

**BN HOLDINGS LIMITED**  
**(Formerly Arihant Tournesol Limited)**  
**(“THE COMPANY”)**

**[1<sup>ST</sup> (FIRST) EXTRA-ORDINARY GENERAL MEETING]**

**on Tuesday, February 04, 2025**

<b><u>Management:</u></b>	
<b>Mr. Anubhav Agarwal</b>	Chairman & Managing Director
<b>Mr. Ashutosh Sharma</b>	Non-Independent Director
<b>Mrs. Shalu Saraf</b>	Independent Director
<b>Mr. Rakesh Kumar</b>	Independent Director
<b>Mrs. Reetika Mahendra</b>	Company Secretary & Compliance Officer

Mrs. Reetika Mahendra

Dear Shareholders.

Good morning, Namaste and very warm welcome to all of you at 01<sup>st</sup> Extra-Ordinary General Meeting of BN Holdings Limited (Formerly Arihant Tournesol Limited) through Video Conferencing and other audio -visual facility.

I am Reetika Mahendra, Company Secretary and Compliance Officer of your company attending this meeting through video-conferencing from Noida. For the purpose of smooth conduct of the meeting the members will be in mute mode and the audio and video will be open when they will speak at the meeting as per the pre-registration.

This meeting is conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India. Shareholders may please note that the proceeding of this meeting is being recorded. Now I request the Chairman of the Meeting Mr. Anubhav Agarwal, Managing Director to take the chair and start the meeting.

Over to you Chairman Sir.

Mr. Anubhav Agarwal

Thank You Mrs. Reetika Mahendra.

Dear Shareholders, Good Morning.

I am Anubhav Agarwal, Managing Director and Chairman of this meeting. I am attending this meeting through Video-conferencing from Mauritius. It gives me immense pleasure to welcome you all to the 01st Extra-Ordinary General Meeting of your Company. Hope, all of you are safe and in good health.

Pursuant to provisions of Section 103 of the Companies Act, 2013 and other applicable circulars issued by Ministry of Corporate Affairs I have been informed that the requisite quorum is present to conduct the proceedings of the meeting and I call this meeting to order.

Now Company Secretary will introduce Board members, other executives and will brief you about the other information and instructions regarding this meeting.

Over to Company Secretary

Mrs. Reetika Mahendra

Thank you Sir.

Before we start the main proceedings of the meeting, allow me to introduce the Board of Directors and Scrutinizer of the Company attending this meeting.

I would like to start with introducing the Board of Directors of your company.

Mr. Anubhav Agarwal, Managing Director & CEO of the Company is attending this meeting from Mauritius.

Mrs. Shalu Saraf, Non-Executive Independent Director of the Company is attending this meeting from Gurugram.

Mr. Rakesh Kumar, Non-Executive Independent Director of the Company attending this meeting from Noida.

Mr. Ashutosh Sharma, Non-executive Non-Independent Director of the Company is attending this meeting from Noida

Further, Scrutinizer of this meeting M/s Mehta & Mehta through its partner Mrs Nayan Handa is also attending this meeting from her respective location.

The Chairman granted leave of absence to M/s J S M G & Associates, the Statutory Auditors of the Company and Mr. Rakesh Kumar Verma, Independent Director of the Company.

Members may take note that the company has taken the services of NSDL for remote e-voting, participation through Video Conferencing and e-voting during this EGM.

The Ministry of Corporate Affairs, Government of India ("MCA") and Securities Exchange Board of India, have allowed the companies to conduct the extra-ordinary general meeting through Video Conferencing or Other Audio Visual Means for the financial year 2024-25, without the physical presence of members at the common venue. Accordingly, this Meeting is conducted and physical attendance of Members has been dispensed with. As this meeting is held through video conferencing the facility for appointment of proxy is not available hence, there will be no entry in the proxy register. The representative of corporate shareholder is allowed to attend the meeting with proper authorization.

The copy of the Memorandum of Association referred in Notice of Extra-Ordinary General Meeting were available and remain open and accessible for inspection by the members in electronic mode during the continuation of this Extra-Ordinary General Meeting.

The Company had provided facility to member to pre-register themselves who desired to speak in the Extra-Ordinary General Meeting and the company has received requests from some members to register them as speaker shareholder. Accordingly, the

window will be open for speaker shareholders to ask their questions/express their views. We will facilitate this session once the Chairman will open the floor for Question-and-Answer round.

Members may further note that this Extra-Ordinary General Meeting is being recorded therefore please do not disclose any sensitive personal information or personally identifiable information belonging to you or any other person that has no bearing on this meeting.

Thank you very much.

Now I request the chairman sir to proceed with the meeting

Mr. Anubhav Agarwal

Thank You.

Dear Shareholders, Now with your permission as the Notice of the 01st Extra-Ordinary General Meeting has already circulated to the shareholders, I take notice to convene the meeting as read.

Now, we will take up the business to be transacted, as mentioned in the Notice of Extra-Ordinary General Meeting.

Company Secretary shall explain the same. Thereafter, we will open the floor for questions by members.

Over to Company Secretary.

