

BN HOLDINGS LIMITED

(FORMERLY ARIHANT TOURNESOL LIMITED)

CIN No: L15315MH1991PLC326590

REGD. OFFICE: 217, ADANI, INSPIRE-BKC, SITUATED G BLOCK, BKC MAIN ROAD, BANDRA KURLA COMPLEX, BANDRA EAST, MUMBAI, MAHARASHTRA, 400051

CORPORATE ADDRESS: 1st FLOOR, B.N. CORPORATE PARK, PLOT NO. 18, NOIDA -135, GAUTAM BUDDHA NAGAR, UTTAR PRADESH-201304.

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NOTICE is hereby given that the 32nd (Thirty Second) Annual General Meeting of the members of **BN HOLDINGS LIMITED (FORMERLY ARIHANT TOURNESOL LIMITED) (CIN: L15315MH1991PLC326590)** will be held on Friday, the September 22, 2023 at 11:00 A.M.(IST) through Video Conferencing ("VC")/other audio visual means("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. 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.
2. To appoint Mrs. Ashima Agarwal (DIN: 06983069) who retires by rotation, and being eligible, offers herself for re- appointment.

SPECIAL BUSINESS:

3. Appointment of Statutory Auditor to fill casual vacancy to consider and, if thought fit, to pass without modification the following resolutions as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by Audit committee and considered by the Board of Directors through resolution passed on August 28, 2023, the consent of the members be and is hereby accorded to appoint M/s J S M G & Associates, Chartered Accountants (Firm Registration No. 025006C), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s R. B. Pandya & Associates., Chartered Accountants (Firm Registration No. 124399W) w.e.f. October 30, 2023 and until the conclusion of the 33rd Annual General Meeting and that they shall conduct the Statutory Audit for the period ended March 31, 2023 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with M/s J S M G & Associates

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions."

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

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

“RESOLVED THAT, pursuant to the provisions of Section 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the appropriate regulatory and statutory authorities, consent of the members be and is hereby accorded for deleting the existing Main Object Clause of the Memorandum and by inserting the new main objects at “Clause III (A) ” of the Memorandum of the Company:

1. *To acquire and hold controlling and other interests in the share or loan capital of any company or companies Carrying on or proposing to carry on business of trading, manufacturing, purchase, import, export, sell, process or deal in seeds and agricultural produce or agricultural resources, of any description related to food products and beverages.*
2. *To carry on the business in cash & carry wholesale trading, manufacturing, purchase, import, export, sell, process or deal in seeds and agricultural produce or agricultural resources, of any description related to food products and beverages like grains, rice, wheat, cotton, jute, coffee, tea, tobacco, rubber, oil seeds, pulses, vegetable products, sugar cane, sugar, sugar products, vanaspati oils, palm oils, hydrogenated ghee, vegetable oils, butter, all kind of edible and non edible oils, cotton products such as fibres and fabrics, cocoa, rubber, jute, soyabean, pulses, oil seeds and any other products manufactured from any agricultural or natural resources and manufacture, process to build integrated supply chains in the aforementioned commodity sectors.*
3. *To carry on the business of manufactures, cultivators, millers, grinders, processors of all oils, and solvents, seeds, Soya beans buts, sugar, cotton, Iron Ore and Coal to extract and refine all bye-products, derivatives like edible oil, medical oil from such products and allied products and to deal in, buy, sell, market, distribute, trade, import, export in all the aforesaid products.*
4. *To carry on business as manufacturers and packers of and dealers in foodstuffs of all description for human and animal use, including extruded foods and cereals, textured soya protein foods, frozen processed foods, all of which shall be formulated to contain fruit or vegetable products including other nutrients, including those suitable or deemed to be suitable for infants, growing children, adults and convalescents and/ or for the general public.*
5. *To manufacture, buy, sell, prepare for market and deal in farinaceous foods of all kinds and in particular biscuits, breads, cakes and, confectionery and foods of every description suitable for infants.*
6. *To carry on business as bakers and confectioners and to manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds both wholesale and retail and whether solid or liquid.*
7. *To carry on business as manufacturers of, and importers and exporters of agricultural, farm, garden and dairy produce, provisions, stores and merchandise of all kinds including processed foods, natural and synthetic milk, casein and its allied products, and all products and substances of any description derived by processing, manipulation or treatment of agricultural, farm, garden and dairy produce in any manner whatsoever.*

