

Mehta & Mehta

COMPANY SECRETARIES

Plot No. 5, Pocket-5, 2nd Floor, Sector-24 (Infront of Aakash Ganga Apartment), Rohini, Delhi-110085
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AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman
BN Holdings Limited
(Formerly Known as Arihant Tournesol Limited)
217, Adani, Inspire-BKC, Situated G Block
BKC Main Road, Bandra Kurla Complex,
Bandra (East) Mumbai MH 400051
CIN: L15315MH1991PLC326590

Thirty-Two (32nd) Annual General Meeting ("AGM") of the Members of BN Holding Limited held on Friday, September 22, 2023 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

Dear Sir,

I, CS Nayan Handa Partner, M/s. Mehta & Mehta, Practicing Company Secretaries has been appointed as a Scrutinizer by the Board of Directors of **BN Holdings Limited (Formerly known as Arihant Tournesol Limited ("Company"))** for the purpose of scrutinizing the Postal Ballot through remote e-voting process carried out by the Company as per Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 and the General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the "MCA Circulars"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India on the resolutions as mentioned in the Notice of Postal Ballot ("Notice") dated August 28, 2023 in a fair and transparent manner and do hereby submit my report as under:



1. The Notice dated August 28, 2023 of the 32nd AGM was sent to the Members on Monday, 28 August, 2023 through electronic mode whose email addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') / Depositories in compliance with MCA circulars.
2. The Resolutions were transacted through the process of remote e-voting and through electronic voting system during the AGM. For the purpose of e-voting, the Company had engaged the services of **National Securities Depository Limited ("NSDL")**.
3. The members of the Company holding shares as on the "cut off" date i.e. Friday, September 15, 2023 were entitled to vote on the resolutions stated in the Notice of the 32nd AGM.
4. The period for remote e-voting commenced on Monday September 18, 2023 (09:00 AM IST) and ended on Thursday, September 21, 2023 (5.00 PM IST). The Remote e-voting module was disabled by NSDL for voting thereafter.
5. The facility for e-voting was made available for the Members attending the meeting through VC/OAVM and who did not cast their vote through remote e-voting.
6. After the closure of e-voting at the AGM, the report on the voting done at the AGM and votes cast through remote e-voting facility done prior to the AGM were unblocked, in the presence of two witnesses Ms. Kusum Naruka and Mr. Kajal Sinha of whom are in the employment of the Company and generated from NSDL e-voting website <https://www.evoting.nsdl.com/>
7. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the 32nd AGM.
8. My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and e-voting during AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.
9. The consolidated results of remote e-voting and voting through electronic voting system at the 32nd AGM are enclosed as an **Annexure** to this report.

A handwritten signature in blue ink is written over a circular stamp. The signature appears to be 'D. Chakraborty'. The stamp is partially obscured by the signature and contains some illegible text.

Thanking You,

For Mehta & Mehta
Company Secretaries



CS Nayan Handa

Scrutinizer

FCS No: 11993

CP No: 18686

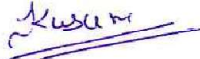
UDIN: F011993E001059050

Place: New Delhi

Date: September 22, 2023

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from NSDL e-voting website www.evoting.nsdl.com in our presence on September 22, 2023.



Name: Ms. Kusum Naruka

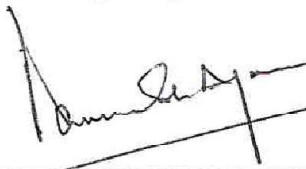
Address: Plot no. 5, Pocket 11, Sector -24,
Rohini, Delhi-110085



Name: Ms. Kajal Sinha

Address: Plot no. 22, pocket 7, sector 24,
Rohini, Delhi-110085

Countersigned by



Mr. Anubhav Agarwal

Chairman

DIN: 02809290

BN Holdings Limited

(Formerly known as Arihant Tournesol Limited)

Item No. 1: Ordinary Resolution

To receive, consider and adopt the audited balance sheet as on March 31, 2023, the statement of profit and loss for the financial year ending on March 31, 2023 and cash flow statement for the financial year ending on March 31, 2023 together with the Director's report and Auditor's report thereon.

Particulars	E-voting Results of the AGM		
	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	32	5929795	99.8411
Votes against the resolution	1	9,440	0.1589
Invalid votes/ Abstained	0	0	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 2: Ordinary Resolution

To appoint Mrs. Ashima Agarwal (DIN: 06983069) who retires by rotation, and being eligible, offers herself for re- appointment.

Particulars	Voting through electronic voting system at the venue of the AGM		
	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	31	1,29,795	93.2201
Votes against the resolution	1	9,440	6.7799
Invalid votes/ Abstained	0	0	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 3: Special Business

Appointment of Statutory Auditor to fill casual vacancy :

Particulars	E-voting Results of the AGM		
	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	32	5929795	99.8411
Votes against the resolution	1	9,440	0.1589
Invalid votes/ Abstained	0	0	0



The above resolution has passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution

Item No. 4: Special Business

To approve the alteration of the main object clause (III) (A) of the Memorandum of Association:

Particulars	E-voting Results of the AGM		
	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	32	5929795	99.8411
Votes against the resolution	1	9,440	0.1589
Invalid votes/ Abstained	0	0	0

The above resolution has passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution

Item No. 5: Special Business

To approve the Alteration of Articles of Association of the Company

Particulars	E-voting Results of the AGM		
	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	32	5929795	99.8411
Votes against the resolution	1	9,440	0.1589
Invalid votes/ Abstained	0	0	0

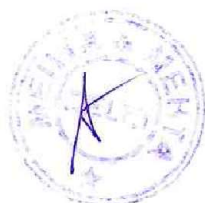
The above resolution has passed since the votes cast in favour of the resolution are more than three times the votes cast

Item No. 6: Special Business

Approval of the limits for the loans and investment by the company in terms of the provisions Section 186 of the Companies Act, 2013.

Particulars	E-voting Results of the AGM		
	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	32	5929795	99.8411
Votes against the resolution	1	9,440	0.1589
Invalid votes/ Abstained	0	0	0

The above resolution has passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution



Item No. 7: Special Business

Particulars	E-voting Results of the AGM		
	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	32	5929795	99.8411
Votes against the resolution	1	9,440	0.1589
Invalid votes/ Abstained	0	0	0

The above resolution has passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution

Item No. 8: Special Business

Particulars	E-voting Results of the AGM		
	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	32	5929795	99.8411
Votes against the resolution	1	9,440	0.1589
Invalid votes/ Abstained	0	0	0

The above resolution has passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution

Item No. 9: Special Business

Particulars	E-voting Results of the AGM		
	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	31	1,29,795	93.2201
Votes against the resolution	1	9,440	6.7799
Invalid votes/ Abstained	0	0	0

The above resolution has passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution



Item No. 10: Special Business

To approve contract / arrangement for material Related Party Transactions with various related parties under section 188 of the Companies Act, 2013

Particulars	E-voting Results of the AGM		
	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	31	1,29,795	93.2201
Votes against the resolution	1	9,440	6.7799
Invalid votes/ Abstained	0	0	0

The above resolution has passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution

