

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01st (First) Extra-Ordinary General Meeting (EGM) of the members of **BN HOLDINGS LIMITED** (**CIN: L15315MH1991PLC326590**) for the financial year 2025-26 will be held on Monday August 18, 2025 at 01:00 PM through Video Conferencing ("VC")/other audio visual means("OAVM") to transact the following business:

SPECIAL BUSINESS:

1. TO APPROVE APPOINTMENT OF ADDITIONAL DIRECTOR & CEO (EXECUTIVE CATEGORY) MR. CHINTAN AJAYKUMAR SHAH (DIN: 05257050) AS A WHOLE TIME DIRECTOR & CEO OF THE COMPANY

To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with rules made thereunder including any statutory modification(s) or re- enactment(s) thereof for the time being in force), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015('Listing Regulations') as amended from time to time and other applicable provisions and pursuant to receipt of recommendation of Nomination and Remuneration committee (hereinafter referred as 'Committee') and the consent of the Board of Directors (hereinafter referred as 'Board') accorded in Board Meeting held on May 21, 2025 whereby Mr. Chintan Ajaykumar Shah (DIN: 05257050) was appointed as an Additional Director & CEO of the Company in executive category, as per the consent received from him under Section 152(5) of the Act, the consent of the Shareholders be and is hereby accorded to appoint Mr. Chintan Ajaykumar Shah (DIN: 05257050), as Whole-Time Director & CEO of the Company for a period of not exceeding 5 (five) years w.e.f May 21, 2025 upto May 20, 2030 on such terms and conditions as set out in the explanatory statement annexed to the notice with the liberty to Committee/Board to alter and vary the terms and conditions of the said appointment in such manner as may be agreed by and between the Committee/Board and Mr. Chintan Ajaykumar Shah (DIN: 05257050).

RESOLVED FURTHER THAT Mr. Chintan Ajaykumar Shah (DIN: 05257050), in the capacity of Whole-Time Director, shall be liable to retire by rotation in terms of the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Committee/Board of the Company be and is hereby authorized to finalize other terms of appointment and scope of work as may be in the overall interest of the Company.



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RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Chintan Ajaykumar Shah (DIN: 05257050) as a Whole-time Director of the Company, the remuneration payable to him shall be as approved by the members in accordance prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board/Committee shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

2. TO APPROVE THE APPOINTMENT OF ADDITIONAL DIRECTOR MR. SANDEEP CHAUHAN (DIN: 11137749) (NON-EXECUTIVE CATEGORY) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT, pursuant to provision of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule IV to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 together with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations) as amended from time to time and other applicable provisions and pursuant to receipt of recommendation of Nomination and Remuneration committee (hereinafter referred as 'Committee') and the consent of the Board of Directors (hereinafter referred as 'Board') accorded in Board Meeting held on June 14, 2025 whereby Mr. Sandeep Chauhan (DIN: 11137749) was appointed as an Additional Director of the Company in non-executive category as per the consent received from him under Section 152(5) of the Act and Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act has been received, the consent of the shareholders be and is hereby accorded to appoint Mr. Sandeep Chauhan (DIN: 11137749) as an Independent Director of the Company for a first term of a period of not exceeding 5 (five) years w.e.f June 14, 2025 upto June 13, 2030 on such terms and conditions including remuneration, if any, along with the scope of work in the interest of the company as set out in the explanatory statement annexed to the notice with the liberty to Committee/Board to alter and vary the terms and conditions of the said appointment in such manner as may be agreed by and between the Committee/Board and Mr. Sandeep Chauhan (DIN: 11137749).



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RESOLVED FURTHER THAT Mr. Sandeep Chauhan (DIN: 11137749) in the capacity of Independent Director shall not be liable to retire by rotation in terms of the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Company has received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT the Board/Committee shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

3. TO APPROVE CHANGE IN DESIGNATION OF MR. ANUBHAV AGARWAL (DIN: 02809290), MANAGING DIRECTOR (EXECUTIVE CATEGORY) TO DIRECTOR (NON-EXECUTIVE CATEGORY)