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, to exercise its powers including the powers conferred to it by this resolution) be and is hereby authorized to accept any amendment/modification approved by the relevant Regulatory Authorities and seek approval for the change in the main object clause of the memorandum of the Company accordingly without making any further reference to the members for their approval.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, the Board of Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient, including amendment, modification but not limited to filing necessary forms and/or returns, making application and/or any other form with the Registrar of Companies and/or the Central Government and/or any Statutory Authorities and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

5. To approve the Alteration of Articles of Association of the Company

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

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

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

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

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

“RESOLVED THAT pursuant to provisions of Section 186 and other applicable provision of the Companies Act, 2013, if any, and in supersession of the earlier resolution passed with regard to investment activity of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this Resolution in excess of the limits prescribed under Section 186 of the Act which will not exceed upto an aggregate sum of INR 500 Crores for the following transactions per person or bodies corporate to:

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

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

RESOLVED FURTHER THAT the Common Seal of the Company be fixed whenever necessary, in the presence of any one director and that the Company Secretary or Compliance Officer of the Company, shall sign in token of their presence."

7. To Approve the limits under section 180 (1)(a) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the section 180 (1) (a) of the Companies Act, 2013, read with applicable rules made there under and article of association of the company and/or any other provision as may be applicable, if any, the consent of the member of the Company be and is hereby accorded to create mortgage/ hypothecation and/or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board or Committee thereof, in its absolute discretion may deem fit, on the whole or substantially the whole of the Company's anyone or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or movable assets, comprised in any undertaking of the Company, as may be agreed to in favour of the Bank(s), Financial Institution(s) or other person(s), hereinafter referred to as the lenders, and/or Trustee(s) to secure borrowing up to the limits delegated to the Board or Committee thereof, by the Shareholders from time to time which will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which moneys may be borrowed by the Board shall not exceed the sum of INR 1000 Crores (Rupees One Thousand Crore Only) at any point of 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 the Board of Directors or the Key Managerial Personnel (KMP) of the Company, be and are hereby severally authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient, or desirable in order to give effect to this resolution."

8. To Approve the borrowing limit under section 180 (1)(c) of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to borrow and raise such sum or sums of money or monies (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) which will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which moneys may be borrowed by the Board shall not exceed the sum of INR 1000 Crores (Rupees One Thousand Crores Only) from time to time as may be required for the purpose of business of the Company.

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

9. To set the limit for providing loan to other body corporate in which director is interested under section 185 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 , as amended from time to time the consent of the members of the Company be and is hereby granted to the Board of Directors of the Company to give loans and advances to the companies in which Mr. Anubhav Agarwal, Managing Director & CEO of the company and Mrs. Ashima Agarwal, Director of the Company are interested, which shall not exceed beyond INR 500 crores per company per year and on such terms and conditions, as the Board may think fit provided that such loans are utilized by the below interested companies for its principal business activities:

S.No.	Name of Company	Amount (Rs in crore)
1.	B.N. Agritech Limited	500
2.	B.N. Corporate Park Private Limited	500
3.	Epitome Industries India Limited	500
4.	Growth Harvest Industries Private Limited	500
5.	Salasar Balaji Overseas Private Limited	500

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel (KMP) of the Company, be and are hereby severally authorized to sign and execute or to affix the common seal of the company on behalf of company in good faith on any agreements, deeds, or any other documents which are required to be executed and entered into by the company to give effect to the above said resolution.”