Mrs. Reetika Mahendra

Thank You Sir.

I now take up the resolutions as set forth in the Notice of Extra-Ordinary General Meeting.

In the Notice of Extra-Ordinary General Meeting there are 2 Special business to transact:

**SPECIAL BUSINESS:**

**Item No. 1 ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY.**

Members are requested to consider adoption of agenda item 1 as Special Resolution.

**Item No. 2 INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION TO THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

Members are requested to consider adoption of agenda item 2 as Ordinary Resolution.

Information and explanation on these agenda items are provided in the Notice and Explanatory statement of Extra-Ordinary general Meeting.

Now moving to the e-voting process, Members may take note that the Company had provided facility to shareholders to cast their votes electronically through remote e-voting platform of NSDL on all items mentioned in the 01st Extra-Ordinary general Meeting. The remote e-voting period started from January 31, 2025 at 9:00 A.M. and ends on February 03, 2025 at 5:00 P.M.

In addition those shareholders who have not casted their votes yet and participating in this meeting may cast their votes during the meeting through the e-voting system provided by NSDL.

If any member desirous to ask any question pertaining to any of the item in Notice he/she may do it now. Members are requested to keep their questions brief and specific. Members may also note that the Company reserves the right to limit the number of members asking questions depending upon the availability of time at this meeting.

Before we go live for question-and-answer round here are some points for your convenience.

When your name is called first please say your

Folio No.

Place from where you are attending this meeting

And then proceed to ask your question.

Each shareholder will have 2 min time for their questions. Due to time constraint and in lieu to provide opportunity to all the speaker shareholders it is requested that each speaker ask one question at a time and avoid repetition of the questions.

Answers to all the questions will be given at the end.

Now I invite the shareholders one by one and moderator is requested to please unmute and allow the speaker to speak.

I now request first speaker shareholder Mr. Dhyaneshwar Bhagat to speak:-

*Mr. Dhyaneshwar Bhagat*

*Respected chairman, board of directors, I am DK Bhagat from Mumbai. I shall thanks to the Company Secretary for sending me the soft copy as well as hard copy of Annual Report. I have received all the details of the resolutions in the given notice and I support all resolutions.*

*Can you give some idea what company is doing ahead?*

Next Shareholder...

Mr. Praveen Kumar

A very good morning to my respected chairperson, esteemed board of directors, my fellow shareholder, myself Praveen Kumar from New Delhi.

*(Shareholder has wished New year and appreciated the support of the management and employees of the company. He supported the resolutions put forth in the notice and shared the views on CSR Initiative and value creation for retail investors)*

Now I would like to request Chairman Sir to address the queries of shareholders.

Over to you Chairman Sir.

Mr. Anubhav Agarwal

Thank you everyone for your questions, comments, queries and good wishes.

We wish to inform that the queries raised by the speaker shareholders has been duly addressed over emails in case of any remaining queries of the members I would request them to mail at the registered email id of the Company, and the company will be happy to reply them in due course of time.

Now, moving forward the Company Secretary will guide us the process.

Over to you Company Secretary

Mrs. Reetika Mahendra

Thank you Sir.

Now we will move ahead on the remaining proceedings of this meeting. Voting is going on NSDL platform and will continue for another 15 minutes.

The Board of Directors has appointed M/s Mehta and Mehta through its partner Mrs. Nayan Handa, Practicing Company Secretary (FCS 11993) as the scrutinizer to supervise the e- voting process in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of the voting at EGM unblock the vote cast through remote e-voting and vote cast during the AGM and will submit the consolidated Scrutinizer Report to the total cast, vote cast in favor or in against if any to the Chairman or any person authorized by him in writing who shall countersign the same. The results will be announced within the time stipulated under the applicable laws. The Chairman or the authorized person shall declare the results forthwith. The results so declare along with the scrutinizer report shall be placed on the website of the Company [www.bn-holdings.com](http://www.bn-holdings.com) and on the website of NSDL and shall also be placed at the Notice Board of the Registered Office and Corporate office and simultaneously be communicated to BSE where securities of the Company are listed.

The resolutions shall be deemed to be passed on the date of the EGM subject to receipt of requisite number of votes in favor of the resolutions.

Now I request chairman sir to proceed with the meeting.

Mr. Anubhav Agarwal

Thank you

I hereby authorized any of the director and KMP of the company to declare the results of the voting.

I and on behalf of Board of Directors of the Company are thankful to all our shareholders for spending their valuable time attending this meeting and sharing their questions and suggestions.

I would like to conclude by placing on record my sincere appreciation for the contribution made by BN Holdings management team and the entire staff.

Thank you once again

Mrs. Reetika Mahendra

Thank you everyone for attending this 01st Extra-Ordinary General Meeting of BN Holdings Limited. The voting lines are open for the members for agenda items mentioned in the Notice throughout the meeting and will remain open for next 15 minutes.

15 minutes reverse countdown will start now.

The meeting will be concluded after completion of e-voting.

Thank You.

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*2) The Transcript of the recording is made available in lieu of the General Circular No. 20/2020 dated May 5, 2020 issued by MCA.*