

## **NOTICE of EXTRA-ORDINARY GENERAL MEETING**

NOTICE is hereby given that the 01st (First) Extra-Ordinary General Meeting of the members of **BN HOLDINGS LIMITED (FORMELY ARIHANT TOURNESOL LIMITED) (CIN: L15315MH1991PLC326590)** for the financial year 2024-25 will be held on Tuesday, February 04, 2025 at 11:00 AM through Video Conferencing (“VC”)/other audio visual means (“OAVM”) to transact the following business:

### **SPECIAL BUSINESS:**

#### **1. ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY**

To consider and, if thought fit, to pass the following resolutions as Special Resolutions:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to the approval of the Registrar of Companies, the consent of the members be and is hereby accorded to alter and amend existing Clause III (A) [Main Object] of the Memorandum of Association of Company by inserting sub-clause No. 8,9,10,11,12,13,14,15 and 16 after existing sub-clause No. 7-

*8. 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 manufacturing, sale, purchase, import, export, assembling, production, fabrication, search & development, improving, innovation, marketing, distribute, dealership, designing, making, consultation, technical support of solar modules, photovoltaic cells, solar panels, inverters, batteries, power electric products, integrated circuits, their components, enclosures, sub-assemblies, accessories and allied items, constant voltage constant frequency system, AC-DC converter, AC driver, power plants, inverters and other solar energy related components and wind energy generators and integration of Wind, Solar, Tidal, Bio-mass energy and any other form of renewable/non-conventional energy generation systems using indigenous and Imported technology and any ancillaries activities related to the above business.*

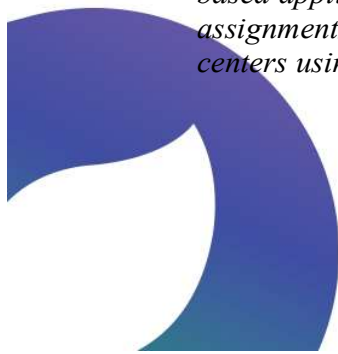
*9. To acquire and hold controlling and other interests in the share or loan capital of any company or companies carrying on or proposing to carry on business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/*

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*Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, data warehousing and database management and any ancillaries activities related to the above business.*

*10. To carry on the business of manufacturing, sale, purchase, import, export, assembling, production, fabrication, search & development, improving, designing, making, innovation, marketing, distribute, dealership, of solar modules, photovoltaic cells, solar panels, inverters, batteries, power electric products, integrated circuits, their components, enclosures, sub-assemblies, accessories and allied items, constant voltage constant frequency system, AC-DC converter, AC driver, power plants, inverters and other solar energy related components.*

*11. To carry on the business of consultation, offer expert advisory, technical support, maintenance and repair services, training programs and workshops, regular inspections, troubleshooting, and performance optimization related to the field of solar energy including feasibility studies, site assessments, and system design. To provide technical support and consultancy for the installation, commissioning, and integration of solar energy systems.*

*12. To execute, manage, contract, agreement, collaboration, project management services, planning, bidding, scheduling, budgeting, resource allocation, and quality control, monitor and evaluate the performance and other related activities for installation of solar energy for government projects, residential, commercial, industrial, and utility-scale applications.*

*13. To design, develop, manufacture, supply, install, operate and maintain wind energy generators and integration of Wind, Solar, Tidal, Bio-mass energy and any other form of renewable/non-conventional energy generation systems using indigenous and Imported technology.*

*14. To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis and other related services.*

*15. To offer training, consultancy, advisory and all related services in all areas of information technology including computer hardware and software, data communication, telecommunications, manufacturing and process control and automation, artificial intelligence, natural language processing and to undertake research and development, promote excellence and leadership and computer science, modern mathematics, vedic*

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*methodology, vedantic philosophy and universal and eternal value premises and to provide for such research and development including conducting and participating in seminars, workshops, exhibitions, conferences and the like and to obtain technical know-how, literature, brochures, technical data etc. from abroad and export/disseminate them to other countries and engage in manpower recruitment for overseas requirements and also bring in necessary skilled personnel into the country and to develop, market, implement systems and application software packages and related products for Indian and export markets to conduct software and hardware courses, to offer consultancy including hardware selection, system design, manpower selection, software development, implementation and training and to spread computer literacy and computer aided education in rural and urban areas through application of modern techniques, media communications and to operate data and information processing enters and to render all such services as are required by the customers in relation to processing of information and also in the interpretation, application and use of processed data.*

*16. To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world.*

**RESOLVED FURTHER THAT** the Board of Directors or Key Managerial Personnel (KMPs) of the company be and are hereby authorized severally or jointly to sign and submit the necessary forms, documents, and returns with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary to give effect to these resolutions.”

**2. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION TO THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(a), 64 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) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company the consent of members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing INR 62,00,00,000/- (Indian Rupees Sixty Two Crore Only) divided into 6,20,00,000 (Six Crore Twenty Lakhs) equity shares of Face value INR 10/- each (Indian Rupees Ten Only) to INR 1,25,00,00,000 (Indian Rupees One Hundred Twenty Five Crore Only) divided into 12,50,00,000 No. of shares (Twelve Crore Fifty Lakhs) equity shares of Face value INR 10/- each (Indian Rupees Ten Only) thereby the increasing capital with additional 6,30,00,000 (Six Crore Thirty Lakhs) equity shares of Face value INR 10 /- each (Indian Rupees Ten).

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**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

*“The Authorized Share Capital of the Company is INR 1,25,00,00,000 (Indian Rupees One Hundred Twenty Five Crore Only) divided into 12,50,00,000 No. of shares (Twelve Crore Fifty Lakhs) equity shares of Face value INR 10/- each. (Indian Rupees Ten Only)”*

**RESOLVED FURTHER THAT** the Board of Directors or Key Managerial Personnel (KMPs) of the Company be and are hereby authorized severally or jointly to do all such acts, deeds, things including without limitation signing of various forms and documents and take all steps as may be in absolute discretion, deem necessary and expedient to give effect to the aforesaid resolution.”

**By Order of the Board  
For BN Holdings Limited**

**Sd/-**

**Reetika Mahendra**

**Company Secretary & Compliance Officer  
[M.N. ACS48493]**

**Date: January 10, 2025**

**Place: Mumbai**



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES  
ACT, 2013**

**Item no. 1**

Your Board of Directors on regularly evaluate the business opportunities the contribute to the growth of the Company. In line with this your directors have considered the proposals for diversification of the business activities of the Company into areas which would be profitable as part of the diversification plans and strategy.

The Board of Directors of the Company Meeting held on January 10, 2025 has considered to expand the scope of the Company's business activities to include various aspects of renewable energy, specifically solar and wind energy, information technology and any ancillaries activities related to it and in view of this your directors proposes to amend the object clause in the Memorandum of Association (MoA) of the Company. This amendment is in line with the Company's strategic vision to diversify its operations and capitalize on the growing opportunities in the renewable energy sector and information technology sector.

This will enable the Company to enlarge its area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The "Main Object" clause of MOA of the Company is being amended by inserting new sub-clause 8, 9, 10, 11,12,13,14,15 and 16 after the existing said sub-clause 7.

The Board believes that these amendments will significantly enhance the Company's ability to participate in the renewable energy and information technology sectors, thereby contributing to sustainable development and creating long-term value for the shareholders.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company during business hours i.e. 10.00 A.M. and 5.00 P.M. on all working days (except Saturdays, Sundays and Holidays) from the date of circulation of this notice, upto the date of EGM.

Your directors at their meeting held on January 10, 2025 has considered and approved the above proposal and recommend the passing of the proposed Special Resolution as contained in the Notice, by the Members of the Company.

In view of the above, Members are requested to grant their consent to the Special Resolution as set out at Item No. 1 of this Notice.



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The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013 and applicable rules made thereunder.

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 2:**

The existing Authorized Share Capital of the Company is INR 62,00,00,000/- (Indian Rupees Sixty Two Crore Only) divided into 6,20,00,000 (Six Crore Twenty Lakhs Only) equity shares of face value of Rs. 10 each.

The Board, has also accorded its approval for increasing the Authorised Share Capital from existing INR 62,00,00,000/- (Indian Rupees Sixty Two Crore Only) divided into 6,20,00,000 (Six Crore Twenty Lakhs) equity shares of Face value INR 10/- each (Indian Rupees Ten Only) to INR 1,25,00,00,000 (Indian Rupees One Hundred Twenty Five Crore Only) divided into 12,50,00,000 No. of shares (Twelve Crore Fifty Lakhs) equity shares of Face value INR 10/- each (Indian Rupees Ten Only) by the creation of additional 6,30,00,000 (Six Crore Thirty Lakhs) equity shares of Face value INR 10 /- each (Indian Rupees Ten Only).