10.To approve contract /arrangement for material Related Party Transactions with various related parties under section188 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company's Related Party Transactions Policy, approval of the members be and is hereby accorded for the Company to carry on and/or enter into a series of transaction(s)/contract(s) /arrangement(s)/agreement(s) or otherwise with related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for a period of three (3) years (i.e., from August 1, 2023 till July 31, 2026) for the projected amount not exceeding INR 500 Crore (Rupees Five Hundred Crore Only) per year with each related party as mentioned in the explanatory statement annexed hereto, and on such terms and conditions as may be recommended by the Audit Committee and agreed by the Board of Directors (hereinafter referred to as “the Board”) as entered by the Company subject to such transaction(s)/contract(s)/ arrangement(s) /agreement(s) being carried out in the ordinary course of business and at arm's length.

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

**BY ORDER OF THE BOARD
FOR BN HOLDINGS LIMITED**

**DATE : AUGUST 28, 2023
PLACE: MUMBAI**

**Sd/-
REETIKA MAHENDRA
COMPANY SECRETARY & COMPLIANCE OFFICER**

Annexure-I

Details of Directors seeking appointment / reappointment at the 32nd Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

S.No.	Particulars	Details of Director
1.	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.
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	4(Four) Board Meetings.
10.	In case of Independent Director justification for choosing the appointee	Not Applicable
	Directorship/Membership/Chairmanship of Committees in Listed Companies	
11.	Name of listed companies in which person holds directorship	BN Holdings Limited (Formerly Arihant Tournesol Limited)
12.	Name of committees in which member/chairman	Nomination and Remuneration Committee, Member Stakeholder Relationship Committee, Members

In light of above, you are requested to accord your approval to the Ordinary Business as set out at Agenda Item No.2 of the accompanying Notice. Except for 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.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 3 To appoint statutory auditors and fix their remuneration

In terms of Section 139 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s R B Pandya & Associates., Chartered Accountants (Firm Registration No. 124399W), were appointed by the company to hold office till the conclusion of the Thirty Sixth Annual General Meeting of the Company upon completion of their term of five consecutive years. M/s R B Pandya & Associates., Chartered Accountants (Firm Registration No. 124399W) have filed their resignation on August 25, 2023 due to personal occupancy after the 45 days and of the quarter of the financial year thus, in accordance with SEBI circular No. CIR/CFD/CMD/114/2019 dated 18th October, 2019 the resigning auditor will audit the next quarter financial results of the company and accordingly submits its audit/limited review report. In pursuant of the said circular the resignation of M/s R. B. Pandya & Associates., Chartered Accountants will be effective from October 30, 2023 i.e. after dissemination of financial results for the quarter and half year ended September 30, 2023. The said resignation was placed before the Audit Committee and the Board of Directors in their meeting held on August 28, 2023 Audit Committee in its meeting held on August 28, 2023 considered that no concerns has been raised by the resigning Auditor and the views of the Audit Committee of the Company has been communicated to stock exchange on August 28, 2023

The Board of Directors at its meeting held on August 28, 2023 after considering the recommendation of the Audit Committee, has recommended for approval of members for the appointment of M/s J S M G & Associates, Chartered Accountants, (Registration No. 025006C), as the Statutory Auditors of the Company who shall hold office w.e.f October 30, 2023 till the conclusion of 33rd Annual General Meeting of the Company. Before recommending appointment of M/s J S M G & Associates, Chartered Accountants as Statutory Auditors of the Company, the Audit Committee has duly assessed the capability of the proposed Statutory Auditors to serve Company's proposed business segments besides considering various parameters including market standing, audit experience and peer review certification, technical knowledge, etc. and found M/s J S M G & Associates, Chartered Accountants, to be best suited to handle the audit of financial statements of the Company. The Board of Directors of the Company, based on the fees proposal received and on the recommendation of the Audit Committee, has proposed Annual Audit Fees of Rs. 1,50,000/- p.a. plus reimbursement of applicable Goods and Services Tax and actual out of pocket expenses incurred. The Board may revise the Audit Fees payable to the Statutory Auditors, as per the recommendation of the Audit Committee, as may be mutually agreed with the Statutory Auditors of the Company. M/s J S M G & Associates, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

