with General Circular No. 11/2022 dated May 28, 2022 and read with General Circular Nos. 03/2022, 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and No. 20/2021 issued by the Ministry of Corporate Affairs, this Notice of Postal Ballot along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company's RTA, Bigshare Services Pvt. Ltd or with the depository(ies)/ depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e. Friday, March 3, 2023. The Company will not be sending a hard copy of this Notice and the communication of the assent or dissent of the members shall be through the remote e-voting system only.
- 2) All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the Cut-off date shall treat this Notice for information purposes only. The voting rights of members shall be in proportion to their paid-up equity share capital of the Company as on the said Cut-off date.
- 3) The Notice of Postal Ballot has been uploaded on the website of the Company at <https://www.arihanttournesol.com>. The Notice is also accessible from the website of the stock exchanges i.e. Bombay Stock Exchange Limited at <https://www.bseindia.com/> and Postal Ballot Notice is also available on the website of BIGSHARE SERVICES PRIVATE LIMITED (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com>. Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the aforesaid documents may send an e-mail to info@arihanttournesol.com or write to the RTA for registering their e-mail addresses.
- 4) The Explanatory statement for the proposed resolution pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the item of special business is annexed hereto and forms part of this Notice.
- 5) The remote e-voting period begins on Tuesday, March 07, 2023, at 9.00 AM and ends on Wednesday, April 05, 2023, at 5.00 P M. During this period, the members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date, may cast their vote electronically. The detailed instructions for remote e-voting are provided in Annexure A attached to this Notice.
- 6) Institutional / Corporate members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to vote electronically during the remote e-voting period. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at nayan@mehta-mehta.in with a copy marked to info@arihanttournesol.com.
- 7) The Company has appointed Mrs. Nayan Handa as Practicing Company Secretary, of M/s Mehta & Mehta Company Secretaries having their head office at Mumbai

(FCS 11993; CP 18686), as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

- 8) The resolution, if approved, shall be deemed to have been passed on the last date of voting, that is Wednesday, April 05, 2023. The resolution passed by the members through the postal ballot is deemed to have been passed as if, they have been passed at a General Meeting of the members.
 - 9) Based on the Scrutinizer's Report, the Results of e-voting will be declared on Thursday, April 06, 2023 at 06.00 P.M The results declared along with the scrutinizer's report shall be placed on the Company's website at <https://www.arihanttournesol.com> and shall also be communicated to the stock exchanges viz BSE Limited where the shares of the Company are listed. BIGSHARE SERVICES PRIVATE LIMITED (BIGSHARE), engaged by the Board of Directors of the Company for facilitating e- voting, will also display these Results on its website <https://ivote.bigshareonline.com>.
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E-VOTING INSTRUCTIONS FOR POSTAL BALLOT

The voting period begins on **Tuesday, March 07, 2023, at 9.00 AM and ends on Wednesday, April 05, 2023, at 5.00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, March 03, 2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 BIGSHARE the e-Voting service provider and you will

be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.

If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with NSDL

If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.

If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>

Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.

Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.

Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.

Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.

Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your

registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'

Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

After successful login, Bigshare E-voting system page will appear.

Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.

Select event for which you are desire to vote under the dropdown option.

Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.

Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.

Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

Custodian registration process for i-Vote E-Voting Website:

You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>

Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.

Enter all required details and submit.

After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'

Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET'.

(In case a custodian is having valid email address, Password will be sent to his / her

registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.

Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).

Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.

Select the Event under dropdown option.

Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

VINEET RATHI & ASSOCIATES
CHARTERED ACCOUNTANTS

Email id-caashutoshrathi@gmail.com



To,
The Board of Directors
Arihant Tournesol Limited
Plot No. B-3, In Front Of Shakti Tyres,
Midc Ph-1, Akola - 444001

Date : 27th of February, 2023

Subject : Certification under Regulation 45(3) of SEBI (LODR) Regulation, 2015

Dear Sir,

This is reference to application of change of name of 'Arihant Tournesol Limited' to 'BN Holdings Limited'. As the management of the Company has changed they proposed new name of the Company and has decided to change the name from 'Arihant Tournesol Limited' to 'BN Holdings Limited'.

On the basis of relevant records and documents produced before us for verification and in view of change in management we, M/s Vineet Rathi & Associates, Chartered Accountants hereby confirm and certify that the Company has complied with Regulation 45(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

- a) Time period of at least one year has elapsed from the last name change that was occurred in the Year:
The Company has not changed its name since at least one year
- b) At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name:
Not applicable since there is no change in the activity/project of the Company in the preceding one year period
- c) The amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity:
Not Applicable since there is no change in the activity/project of the Company.

This Certificate is issued at the request of the Company pursuant to the requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for onwards submission to the Stock Exchange, where the Equity Shares of the Company are listed.

FOR VINEET RATHI & ASSOCIATES
CHARTERED ACCOUNTANT

Ashutosh Rathi Digitally signed by
Ashutosh Rathi

CA. ASHUTOSH RATHI
PARTNER

M. NO. 438350, FRN : 016227C
UDIN : 23438350BGSWYE7766