The increase in the Authorised Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing of ordinary resolution to that effect.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company during business hours i.e. 10.00 A.M. and 5.00 P.M. on all working days (except Saturdays, Sundays and Holidays) from the date of circulation of this notice, upto the date of EGM.

Your directors at their meeting held on January 10, 2025, has considered and approved the above proposal and recommend the passing of the proposed Ordinary Resolution as contained in the Notice, by the Members of the Company.

In view of the above, Members are requested to grant their consent to the Special Resolution as set out at Item No. 2 of this Notice.



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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.

**By Order of the Board  
For BN Holdings Limited**

**Date: January 10, 2025  
Place: Mumbai**

**Sd/-  
Reetika Mahendra  
Company Secretary & Compliance Officer  
[M.N. ACS48493]**



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**Notes:**

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”), in respect of the Special Business to be transacted at the Extra-Ordinary General Meeting (“EGM”) is annexed hereto.
2. The Extra Ordinary General Meeting of the Company is convened through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) pursuant to the General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”), alongwith with the Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/13 date October 03, 2024 issued by the Securities Exchange Board of India (“SEBI”) read with all other relevant circulars issued from time to time by the MCA and SEBI without the physical attendance of the Members to the EGM at venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") MCA Circulars and SEBI Circulars, the ensuing EGM of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the Extra Ordinary General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the said EGM through VC/ OAVM is given below in the e-voting instructions.
3. Since this EGM is being held through VC/OAVM pursuant to the General Circular No. 09/2024 dated September 19, 2024, General Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and Route Map of the EGM are not annexed to this notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporates are entitled to appoint authorised representatives to attend this EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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



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(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 EGM. 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 EGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.bn-holdings.com](http://www.bn-holdings.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

8. However, pursuant to sections 113 of the Companies Act, 2013 the representatives of the Institutional/Corporate Shareholders (i.e. other than Individuals/HUF, NRI, etc.) may be appointed for the purpose of participation and voting in the EGM. The Institutional / Corporate Shareholders are required to send a scanned copy of their Board or governing body resolution/authorization etc., authorizing its representative to attend this EGM and to vote through VC on its behalf. The said Resolution/Authorization shall be sent to the Company to its designated email address at [corporate@bn-holdings.com](mailto:corporate@bn-holdings.com).

9. In accordance with the Secretarial Standard-2 (SS-2) on general meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of SS-2 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the EGM.

10. Members holding shares in dematerialized mode are requested to register / update their email address with the relevant Depository Participant for receiving all communications from the Company through electronically mode.

11. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency for conducting of the EGM and providing e-voting facility.

12. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.



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13. The Board of Directors of the Company has appointed Ms. Nayan Handa Practicing Company Secretaries from M/s Mehta & Mehta, to act as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.

14. The Scrutinizer, after scrutinizing the votes cast during the meeting and through remote e-voting, will, not later than 2 working days from the conclusion of the Meeting, make a consolidated Scrutinizer's report and submit the same to the CHAIRMAN of the EGM. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company (i.e. [www.bn-holdings.com](http://www.bn-holdings.com) and on the website of NDSL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

15. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, February 04, 2025.

16. Members who would like to express their views or ask questions during the EGM 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](mailto:corporate@bn-holdings.com) at least 7 days before date of EGM. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the EGM.

a) Name:

b) DP ID:

c) Client Id/Folio No:

d) PAN:

e) Mobile No:

17. In compliance with the MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail address are registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories. Members may note that the Notice will also be available on the Company's website [www.bn-holdings.com](http://www.bn-holdings.com).



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

The remote e-voting period begins on Friday, January 31, 2025 at 09:00 A.M. and ends on Monday, February 03, 2025 at 5:00 P.M. 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. Wednesday, January 29, 2025, 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 Wednesday, January 29, 2025.  
**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**  
Individual Shareholders  
holding securities in demat  
mode with NSDL.

#### **Login Method**

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.

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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 Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

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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](http://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](http://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.

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.



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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## **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<br>For example if your DP ID is IN300*** 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<br>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<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

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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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.



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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](mailto:nayan@mehta-mehta.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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



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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](mailto: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](mailto: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.com](mailto:evoting@nsdl.com) 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 EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM 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



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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](mailto: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 EGM 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](mailto:corporate@bn-holdings.com). The Speaker Registration will be open from January 30, 2025 at 09:00A.M. till February 03, 2025 at 05:00 P.M. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the EGM.
  - a) Name:
  - b) DP ID:
  - c) Client Id/Folio No:
  - d) PAN:
  - e) Mobile No:



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