Disclosures of Statutory Auditor seeking appointment under casual vacancy at the 32nd Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

S.No.	Particulars	Details
1.	Proposed Fees payable along with the terms of appointment and in case of new auditor any material changes for the fee payable to such auditor from the outgoing auditor along with rationale for such change	Fees payable: Rs. 1,50,000/- p.a. Terms of appointment: The said appointment is in pursuance of the casual vacancy arise due to resignation of M/s R. B. Pandya & Associates. The terms and conditions of the said appointment have been stated above. Material Change: The proposed fees is paid based on the market standing and audit experience of the auditor.
2.	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	The Audit committee had reviewed the profile of M/s J S M G & Associates and find the same appropriate to handle the audit of financial statements of the Company. The said auditors are peer reviewed and has experience in handling similar line of industry.

The Board recommends the resolution as set out in the item No. 3 of the notice to be passed to be passed as Ordinary Resolution. None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 3 of this Notice.

Item 4: Alteration of MOA

The company proposes to undertake the business to acquire and hold controlling and other interests in the share or loan capital of any company or companies carrying on or proposing to carry on business of trading, manufacturing, purchase, import, export, sell, process or deal in seeds and agricultural produce or agricultural resources, of any description related to food products and beverages. To enable the company to commence the aforesaid business, it is proposed to delete the existing Main Object Clause of the Memorandum and by inserting the new main objects at "Clause III A)" of the Memorandum of the Company as stated in the resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, Mumbai and any other statutory or Regulatory authority, as may be necessary.

None of the Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4 of the notice.

Item 5: Alteration of AOA

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

(I.) Addition/Modifications to Existing Articles:

Article No.	Existing Provisions	Amended Provisions
Insertion of New Clause i.e. 2 (A)	NIL	Claus 2(A) I. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereon in force. II. Words importing the singular numbers includes where the context admits or requires the plural number and vice versa.
Clause 5	Allotment of Shares Subject to the provision of these Article, the shares shall be under the control of the Board who may allot or otherwise dispose of the same to such persons, on such terms and conditions, at such times, either at par, or at premium and for cash or such other consideration as the Board think fit, provided that option or right to call for any shares shall not be given to any person without the sanction of the company in General Meeting.	Allotment of Shares/ Securities Subject to the provision of these Article, the shares or any securities shall be under the control of the Board who may allot or otherwise dispose of the same to such persons, on such terms and conditions, at such times, either at par, or at premium and for cash or such other consideration as the Board think fit, provided that option or right to call for any shares shall not be given to any person without the sanction of the company in General Meeting.
Clause 6	Limitation of Time for Issue of Certificates The Company, unless prohibited by any provision of law or any order of any court, tribunal or any other authority, shall within two months after the allotment of any of its shares or six months in case of allotment of debentures and within one month after the application for registration of transfer of any such shares or debentures, deliver in accordance with the procedure laid down in Section 20 of the Act, upon payment of such fees as prescribed in the Act, the certificate of all shares or debentures allotted or transferred, and the Company shall otherwise comply with the requirement of Section 56 and other applicable provisions, if any , of the Act.	Limitation of Time for Issue of Certificates The Company, unless prohibited by any provision of law or any order of any court, tribunal or any other authority, shall within two months after the allotment of any of its shares or any securities or six months in case of allotment of debentures and within one month after the application for registration of transfer of any such shares or debentures or any securities, deliver in accordance with the procedure laid down in Section 20 of the Act, upon payment of such fees as prescribed in the Act, the certificate of all shares or debentures allotted or transferred, and the Company shall otherwise comply with the requirement of Section 56 and other applicable provisions, if any , of the Act.
Insertion of New Clause i.e. 9 (A)	NIL	Clause 9(A) Issue of Bonus Shares The Company in the General Meeting may decide to issue fully paid up Bonus Shares to the member if so recommended by the Board of Directors.