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 ('Act') and other applicable provisions, if any, including any statutory modifications or re-enactments thereof for the time being in force, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals as may be necessary, pursuant to receipt of the recommendation of Nomination and Remuneration Committee (hereinafter referred as 'Committee') and the consent of the Board of Directors (hereinafter referred as 'Board') accorded in Board Meeting held on May 21, 2025 and the reasons stated in the explanatory statement, consent of members of the Company be and is hereby accorded to for the change in designation of Mr. Anubhav Agarwal (DIN:02809290) from Managing Director (Executive Category) to Director (Non-Executive Category) of the Company, with effect from closure of business hours on May 21, 2025 for a term of 5(five) years upto May 20, 2030 and he shall henceforth act in a non-executive capacity and is liable to retire by rotation

RESOLVED FURTHER THAT in view of the change in designation, Mr. Anubhav Agarwal, shall cease to draw any remuneration from the Company with effect from the May 21, 2025 and shall henceforth not be paid any remuneration under Section 197 of the Companies Act, 2013, except for the payment of sitting fees and reimbursement of expenses for attending meetings of the Board or Committees thereof, as may be approved by the Board from time to time.



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RESOLVED FURTHER THAT the Board/Committee of the Company be and is hereby authorized to finalize other terms of appointment and scope of work as may be in the overall interest of the Company.

RESOLVED FURTHER THAT the Board/Committee shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

4. TO APPROVE RELATED PARTY TRANSACTION PROPOSED TO BE UNDERTAKEN BY SUBSIDIARIES WHERE THE LISTED ENTITY IS NOT A PARTY AND VALUE OF SUCH TRANSACTION EXCEEDS THE PRESCRIBED THRESHOLD UNDERTAKEN BY SUBSIDIARY

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 23(2)(c) and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the Articles of Association of the Company read with the provisions of the Companies Act, 2013('Act') and applicable rules, the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and pursuant to the prior approval accorded by Audit Committee ('Committee') in its meeting held on June 14, 2025, and by the Board of Directors ('Board') in the Board Meeting held on July 23, 2025, the consent of the Members be and is hereby accorded to approve the material Related Party Transactions (RPTs) as set out in explanatory statement annexed to the notice and proposed to be undertaken by the subsidiaries of the BN Holdings Limited ('Company'), where the Company itself is not a party, but the aggregate value of such RPTs may exceeds the threshold prescribed under Listing Regulations on such terms and conditions as may be approved by the Committee/Board provided that the said contract(s)/ arrangement(s)/agreement(s)/transaction(s) shall be carried out in the ordinary course of business and at an arm's length basis and each such proposed transaction shall be for a tenure of not exceeding 3 years from the date of receipt of first amount under such transaction.





RESOLVED FURTHER THAT the Board/ Committee be authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board/ Committee in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects

By Order of the Board For BN Holdings Limited

Sd/-

Reetika Mahendra Company Secretary & Compliance Officer

[M.No. ACS48493]

Date: July 23, 2025 Place: Mumbai





EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT. 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 1:

The Board of Directors had appointed Mr. Chintan Ajaykumar Shah as Additional Director & CEO under the executive category of the Company in accordance with Section 161 of the Companies Act, 2013, with effect from May 21, 2025 to hold the office till next Annual General Meeting, in the capacity of Whole-Time Director, for a term of 5 years subject to the approval of shareholders.

In terms of Clause 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory to obtain the approval of shareholders in the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Thus, the company requires the approval of shareholders for appointment of Mr. Chintan Ajaykumar Shah as Whole-Time Director & CEO of the Company for a term of 5 years as set out in Item No. 1. The material terms of the agreement entered into by the company with Mr. Chintan Ajaykumar Shah, inter-alia as follows:-

- a. Salary- Rs 5,00,000/- (Rupees Five Lakh Only) per month with such revision as may be approved by Board time to time
- b. Commission- Not exceeding 5% net profit in an accounting year as may be decided by the Board from time to time.
- c. Perquisites and Allowances.

In addition to remuneration, Mr. Chintan Ajaykumar Shah shall be entitled to perquisites and allowances like accommodation or House Rent Allowance in lieu thereof, medical reimbursement, children education allowance, leave travel allowance for self and family, club fees, premium for medical insurance. Retirement benefits etc. In accordance with the company's rules in force or as the case may be approved by the Board from time to time provided that aggregate value of such perquisites shall not exceed Rs 5,00,000/- per month. In addition to above, he will also be entitled to the following benefits as may be approved by the Board from time to time:-

- i. Company maintained Car with driver
- ii.Telephone/mobile/Laptop at residence.



