

# **BN AGROCHEM LIMITED**

**(FORMERLY BN HOLDINGS LIMITED)**

**[34th (Thirty-Four) ANNUAL GENERAL MEETING (AGM)]**

**Held on Monday, September 29, 2025 at 01:30 PM (IST)**

## **Management of the Company**

<b>Mr. Anubhav Agarwal</b>	<b>Director</b>
<b>Mr. Chintan Ajaykumar Shah</b>	<b>Whole Time Director &amp; CEO</b>
<b>Mr. Rakesh Kumar</b>	<b>Independent Director</b>
<b>Ms. Shalu Saraf</b>	<b>Independent Director</b>
<b>Mr. Rakesh Kumar Verma</b>	<b>Independent Director</b>
<b>Mr. Sandeep Chauhan</b>	<b>Independent Director</b>
<b>Ms. Reetika Mahendra</b>	<b>Company Secretary &amp; Compliance Officer</b>

**Ms. Reetika Mahendra**

Dear Shareholders.

Good afternoon, Namaste and very warm welcome to all of you at 34th Annual General Meeting of BN Agrochem Limited (Formerly BN Holdings Limited) through Video Conferencing and other audio-visual facility.

I am Reetika Mahendra, Company Secretary and Compliance Officer of your company, attending this AGM through video-conferencing from Noida.

For the smooth conducting of this AGM, the members will remain in mute mode and the audio-video functionality will be enabled when the members are invited to speak as per the pre-registration schedule.

This AGM 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 proceedings of this AGM is being recorded. The Directors present at the AGM have elected Mr. Anubhav Agarwal, Director of the Company, to chair the AGM in accordance with the Secretarial standard 2 of ICSI.

Now I request the Chairman of the meeting, Mr. Anubhav Agarwal to take hold of the chair and start the meeting.

Over to you Chairman Sir.

**Mr. Anubhav Agarwal**

Thank You Company Secretary

Dear Shareholders, Good Afternoon and Namaste.

I am Anubhav Agarwal, Chairman of this meeting. I am attending this meeting through Video-conferencing from Dubai.

It gives me immense pleasure to welcome you all to the 34th Annual General Meeting of your Company. Hope all of you are safe and in good health.

Pursuant to the 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 hence I call this meeting to order.

Now, the Company Secretary will introduce the Board members and other key executives and will also provide a brief on important information and instructions related to the conduct of this meeting.

Over to you Company Secretary

**Ms. Reetika Mahendra**

Thank you, chairman Sir.

Before we start the main proceedings of the AGM, allow me to introduce the Board of Directors and other key executives of the Company who are attending this AGM.

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

Mr. Anubhav Agarwal, Director of the Company, is attending this meeting from Dubai.

Mr. Chintan Ajaykumar Shah, Whole Time Director & CEO of the Company is attending this meeting from Dubai.

Mr. Rakesh Kumar, Independent Director of the Company, is attending this meeting from Faridabad.

Ms. Shalu Saraf, Independent Director of the Company, is attending this meeting from Shri Ganganagar, Rajasthan.

Mr. Rakesh Kumar Verma, Independent Director of the Company, is attending this meeting from Gurugram.

Mr. Sandeep Chauhan, Independent Director of the Company, is attending this meeting from Greater Noida.

M/s J S M G & Associates, Statutory Auditors of the Company, through their representative, and M/s Mehta & Mehta,

Secretarial Auditor of the Company and also the Scrutinizer for this meeting, represented by their partner Ms. Nayan Handa, are attending this meeting from their respective locations.

Members may kindly note that the Company has engaged Bigshare Services Private Limited for providing remote e- voting and facility for participation in this AGM through Video Conferencing and other audio-visual means.

The Ministry of Corporate Affairs (“MCA”) and Securities Exchange Board of India (“SEBI”) have permitted the companies to conduct the AGM through Video- conferencing or Other Audio Visual Means, without the physical presence of the members at the common venue.

As this AGM is being held through video conferencing and audio-visual means, the facility for appointment of proxy was not available therefore there will be no entry in the proxy register. The representative of corporate shareholders is also allowed to attend the AGM with proper authorization.

The Company had provided a facility for members to pre-register themselves if they desired to speak at the AGM. In response, the Company has received requests from certain members to register themselves as speaker shareholders.

The Company has received requests from a few members to register them as speakers at this meeting. Accordingly, the floor will be open for those members to ask questions or express their views. We will facilitate this session once the Chairman opens the floor for questions and answers.

Members may further note that this AGM 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 AGM.

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 kind permission, as the Notice convening the 34th AGM has already been circulated to all shareholders, I shall take it as read.

We will now proceed with the business to be transacted as outlined in the Notice of the AGM.

I now request the Company Secretary to take us through the agenda items.

Following that, we will open the floor for questions from the members.

Over to you, Company Secretary.

**Ms. Reetika Mahendra**

Thank You Chairman Sir.

I shall now take up the resolutions as set forth in the Notice of the 34th Annual General Meeting.

In the Notice of the 34th Annual General Meeting there are following businesses to transact:

**ITEM NO. 1** TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

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

Now, I would like to inform the members that Agenda Item No. 2 pertain to the matters in which Mr. Anubhav Agarwal, the Chairman of this AGM, is interested.

Therefore, in order to comply with the relevant provisions of Companies Act, 2013 along with the rules framed thereunder, and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, I request Mr. Anubhav Agarwal to kindly vacate the Chair and request Mr. Chintan Ajay Kumar Shah, Whole Time Director and CEO to kindly take the chair for Agenda Item No. 2.