Insertion of New Clause i.e. 10 (A)	NIL	Clause 10(A) Further issue of Share/Securities: i)The Board or the Company, as the case may be, in accordance with the Act issue further shares to: a)Persons who, at the date of offer, are holders of equity shares of the company; unless otherwise decided by the Board, such offer shall be deemed to include a right exercisable by the person concerned or renounce the shares offered to him or any of them in favour of any other person; or b)Any person, whether or not those persons include the persons referred to in clause (a) above. ii)A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act read with Rules made thereunder and SEBI guide lines.
Clause 46	Power To Increase Capital The Company in General Meeting may from time to time increase its capital by the creation of new shares of such amount as may be deemed expedient.	Power To Increase Capital The Company in General Meeting may from time to time increase its capital by the creation of new shares / securities of such amount as may be deemed expedient.
Clause 47	On what Conditions New Shares may be issued Subject to any special rights or privileges for the time being attached to any shares/securities in the Capital of the Company then issued, the new shares may be issued upon such terms and conditions, and with such rights and privileges attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction has been given, as the Board shall determine and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.	On what Conditions New Shares / Securities may be issued Subject to any special rights or privileges for the time being attached to any shares/securities in the Capital of the Company then issued, the new shares / securities may be issued upon such terms and conditions, and with such rights and privileges attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction has been given, as the Board shall determine and in particular such shares / securities may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.
Insertion of New Clause i.e. 57(A)	NIL	Clause 57(A) Share Warrants Subject to the provisions of the Acts, the Company may issue with respect to any fully paid shares, a warrant stating that the bearer of the warrants is entitled to the shares specified therein and may provide coupons or otherwise, for payment of future dividends on the shares specified in the warrants and may provide conditions for registering membership.

Insertion of New Clause i.e. 10 (A)	NIL	Subject to the provisions of the Act, the Company may from time to time issue warrants naked or otherwise or issue coupons or other instruments and any combination of equity shares, debentures, preference shares or any other instruments to such class of persons as the Board of Directors may deem fit with a right attached to the holder of such warrants or coupons or and any combination of equity shares, debentures, preference shares or any other instrument to such class of person as the Board of Directors may deem fit with a right attached to the holder of such warrants or coupons or other instruments to subscribe to the equity shares or other instruments within such time and at such price as the Board of Directors may decide as per the rules applicable from time to time.
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In light of above, the Board recommends the Resolution for approval of the members as a Special Resolution as set out in the item no. 5 of the notice.

Item 6: Authorization under Section 186 of Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit not exceeding to INR 500 Crores per person or bodies corporate as proposed in the Notice at item No. 6. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.6 for approval by the members of the Company.

None of the Directors or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 6 of the accompanying notice. The Board recommends the resolution at Item no.6 to be passed as Special Resolution.

Item 7 & 8 : 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. Accordingly, it is proposed to seek approval of the members of the Company for approving the limits of borrowing and creation of charge/security on the Company's assets with respect to borrowing upto INR 1000 Crore (Rupees One Thousand Crore Only).

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item nos. 7& 8 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.

Item 9: To set the limit for providing loan to other body corporate in which directors is interested as per Section 185 of the Companies Act, 2013

The Board of Directors of the Company has informed that the companies referred in the Notice under item 9 are the group company which are under negotiation with the company for providing loans and advances for the business requirements. However, pursuant to restrictive provisions of Section 185 of the Companies Act, 2013, the Company is not able to grant such financial assistance by way of any loan /guarantee or securities without prior approval of shareholders.