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iii.Company's Contribution to Provident Fund and Superannuation Fund iv.Payment of gratuity and retirement benefits.

v.Encashment of Leave

d. The total remuneration excluding perquisites shall not exceed the limits specified in schedule V to the Companies Act, 2013.

The details of Mr. Chintan Ajaykumar Shah as required to be given in terms of Regulation 36 of the Listing Regulations and other applicable provisions of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are as under:

Brief Profile: Mr. Chintan Ajaykumar Shah is a post-graduate and is a seasoned leader with deep roots in the trade and commerce community. His extensive industry experiences spans production, factory operations, procurement, packaging and corporate finance which will make him true asset to the organization.

S.No	Particulars	Detail of Director
•	27 24 21	
1	Name of the Director	Chintan Ajaykumar Shah
2	Age	40 years
3	Qualification	Post- graduate
4	Experience	More than 23 years
5	Terms and Conditions of	As determined by the
	Appointment	Board/Committee from time to time.
6	Details of Remuneration to be	Rs 5,00,000/- (Rupees Five Lakh
	paid, if any	Only) per month with such revision as
		may be approved by Board time to
		time.
	Remuneration Last drawn, if any	
		NIL
7	Date of first Appointment to the	21/05/2025 as Additional Director
	Board	(executive category) &CEO
8	Shareholding in the Company	NIL
9	Shareholding of non-executive	Not Applicable
	directors	
10	Relationship with other	NIL
	Directors/KMPs	



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11	Number of Board Meetings	3 (Three) Meetings attended during the
	attended during the year	year
12	In case of Independent	Not Applicable
	Director justification for choosing	
	the appointee	
13	Directorship/Membership/Chairmans	hip of Committees in Listed Companies
	Name of Domestic Companies in	Name of Committees in which
	which director	member/chairman
	BN Holdings Limited	Audit Committee and Stakeholder
		Relationship Committee

Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for item No. 1 is annexed as Annexure-I.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.1 of the accompanying Notice.

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 except to the extent of their shareholding in the company, if any.

ITEM NO. 2:

The Board of Directors had appointed Mr. Sandeep Chauhan as Additional Director under non-executive category of the Company in accordance with Section 161 of the Companies Act, 2013, with effect from June 14, 2025 to hold the office till next Annual General Meeting, in the capacity of Independent Director, for a term of 5 years subject to the approval of shareholders.

In terms of Clause 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory to obtain the approval of shareholders in the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Thus, the company requires the approval of shareholders for appointment of Mr. Sandeep Chauhan as Independent Director of the Company for a first term of 5 years as set out in Item No. 2.

The details of Mr. Sandeep Chauhan as required to be given in terms of Regulation 36 of the Listing Regulations and other applicable provisions of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are as under:

Brief Profile: Mr. Sandeep Chauhan is a seasoned civil servant and a 1989 batch officer of the Indian Revenue Service (IRS), having served the Income Tax Department with distinction for over 33 years. He superannuated as the Chief Commissioner of Income Tax on 31st May 2023.

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Throughout his distinguished career, Mr. Sandeep Chauhan held various key positions across the country and played pivotal roles in tax administration, enforcement, litigation, and appellate functions. His early assignments included handling assessments and participating in search and seizure operations while serving as Assistant/Deputy Commissioner in Dehradun, Meerut, and Muzaffarnagar. As Joint/Additional Commissioner in locations such as Mathura, Amritsar, Haridwar, and Dehradun, he led Income Tax Ranges, overseeing survey operations, revenue collection, judicial proceedings, and the achievement of budget targets. He also headed the TDS Range in Dehradun, monitoring TDS compliance and collection. Upon promotion to Commissioner of Income Tax, Mr. Sandeep Chauhan served as the Departmental Representative before the Income Tax Appellate Tribunal (ITAT) at the Allahabad and Amritsar benches, defending departmental interests in appellate matters.

