

BN HOLDINGS LIMITED

(FORMERLY 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.

Mb.: +91 9958822310 | W:-www.arihantournesol.com|E:corporate@bn-holdings.com

28th April, 2023

To,
BSE Limited.
Corporate Relation Department,
PhirozeJeejeebhoy Towers, Dalal Street,
Mumbai - 400001. Maharashtra, India.

Scrip Code: 526125

ISIN: INE00HZ01011

Dear Sir/Madam,

Sub: Outcome of Board Meeting

Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) 2015, as amended (“SEBI Listing Regulations”), this is to inform you that the meeting of the Board of Directors of the company held today i.e. April 28, 2023 through video conferencing and the Board has, inter-alia consider and approved the following decisions:-

- 1) Increase in Authorized Share Capital and consequential amendment to capital clause of MOA**
Increase of Authorized Capital of the Company from the existing Rs. 10,00,00,000/- (Rs Ten Crore Only) consisting of 1,00,00,000 (One Crore Only) equity shares of face value Rs. 10/- each to Rs 28,00,00,000/-(Rs Twenty Eight Crore Only) consisting of 2,80,00,000 (Two Crore Eighty Lakhs Only) and consequent alteration in Clause V of the Memorandum of Association of the Company relating to the share capital of the Company, subject to the approval of the shareholders at the ensuing General Meeting through Postal Ballot.
- 2) Appointment of Registered Valuer.**
Appointment of CA JAINAM HITESH SHAH as Registered Valuer bearing Reg No. IBBI/RV/07/2020/13500 for valuation of securities of the company and considered the valuation Report
- 3) Approval of Related Party Transaction**
Subject to approval of shareholders, the Audit committee and Board has approved the transaction amounting to Rs 10 Crore (Rupees Ten Crore) per annum for the contract(s)/ arrangement(s)/

transaction(s) entered by the company with Shri Anubhav Agarwal, Managing Director & CEO.

4) **Change in Registered Office**

Subject to the approval of shareholders, the Registered Office of the company will be shifted from **PLOT NO. B-3, IN FRONT OF SHAKTI TYRES, MIDC PH-1, AKOLA, Maharashtra – 444001** to **217, ADANI, INSPIRE-BKC, SITUATED G BLOCK, BKC MAIN ROAD, BANDRA KURLA COMPLEX, BANDRA EAST, MUMBAI-400051.**

5) **Change in Corporate Office.**

With the approval of Board of Directors of the Company, the Corporate office has been changed from **217, ADANI, INSPIRE-BKC, SITUATED G BLOCK, BKC MAIN ROAD, BANDRA KURLA COMPLEX, BANDRA EAST, MUMBAI-400051** to **1ST FLOOR, B.N. CORPORATE PARK, PLOT NO. 18, NOIDA -135, GAUTAM BUDDHA NAGAR, UTTAR PRADESH-201304.**

6) **Resignation of Company Secretary**

Mrs. Purvai V Chaudhari has resigned from the position of Company Secretary and Compliance Officer of the Company w.e.f April 5, 2023. The Board took note of the same.

7) **Appointment of Company Secretary**

Mrs. Reetika Mahendra (ACS-48493) has appointed as Company Secretary and Compliance officer of the Company.

Additional details pursuant to Regulation 30 and other relevant provisions of the Listing Regulations is enclosed as **Annexure I.**

8) **Resignation of Non-executive Director of the Company.**

Shri Kavish Sachar, Non-executive director of the company has resigned from his position from the company w.e.f April 28, 2023.

9) **Approval of Notice of Postal Ballot and Calendar of Events**

For obtaining the approval of shareholders by way of ordinary/special resolution, the Board has approved the Notice of Postal Ballot and matters related thereto to be issued to the shareholders whose names are available in the records of the Company as on Cut-off date 21st April, 2023. Further the Board has authorized Shri Anubhav Agarwal, Managing Director & CEO to issue the said Notice of Postal Ballot. The copy of postal ballot notice will be submitted in due course. You are requested to kindly take the same on your record.

Approved calendar of Events for conducting Postal Ballot is attached as **Annexure-II.**

10) **Appointment of Scrutinizer**

Appointment of Mrs. Nayan Handa, PCS (FCS 11993; CP 18686) partner of M/s Mehta & Mehta, as Scrutinizer to conduct Postal Ballot process in fair and transparent manner.

11) Appointment of E-Voting Agency

Appointment of BIGSHARE SERVICES PRIVATE LIMITED as remote e-voting Agency for the resolutions proposed to be passed through Postal Ballot process.

12) Re-constitution of Committee

The committee of the company has been reconstituted and attached as **Annexure –III**

The meeting of the board of directors commenced at 12:00(Noon) and concluded at 5:30PM.

We request you to take the above documents on record.

Thanking You

Yours faithfully

For BN HOLDINGS LIMITED

Anubhav Agarwal

Managing Director & CEO

[DIN: 02809290]

* The copy of postal ballot notice will be submitted in due course. You are requested to kindly take the same on your record.

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Annexure I

Details required under Regulation 30 of SEBI LODR Regulations read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.

S.No.	Details of Events that need to be provided	Details of Change
1.	Name of Company Secretary and Compliance Officer	Mrs. Reetika Mahendra
2.	Reason for Change viz appointment, resignation, removal, death or otherwise	Appointment
3.	Date of appointment/cessation	28.04.2023
4.	Brief profile(in case of appointment)	Mrs. Reetika Mahendra possess dual qualification. She is qualified LL.b and Company Secretary with more than 6 years of experience across legal and secretarial matters.
5.	Disclosure of relationship between directors(in case of appointment of a director)	Nil

For BN HOLDINGS LIMITED

Anubhav Agarwal
Managing Director & CEO
[DIN: 02809290]

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Annexure II

CALENDAR OF EVENTS

S.No	Particulars	Date
1.	Date of Board Meeting for approval of Postal Ballot Notice and process	28 th April, 2023
2.	Specified date for determining members to whom Postal Ballot Notice will be sent(Cut-off date)	21 st April, 2023
3.	Date of completion of dispatch by electronic means	28 th April, 2023
4.	Date of publishing advertisement	29 th April, 2023
5.	Date of Commencement of Voting by Electronic means	Saturday 29 th April, 2023 at 9:00AM
6.	End date of Voting by Electronic mode	Sunday 28 th May, 2023 at 5:00PM
7.	Date on which the resolution deemed to be passed	28 th May, 2023
8.	Date of submission of scrutinizer report and declaration of result on stock exchange	29 th May, 2023

For BN HOLDINGS LIMITED

Anubhav Agarwal
Managing Director & CEO
[DIN: 02809290]

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Annexure III

Composition of Board and Committee of BN HOLDINGS LIMITED				
Nature of Directors	Board of Directors	Audit Committee	NRC Committee	Stakeholder Committee
Executive Director-MD	Anubhav Agarwal	Anubhav Agarwal		Anubhav Agarwal
Non-Executive Director	Ashima Agarwal		Ashima Agarwal	Ashima Agarwal
Non-Executive Independent Director	Rakesh Kumar Verma	Rakesh Kumar Verma	Rakesh Kumar Verma	Rakesh Kumar Verma
Non-Executive Independent Director	Shalu Saraf	Shalu Saraf	Shalu Saraf	

For BN HOLDINGS LIMITED

Anubhav Agarwal
Managing Director & CEO
[DIN: 02809290]