Accordingly, the Board of Directors seek consent of the members by way of special resolution pursuant to section 185 of the Companies Act, 2013 for providing loan and the companies referred in the Notice under item 9 in whom Mr. Anubhav Agarwal, Managing Director & CEO of the company and Mrs. Ashima Agarwal, Director of the Company are interested, which shall not exceed beyond INR 500 crores per company per year at any point of time for the expansion of business activities and other matters connected and incidental thereon for their principal business activity.

Pursuant to Section-185(2)(a) of the Companies Act, 2013 the necessary disclosure requirements are as follows:

- Particulars of the Loans and advances to be given: Providing Loans and Advances up to Rs. 500 Crores per company per year to the companies referred in the Notice under item 9.
- Purpose for which the amount of loans and advances to be utilized by the recipient of the loans and advances and any other relevant fact: The amount of loans and advances shall be utilized by the companies referred in the Notice under item 9 for their business activities and the matters connected and incidental thereto. It will not be utilized for any other purpose.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Shri Anubhav Agarwal and Mrs. Ashima Agarwal and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.9.

The Board recommends the resolution at item No. 9 to the members to be passed as Special Resolution.

Item10: To approve contract /arrangement for material Related Party Transactions with various related parties under section188 of the Companies Act, 2013

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

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

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

S.No.	Particulars	Related Party Transaction	
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise):	Name of Related Party	Relationship
		B. N. Agritech Limited	Related being common director and promoter
		Salasar Balaji Overseas Private Limited	Related being common director and promoter
		Growth Harvest Industries Private Limited	Related being common director and promoter
		Epitome Industries India Limited	Related being common director and promoter
		B.N. Corporate Park Private Limited	Related being common director and promoter
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Name	Nature of Relationship
		Anubhav Agarwal	Common Director & Promoter
3.	Type of the proposed transaction	1) Transfer of Resources(Unsecured Loan/Investments) 2) Providing/ Replacement Corporate Guarantee 3) Sale, purchase or supply of any goods or material 4) Leasing of property of any kind 5) Availing or rendering any services 6) Selling or otherwise disposing of or buying, property of any kind 7) Such related party's appointment to any office or place of profit in the company, its subsidiary company or its associate company	
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions are financial in nature and tenure, terms of contract/arrangement as mutually agreed between the parties to the agreement	
5.	Tenure of the proposed transaction	The proposed transactions shall be for a period of three years and shall be extended for further periods as mutually agreed by the parties.	
6.	Value of the proposed transaction	INR 500 Crore per year with each related party	
7.	Percentage of BN Holdings Limited annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Percentage of Immediately preceeding Turnover: NIL	

8.	Justification for the transaction	For expansion and growth of business and to improve its financials
9.	Details of the valuation report or external party report (if any) enclosed with the	The transactions do not contemplate any valuation
10.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
11.	Details of the source of funds in connection with the proposed transaction	Investments received from GLOBAL FOCUS FUND
12.	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure	The loans given/taken to/from any related party will be repaid along with interest as mutually decided by the parties to agreement
13.	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	The Unsecured Loan will be repaid within the time period as mutually agreed Tenure: 3 years Cost of loan : INR 500 Crore
14.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For the aforesaid business activities and the matters connected and incidental thereto
15.	Any other relevant information	The transactions are proposed to be entered for the purpose of achieving the business objectives and continuity in operations. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the Company

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. Further as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014,

where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company shall not participate or vote on this resolution.

The Audit Committee and Board of Directors have reviewed the said transaction and recommend this resolution set out in Item No. 10 of this notice for approval of the members by ordinary resolution. Mr. Anubhav Agarwal, Managing Director & CEO is interested in the said resolution.

Apart from above, none of the other Directors and Key Managerial Personnel of the Company and their relatives.