He later discharged quasi-judicial responsibilities as an Appellate Commissioner, adjudicating first appeals with due regard to principles of natural justice. In his role as Principal Commissioner of Income Tax in Mumbai, he was entrusted with administrative oversight of multiple Ranges, ensuring compliance, revenue mobilization, and supervision of survey operations. Notably, from September 2020, he played a crucial role in the implementation and supervision of the Faceless Assessment Scheme introduced by the Department, guiding officers through the transition and ensuring timely completion of critical assessments and penalty orders. Elevated to the post of Chief Commissioner of Income Tax in December 2022, he served in Kolkata and continued to lead the faceless assessment charge until his retirement. Known for his integrity, leadership, and team-building skills, Mr. Sandeep Chauhan has consistently demonstrated a strong commitment to the goals of the Income Tax Department.

The Board is of the opinion that his appointment will be in the interest of the Company.

S. No	Particulars	Detail of Director
•		
1	Name of the Director	Mr. Sandeep Chauhan
2	Age	62 years
3	Qualification	Seasoned civil servant and officer of Indian Revenue Services (IRS)
4	Experience	More than 33 years
5	Terms and Conditions of Appointment	As determined by the Board/Committee from time to time.
6	Details of Remuneration to be paid, if any	Independent Director will be paid sitting fees as determined and recommended by Nomination and Remuneration Committee and Board in accordance with the provisions of Companies Act, 2013.
	Remuneration Last drawn, if any	NIL

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7	Date of first Appointment to the Board	14/06/2025 as Additional Director
		(Non- executive category)
8	Shareholding in the Company	NIL
9	Shareholding of non-executive directors	Not applicable
10	Relationship with other Directors/KMPs	NIL
11	Number of Board Meetings attended	1 (One) meeting attended during the
	during the year	year
12	In case of Independent Director	Mr. Sandeep Chauhan brings with
	justification for choosing the appointee	him rich experience and possesses
		the requisite skills, knowledge, and
		integrity expected and required for
		the organization.
13	Directorship/Membership/Chairmanship of C	Committees in Listed Companies
	Name of Domestic Companies in which	Name of Committees in which
	director	member/chairman
	BN Holdings Limited	Audit Committee, Nomination
		and Remuneration Committee and
		Stakeholder Relationship
		Committee

Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for item No. 2 is annexed as Annexure-I.

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

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 except to the extent of their shareholding in the company, if any.

ITEM NO. 3:

The Board of Directors had considered and approved the change of designation of Mr. Anubhav Agarwal, from Managing Director (executive category) to Director (non-executive category) with effect from May 21, 2025 to hold the office till for a term of 5 years subject to the approval of shareholders.

Mr. Anubhav Agarwal, who has been serving as the Managing Director (Executive Director) of the Company, has expressed a desire to step down from executive responsibilities as he intends to explore business opportunities outside India which will entail considerable amount of his time.

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However, he is committed to continue as 'Non-Executive Director' and provide guidance to the Company going forward to achieve its long-term goals. The change in designation is on account of his intent to pursue global business ventures and strategic opportunities outside India, which requires his full-time attention and commitment.

Since there is changes/variations in terms of appointment from the position of Managing Director to Director, it is necessary to obtain the approval of shareholders. Thus, the company requires the approval of shareholders for appointment by way of change in designation of Mr. Anubhav Agarwal from Managing Director to Director of the Company for the term of 5 years as set out in Item No. 3.

The details of Mr. Anubhav Agarwal as required to be given in terms of Regulation 36 of the Listing Regulations and other applicable provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are as under:

Brief Profile: Mr. Anubhav Agarwal is a holding master's degree in the business administration from premier business school. He has played vital role in the development of Residential and Commercial Establishments in Agra. He had passion food and agro processing business. He along with his father setup B.N. AGRITECH LIMITED with a vision to become globally admired integrated agro commodity player. He has driven the company with exceptional business acumen and extraordinary administrative skills to reach its present stage. His forte lies in identifying and capitalizing on opportunities with speed and precision.

S. No	Particulars	Detail of Director
	N 01 B	
1	Name of the Director	Mr. Anubhav Agarwal
2	Age	36 years
3	Qualification	MBA
4	Experience	More than 17 years
5	Terms and Conditions of Appointment	As determined by the Board/Committee from time to time.
6	Details of Remuneration to be paid, if any	The Non-executive director will be paid sitting fees as determined and recommended by Nomination and Remuneration Committee and Board in accordance with the provisions of Companies Act, 2013.
	Remuneration Last drawn, if any	NIL

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7	Date of first Appointment to the Board	30/12/2022 as Additional Director		
		(Executive category)		
8	Shareholding in the Company	5.93%		
9	Shareholding of non-executive directors	5.93% in BN Holdings Limited		
10	Relationship with other Directors/KMPs	NIL		
11	Number of Board Meetings attended	4 (Four) meetings attended during		
	during the year	the year		
12	In case of Independent Director	Not Applicable		
	justification for choosing the appointee			
13	Directorship/Membership/Chairmanship of C	Committees in Listed Companies		
	Name of Domestic Companies in which	Name of Committees in which		
	director	member/chairman		
	BN Holdings Limited	Nomination and Remuneration		
		Committee and Stakeholder		
		Relationship Committee		

Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for item No. 3 is annexed as Annexure-I.