Over to you chairman sir.

**Mr. Chintan Ajaykumar Shah**

Dear Shareholders, as decided by the directors present at the AGM, I will now preside over the proceedings for Agenda Item No. 2.

The Company Secretary will now proceed with the agenda items.

**Ms. Reetika Mahendra**

Thank you, Sir.

I shall now take up Agenda Item No. 2, as set forth in the Notice of this AGM.

**ITEM NO. 2** TO APPOINT MR. ANUBHAV AGARWAL (DIN: 02809290) WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AS DIRECTOR LIABLE TO RETIRE BY ROTATION.

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

Since Mr. Anubhav Agarwal is an interested director in this matter. Therefore, he shall abstain from voting on this resolution.

Accordingly, all other eligible members are requested to consider adoption of agenda item 2 as Ordinary Resolution.

With the conclusion of Agenda Items No. 2, I would like to sincerely thank to Mr. Chintan Ajay Kumar Shah for presiding over the meeting during these agenda items.

I now invite Mr. Anubhav Agarwal to kindly resume the Chair for the remaining agenda item of the AGM.

**Mr. Anubhav Agarwal**

Thank you, Company Secretary

I now resume the Chair, the Company Secretary shall proceed with the remaining agenda item.

Over to you Company Secretary.

**Ms. Reetika Mahendra**

Thank you Sir,

I shall now take up Agenda Item No. 3, as set forth in the Notice of this AGM.

**ITEM NO. 3 TO CONSIDER AND APPROVE THE APPOINTMENT OF SECRETARIAL AUDITOR FOR THE FINANCIAL YEAR 2025-26 TO 2029-30**

**Members are requested to consider adoption of agenda item 3 as Ordinary Resolution.**

The information and explanations pertaining to these agenda items are provided in the Notice and the Explanatory Statement of the AGM.

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 Bigshare Services Private Limited ("Bigshare") on all items mentioned in the notice of Annual General Meeting.

The remote e-voting period started from September 26, 2025 at 9:00 AM and ended on September 28, 2025 at 5:00 PM

Further, those shareholders who have not casted their votes yet and are participating in this meeting may cast their votes during the meeting through the e-voting system provided by Bigshare.

Before we begin the live Question-and-Answer session, I would like to share a few guidelines for your convenience:

When your name is called, kindly begin by stating:

a) Your Folio No., and

b) The location from where you are attending this meeting.  
You may then proceed to ask your question.

Shareholder will be given 2 minutes to speak. We request:

- Please limit yourself to one question at a time.
- Kindly avoid repetition of questions that have already been asked.

All questions will be responded to collectively at the end of the session.

Now, I invite the speaker shareholder.

I request the moderator to please unmute and allow the respective speaker to ask their question.

I now request speaker shareholder Mr. PRAVEEN KUMAR to speak:

**Mr. Praveen Kumar**  
**(Speaker Shareholder)**

*Respected chairperson, I am glad to see that you are joining this meeting from Dubai. This shows your proactive engagement in the affairs of the Company. Mr. Chairperson you are devoted & dedicated to the sustainable roadmap for then individual shareholders like us. I requested hardcopy of Annual Report and I received on time. Under your leadership our company is going ahead and spreading its wings and we will conquer the future under your leadership sir. Best wishes to company & entire management team. I support all the resolutions as put forth in the Notice of 34<sup>th</sup> AGM.*

**Ms. Reetika Mahendra**

Since there is no other request for speaker shareholder, so I would like to request Chairman Sir to address the shareholders.

Over to you Chairman Sir.

**Mr. Anubhav Agarwal**

Thank you, everyone, for your questions, comments, queries, and good wishes received through emails and in person.

We sincerely appreciate your active participation.

We would like to inform you that the queries raised by the speaker shareholders will be duly addressed via email.

If any member has further queries, we request you to kindly write to us at the Company's registered email ID: corporate@bn-holdings.com. The Company will be pleased to respond in due course.

Now, moving forward, I request the Company Secretary to guide us through the e-voting process.

Over to you, Company Secretary.

**Ms. Reetika Mahendra**

Thank you, Sir

Now we will move ahead with the remaining proceedings of this meeting.

The voting is going on Bigshare's platform and will continue for another 15 minutes.

The Board of Directors has appointed M/s Mehta and Mehta through its partner Ms. 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 AGM unblock the vote cast through remote e-voting and vote cast during the AGM. Post this, they will submit the consolidated Scrutinizer Report of total number of vote 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 and on the website of Bigshare. The same shall also be placed on 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 AGM i.e. September 29, 2025 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 authorize any of the Directors and Key Managerial Personnel (KMP) of the Company to declare the results of the voting.

On behalf of the Board of Directors of the Company, I extend my heartfelt thanks to all our shareholders for taking the time to attend this meeting and for their continued support.

I would also like to place on record my sincere appreciation for the management team and the entire staff of BN Agrochem Limited (Formerly BN Holdings Limited) for their dedication and valuable contributions.

**Ms. Reetika Mahendra**

Thank you once again. Stay safe and take care.

Thank you, everyone, for attending the 34th Annual General Meeting of BN Agrochem Limited (Formerly BN Holdings Limited).

We would like to inform you that the e-voting lines remain open for the members to cast their votes on the agenda items as mentioned in the Notice of the AGM.

The voting will continue to remain open for the next 15 minutes. 15-minute reverse countdown will begin now.

The AGM will be formally concluded upon the completion of the e-voting process.

Thank you once again for your participation.

***Disclaimers:***

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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.*