**BY ORDER OF THE BOARD
FOR BN HOLDINGS LIMITED**

**DATE AUGUST 28, 2023
PLACE: MUMBAI**

**Sd/-
REETIKA MAHENDRA
COMPANY SECRETARY & COMPLIANCE OFFICER**

Notes:

1. The Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 (the 'Act'), in respect of Special Business to be transacted at the 32nd Annual General Meeting (the 'AGM' or 'Meeting'), is annexed and forms part of this Notice.
2. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the director seeking re-appointment are also annexed as Annexure-I.
3. Members seeking any information intent of asking any question at the AGM with regard to the accounts or any other matter to be placed at the AGM are requested to send an email to designated email address of the company i.e. corporate@bn-holdings.com at least 7 days before the AGM.

4. ELECTRONIC DISPATCH OF ANNUAL REPORT

In accordance with, the General Circular 10/2022 dated 28th December, 2022 read together with Circular No. 02/2022 dated 5th May, 2022, Circular No. 21 /2021 dated 14th December, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 02/2021 dated 13th January, 2021, Circular No. 20/2020 dated 5th May, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 14/2020 dated 8th April, 2020 issued by MCA and)& Securities and Exchange Board of India (SEBI) vide Circular SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 5th January, 2023 read together with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for financial year 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for financial year 2022-23 will also be available on website of the Company i.e. www.bn-holdings.com, and on the website of the Stock Exchanges i.e. BSE Limited (www.bseindia.com). For any communication, the shareholders may also send requests to the designated email address of the Company i.e. corporate@bn-holdings.com. The Notice of AGM is also placed on the website of National Securities Depository Limited (NSDL), agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evoting.nsdl.com.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
7. Pursuant to Section 113 of the Companies Act, 2013 the representative of Corporate Members may be authorized for the purpose of voting through remote e-voting or for participation and voting in the meeting to be conducted through VC/OVAM. The said authorization shall be to the company at corporate@bn-holdings.com.

8. In case of joint holders attending the Meeting, only the member whose name appears to be first will be entitled to vote.
9. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the members in respect of their shareholding in the Company. The members holding shares in demat form are requested to submit the complete and signed form SH-13 with their Depository Participant ('DP') who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent of the Company i.e. Big Share Services Pvt. Ltd. situated at E-2/3 Ansa Industrial estate, Saki Vihar Road, Sakinaka, Mumbai 400072, Andheri- East, Maharashtra- Mumbai .
10. Members holding shares in physical form are requested to notify/send the following to the RTA of the Company:
- i) Any change or update in their mailing address;
 - ii) Particulars of their PAN, Bank account & e-mail ids in case the same have not been registered with the Company or has been changed since registration;
 - iii) Members who hold shares in physical form in multiple folios in identical names are requested to send all share certificates for consolidation into single folio.
- Further, please note that Members holding equity shares in electronic form are requested to contact to their respective DP with whom they are maintaining the Demat accounts for updation in address, e-mail ids, Bank details, Bank mandate, ECS mandate, etc.
11. Members who hold shares in the dematerialized form and want to change/correct the bank account details, should send the same immediately to their concerned depository participant and not to the Company. Members are also requested to give the MICR Code of their bank to their depository participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividend, Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such Demat shares. The members who hold shares in physical form are requested to immediately notify any change of address to the Registrar and Share Transfer Agent of the Company in respect of their holding in physical form.
12. All the members are requested to register their e-mail id with the Registrar and Share Transfer Agent of the Company for the purpose of service of documents under Section 20 of the Act, by e-mode instead of physical service of documents.
13. SEBI had amended Regulation 40 of the SEBI (LODR) Regulations, 2015 and vide Notification Nos. SEBI/LAD-NRO/ GN/2018/24 dated 8th June 2018 and SEBI/LAD-NRO/ GN/2018/49 dated 30th November 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated 5th July 2018 directed that transfer of securities would be carried out in dematerialized form only with effect from 1st April 2019, except in case of transmission or transposition of securities. Accordingly, Members holding securities in physical form were separately communicated by the Registrar and Share Transfer Agent M/s. Big Share Services Private Limited at their registered address. In view of the above and to avail the benefits of dematerialization, members are requested to consider dematerializing shares held by them in physical form. However, the transfer deed(s) lodged prior to the 1st April 2019 deadline and returned due to deficiency in the document, may be re-lodged for transfer even after the deadline