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.3 of the accompanying Notice.

Except Mr. 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 except to the extent of their shareholding in the company, if any.

ITEM NO. 4:

TO APPROVE RELATED PARTY TRANSACTION PROPOSED TO BE UNDERTAKEN BY SUBSIDIARIES WHERE THE LISTED ENTITY IS NOT A PARTY EXCEEDING THE PRESCRIBED THRESHOLD UNDERTAKEN BY SUBSIDIARY

As per Regulation 23(2)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), prior approval of the audit committee is required for Related Party Transactions exceeding 10% (ten per cent) of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

As per Regulation 23(4) of Listing Regulations, all material related party transactions and subsequent material modification as defined by the Audit Committee under sub-regulation (2) of Regulation 23



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shall require prior approval of the shareholders through resolution even for material related party transaction undertaken between the unlisted subsidiaries where listed entity is not party to said transaction.

Approval is required even if the transactions are in the ordinary course of business and at an arm's length basis. Under the Listing Regulations, in addition to the approval and reporting for transactions by the Company with its own Related Party(ies), the scope extends to transactions by a subsidiary(ies) of the Company with its own Related Party(ies) or Related Party(ies) of the Company or Related Party(ies) of any subsidiary(ies) of the Company.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee (including the Independent Directors), after reviewing all necessary information, has granted its approval on July 14, 2025 for entering into the below mentioned Material Related Party Transactions, subject to approval by the Members at the next general meeting.

The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

Considering the quantum of transactions, approval of the Members is sought by way of ordinary resolution for the following Material Related Party Transactions:

Name of Subsid iary	Name of Related Party	Relationshi p with the related party	Nature of transaction	Propose d Transac tion Value (Rupees in Crores)/ Advanc e paid or receipt if any.	Terms & Conditions(Type /nature, material terms and particulars of arrangements)	Rationale/ Justification for proposed RPT
BN Holdin	BN Holdings	Holding Company	1.Transfer of	100	As per mutually agreement	The proposed transactions
gs	Singapore	Company	Resources		between the	help both the
Europe	PTE		(Unsecured	The	parties as being	entities to
Limite	Limited		Loan/	transacti	prevailing law of	meet its
d			Investments	on is in	respected	business
)	propose d nature.	country.	objectives and support
			2.Leasing or acquisition of assets	d nature.	The material terms of the arrangement as	and support
					and when	In continuity
	BN HO	LDINGS LIM	ITED	Thus, no advance	undertaken by the parties will	in operations

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						BUILDING
			3.Sale/purc hase of goods or services	received /paid.	be subject to approval of Audit Committee.	
BN Holdin gs Europe Limite d	BNPB Liberia Corporatio n	Holding Company	1.Transfer of Resources (Unsecured Loan/ Investments) 2.Leasing or acquisition of assets 3.Sale/purc hase of goods or services	The transacti on is in propose d nature. Thus no advance received /paid.	As per mutually agreement between the parties as being prevailing law of respected country The material terms of the arrangement as and when undertaken by the parties will be subject to approval of Audit Committee.	The proposed transactions help both the entities to meet its business objectives and support in continuity in operations
BN Holdin gs Singap ore PTE Limite d	BN Holdings Europe Limited	Subsidiary Company	1.Transfer of Resources (Unsecured Loan/ Investments) 2.Leasing or acquisition of assets 3.Sale/purc hase of goods or services	The transacti on is in propose d nature. Thus no advance received /paid.	As per mutually agreement between the parties as being prevailing law of respected country The material terms of the arrangement as and when undertaken by the parties will be subject to approval of Audit Committee.	The proposed transactions help both the entities to meet its business objectives and support in continuity in operations
BN Holdin gs Singap ore PTE Limite d	BNPB Liberia Corporatio n	Wholly - owned subsidiary of Holding Company i.e. BN Holdings Europe Limited	of Resources (Unsecured Loan/ Investments) 2.Leasing or acquisition of assets 3.Sale/purc hase of goods or services	The transacti on is in propose d nature. Thus no advance received /paid.	As per mutually agreement between the parties as being prevailing law of respected country The material terms of the arrangement as and when undertaken by the parties will be subject to approval of Audit	The proposed transactions help both the entities to meet its business objectives and support in continuity in operations
	BN HC	LDINGS LIM	ITED		Committee.	

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BNPB	BN	Wholly	1.Transfer	100	As per mutually	The proposed
Liberia	Holdings	owned	of		agreement	transactions
Corpor	Europe	subsidiary	Resources		between the	help both the
ation	Limited		(Unsecured		parties as being	entities to
			Loan/		prevailing law of	meet its
			Investments	The	respected country	business
)	transacti		objectives
			2.Leasing or	on is in	The material	and support
			acquisition	propose	terms of the	in continuity
			of assets	d nature.	arrangement as	in operations
			3.Sale/purc	Thus no	and when	-
			hase of	advance	undertaken by the	
			goods or	received	parties will be	
			services	/paid.	subject to	
					approval of Audit	
					Committee.	
BNPB	BN	Subsidiary	1.Transfer	100	As per mutually	The proposed
Liberia	Holdings	of its holding	of		agreement	transactions
Corpor	Singapore	company i.e	Resources		between the	help both the
ation	PTE	BN Holdings	(Unsecured	The	parties as being	entities to
	Limited	Europe	Loan/	transacti	prevailing law of	meet its
		Limited	Investments	on is in	respected country	business
)	propose		objectives
			2.Leasing or	d nature.	The material	and support
			acquisition	Thus no	terms of the	in continuity
			of assets	advance	arrangement as	in operations
			3.Sale/purc	received	and when	
			hase of	/paid.	undertaken by the	
			goods or		parties will be	
			services		subject to	
					approval of Audit Committee.	

As per the process, necessary details for each of the Related Party Transactions as applicable along with the justification will be provided to the Audit Committee in terms of the Company's Policy on Materiality of and Dealing with Related Party Transactions and as required under SEBI Circular(s) as and when the proposed transaction will be undertaken by the parties. Further, a Certificate as required under Listing Regulations confirming that the Related Party Transactions are in the ordinary course of business of the Company and on an arm's length basis will also placed before the Audit Committee.

The Related Party Transactions placed for Members' approval are material in nature and the Board recommend seeking approval from shareholders by way of ordinary resolution.



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The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and are in the best interest of the Company and its Members.

Except Mr. Anubhav Agarwal, Director of the Company, 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 except to the extent of their shareholding in the company, if any

By Order of the Board For BN Holdings Limited

Sd/-

Date: July 23, 2025

Place: Mumbai

Company Secretary & Compliance Officer

[M.No. ACS48493]





Annexure-I

GENERAL INFORMATION

Table A.

_	27	m					
1	Nature of Industry			- '	-	in the companies	
		which deals in manufacturing and trading various kinds of oil, o					
		seeds, solvent extraction, extracted oil cakes, refined oil.					
2	Date and Expected date of						
	Commencement of Commercial					ne company has	
	Production	generated revenue from operations INR 2562.89 Lakhs during the year ended on March 31, 2025					
3	In case of new companies,	Not Applicab		2025			
	expected date of commencement	Not Applicat	one.				
	of activities as per project						
	approved by financial institutions						
4	appearing in the prospectus	D (: 1		(T. 11.)			
4	Financial performance based on	Particulars	Amount in		T = 0.5.5		
	given indicators (Standalone)	Financial	2024-25	2023-24	2022-		
		Year			2023		
		Total	2562.89	708.80	-		
		revenue					
		Profit-	(5963.13)	(312.62)	(36.97)		
		After Tax					
		from					
		continuing					
		operations					
5	Financial performance based on	Particulars	Amount in	(Lakhs)			
	given indicators (Consolidated)	Financial	2024-25	2023-24	2022-		
		Year			2023		
		Total	29940.64	708.80	-		
		revenue					
		Profit-	1975.56	(312.50)	(36.97)		
		After Tax					
		from					
		continuing					
		operations					
6	Foreign investments or	1 -	year 2025-2	6 the comp	any has not	entered into any	
	Collaborators, if any	In financial year 2025-26 the company has not entered into any Foreign Investments or collaborations.					