of 1st April, 2019 with the office of M/s. Big Share Services Private Limited situated at E-2/3 Ansa Industrial estate, Saki Vihar Road, Sakinaka, Mumbai 400072, Andheri- East, Maharashtra- Mumbai. Tel No: 022 62638200 / 62638270, Fax: + 022-638299, Email: shwetast@bigshareonline.com or prasadm@bigshareonline.com.

14. Relevant documents referred to in accompanying Notice and the explanatory statement, registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to corporate@bn-holdings.com.
15. Members are requested to address all correspondences to the Registrar and Share transfer Agents, M/s. Big Share Services Private Limited, situated at E-2/3 Ansa Industrial estate, Saki Vihar Road, Sakinaka, Mumbai 400072, Andheri- East, Maharashtra, Tel No: 022 62638200/ 62638270, Fax: + 022 62638299, Email: shwetast@bigshareonline.com or prasadm@bigshareonline.com and Corporate Address : Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093.
16. Members are hereby informed that there is no unpaid dividend of earlier years which is due to be transferred to the Investor Education and Protection Fund (IEPF) under the provisions of Section 124 and Section 125 of the Act.
17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The members holding shares in electronic form are, therefore, requested to submit their PAN to the depository participants with whom they maintain their demat accounts. The members holding shares in physical form should submit their PAN to the Company Secretarial Department of the Company or the Registrar and Share Transfer Agent of the Company.
18. 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 corporate@bn-holdings.com.
19. The Company has appointed Mrs. Nayan Handa (FCS 11993; CP 18686), as Practicing Company Secretary, of M/s Mehta & Mehta Company Secretaries having their head office at Mumbai as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
20. The results declared along with the scrutinizer's report shall be placed on the Company's website at www.bn-holdings.com and shall also be communicated to the stock exchanges viz BSE Limited where the shares of the Company are listed.

VOTING THROUGH ELECTRONIC MEANS:

The Company is pleased to offer e-voting facility under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for its Members to enable them to cast their votes electronically with the help of National Depository Services (India) Limited (NDSL).

THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

- (I) The e-voting period commences on, Monday September 18, 2023 at 9:00 A.M.(IST) and ends on Thursday September 21, 2023 at 5:00 P.M. (IST), may cast their vote electronically. The e-voting module shall be disabled

after September 21, 2023 at 5:00 P.M. (IST) for voting thereafter. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday September 15, 2023. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (ii) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- (iii) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- (iv) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (v) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (vi) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- (vii) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.bn-holdings.com. The Notice can also be accessed from the website of the stock exchange i.e. BSE Limited at www.bseindia.com and from the website of National Securities Depository Limited (NSDL), agency for providing the Remote e-Voting facility i.e. www.evoting.nsdl.com.
- (viii) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The Remote e-voting period begins on September 18, 2023 at 09:00 A.M. (IST) and ends on Thursday September 21, 2023 at 05:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 17, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 17, 2023.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1.Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. .

	Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3.If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4.Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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.
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Type of shareholders	Login Method
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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 48867000 and 022 - 24997000
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 toll free no. 1800225533

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is in 300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

GENERAL GUIDELINES FOR SHAREHOLDERS

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

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

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at corporate@bn-holdings.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their interest from their registered email address mentioning the following information at the designated email address of the Company i.e. corporate@bn-holdings.com at least 7 days before date of AGM.
 - a) Name:
 - b) DP ID:
 - c) Client Id/Folio No:
 - d) PAN:
 - e) Mobile No:

Please note that the shareholders/Members who have registered themselves as speaker will only be allow to express their views/ ask questions during the AGM.