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Information about Appointee:

Background Details, recognition and awards:- Detail profile is stated in Explanatory Statement of the appointee directors mentioned at Item No. 1, 2 and 3.

Past Remuneration: Mr. Chintan Ajaykumar Shah was appointed as Additional Director & CEO w.e.f May 21, 2025. Except Mr. Chintan Ajaykumar Shah no other director is drawing remuneration being Non-executive directors and Non-executive Independent directors. The proposed remuneration detail subject to approval of shareholders is stated in the Explanatory statement of item No. 1.

Job Profile and suitability: As per the details hereinabove given in explanatory statement of item No. 1, 2 and 3.

Remuneration proposed: Remuneration paid to Mr. Chintan Ajaykumar Shah is given in explanatory statement of item No. 1.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Except Mr. Chintan Ajaykumar Shah no other directors are drawing remuneration being Non-executive directors and Non-executive independent directors. The remuneration payable to the Director has been benchmarked with the remuneration being drawn by similar positions and has been considered by the Nomination and Remuneration Committee of the Company at its Meeting held on May 21, 2025.

Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any: There is no pecuniary relationship of the directors being appoint with managerial personnel.

Other Information:

Reason of Loss or inadequate profits, if any: In financial year 2024-2025, the Company has earned loss in Standalone Financial Results INR (5963.13)/- and in Consolidated Financial results, the company has earned gain of INR 1975.56/-.

Steps taken/proposed to be taken for improvement: The Company is/will take following measures for improvement:

- a) successful restructuring / refinancing of debt allowing adequate flexibility for efficient running of the Business
- b) consistent and continuous focus on technological improvements for new product development and increasing the efficiency
- c) concerted efforts on optimizing and reduction in fixed costs and optimization of net working capital;
- d) Reduction of loss incurred in previous financial years by generating income from business.



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Expected Increase in productivity and profitability in measurable terms: With emerging business and consumer confidence the company expects to improve in the coming financial years, geared with a streamlined organizational design, the company intends to grow its business. The Company expects that with the improvement in market sentiment and increased consumer spending will enable the growth momentum to pick up.

The management continuous to be cautiously optimistic towards external economic growth and expects market demand to become more consistent and robust in the upcoming financial years. Further, various policy decisions taken would act as a growth channel for the Company which would contribute in increased revenues and higher margins.

Disclosures:

All elements of remuneration package such as salary, benefits etc are mentioned in respective resolutions.

By Order of the Board For BN Holdings Limited

Sd/-Reetika Mahendra Company Secretary & Compliance Officer

[M.N0. ACS48493]

Date: July 23, 2025 Place: Mumbai





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 (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 Bigshare Services Private Limited (Bigshare) 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.



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- 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. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of Bigshare (agency for providing the Remote e-Voting facility) i.e. https://ivote.bigshareonline.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.
- 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 BIGSHARE SERVICES PRIVATE LIMITED (agency for providing the Remote e-Voting facility) i.e. https://ivote.bigshareonline.com. as the authorized agency for conducting 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.
- 13. The Board of Directors of the Company has appointed Ms. Nayan Handa (FCS: 11993, CP: 18686), 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 and on the website of Bigshare.
- 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. Monday, August 18, 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 between Thursday, August 14, 2025 at 09:00AM to Friday, August 15, 2025 at 05:00PM.

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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.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i.The voting period begins on Friday, August 15, 2025 at 9:00AM and ends on Sunday August 17,2025 at 5:00PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, August 13,2025 may cast their vote electronically. The e-voting module shall be disabled by Big share for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii.Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv.In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.



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1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.
	 If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.



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Individual Shareholders holding securities in demat mode with **NSDL**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
- 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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. 1800 22 55 33.
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.com or call at 022- 48867000.

2. <u>Login method for e-Voting for shareholder other than individual shareholders</u> holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.



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- Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
- Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
- Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.
- 3. Custodian registration process for i-Vote E-Voting Website:
- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

• If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?



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• Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

• After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
- Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
- Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".

Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

O Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338



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4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/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 AGM/EGM.
- 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 AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

