

BN HOLDINGS LIMITED

(“THE COMPANY”)

[01st (First) Extra-Ordinary General Meeting]

on Monday, August 18, 2025

Management:	
Mr. Anubhav Agarwal	Director
Mr. Chintan Ajaykumar Shah	Additional Director and CEO
Mr. Rakesh Kumar	Independent Director
Ms. Shalu Saraf	Independent Director
Ms. Reetika Mahendra	Company Secretary and Compliance Officer

Ms. Reetika Mahendra

Dear Shareholders.

Good afternoon, Namaste and very warm welcome to all of you at 01st Extra-Ordinary General Meeting of BN Holdings Limited for financial year 2025-26 through Video Conferencing and other audio-visual facility.

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

For the smooth and seamless conduct of this meeting, 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 meeting is conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India. Shareholders may please note that the proceedings of this meeting is being recorded. The Directors present at the meeting have elected Mr. Anubhav Agarwal, Director of the Company, to chair the meeting in accordance with the Secretarial standard 2 of ICSI.

Now I request the Chairman of the Meeting Mr. Anubhav Agarwal to start the meeting.

Over to you Chairman Sir.

Mr. Anubhav Agarwal

Thank You Company Secretary

Dear Shareholders, Good Afternoon.

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

It gives me immense pleasure to welcome you all to the 01st Extra-Ordinary General Meeting of your Company. Hope all of you are safe and in good health.

Pursuant to 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 informations 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 meeting, allow me to introduce the Board of Directors and other key executives of the Company attending this meeting.

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 New Delhi.

Mr. Chintan Ajaykumar Shah, Additional Director & CEO of the Company is attending this meeting from Mumbai.

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 Gurgaon.

Mr. Rakesh Kumar Verma and Mr. Sandeep Chauhan Independent Directors of the Company could not attend the meeting due to unavoidable circumstances.

M/s J S M G & Associates, are the Statutory Auditors of the Company

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

Members may kindly note that the Company has engaged Bigshare Services Private Limited for providing remote e-voting and facility for participation in this EGM 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 Extra-Ordinary General Meeting through Video Conferencing or Other Audio Visual Means for the financial year 2025-26, without the physical presence of the members at the common venue.

Accordingly, this Meeting is being conducted through Video Conferencing or Other Audio-Visual Means, the requirement of physical attendance of Members has been dispensed with.

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

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

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

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

Thank you very much.

Now I request the chairman sir to proceed with the meeting .
Thank You

Mr. Anubhav Agarwal

Dear Shareholders, now with your kind permission as the Notice and the Addendum to the Notice of the 1st Extra-Ordinary General Meeting have already been circulated to all shareholders, I take the same as I read.

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

Company Secretary will now proceed with the agenda items.

Thereafter, we will open the floor for questions by 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 read along with addendum to the notice of 01st Extra-Ordinary General Meeting.

In the Notice and addendum to the notice of Extra-Ordinary General Meeting there are 5 special businesses to transact:

SPECIAL BUSINESS:

ITEM NO. 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

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

ITEM NO. 2 TO APPROVE APPOINTMENT OF ADDITIONAL DIRECTOR MR. SANDEEP CHAUHAN (DIN: 11137749) (NON-EXECUTIVE CATEGORY) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

Now, I would like to inform the members that Agenda Item No. 3 and 4 pertain to the matters in which Mr. Anubhav Agarwal, the Chairman of

this meeting, 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, Mr. Anubhav Agarwal will kindly vacate the Chair and I request Mr. Chintan Ajay Kumar Shah, Additional Director and CEO to kindly take the chair for Agenda Items No. 3 and 4.

Over to you chairman sir.

Mr. Chintan Ajaykumar Shah

Dear Shareholders,

Good Afternoon and very warm welcome to all of you.

I will now preside over the proceedings for Agenda Item No. 3 and 4.

Company Secretary will now proceed with the agenda items.

Ms. Reetika Mahendra

Thank you, Sir.

I shall now take up Agenda Item No. 3, as set forth in the Notice of this Extra-Ordinary General Meeting.

ITEM NO. 3 TO APPROVE CHANGE IN DESIGNATION OF MR. ANUBHAV AGARWAL (DIN: 02809290), MANAGING DIRECTOR (EXECUTIVE CATEGORY) TO DIRECTOR (NON-EXECUTIVE CATEGORY)

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 3 as Ordinary Resolution.

ITEM NO. 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

Mr. Anubhav Agarwal is an interested director with respect to the Related Party Transaction proposed in this agenda item and thus he shall abstain from voting on this resolution also.

Accordingly, all other eligible members are requested to consider adoption of agenda item 4 as Ordinary Resolution.

With the conclusion of Agenda Items No. 3 and 4, I would like to sincerely thank 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 meeting.

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.

Thank you Sir,

I now take up Item No. 5, which has been circulated separately as an Addendum to the original Notice of this meeting.

ITEM NO. 5 APPROVAL OF CHANGE OF NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

Members are requested to consider adoption of agenda item 5 as Special Resolution.

The information and explanations pertaining to these agenda items are provided in the Notice, Addendum to the Notice, and the Explanatory Statement of the Extra-Ordinary General Meeting.

Now moving to the e-voting process, Members may take note that the Company had provided facility to shareholders to cast their votes electronically through remote e-voting platform of Bigshare Services Private Limited ("Bigshare") on all items mentioned in notice and addendum to the notice of Extra-Ordinary General Meeting.

The remote e-voting period started from August 15, 2025, at 9:00 A.M. and ended on August 17, 2025 at 5:00 P.M.

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

When your name is called, please say your

1. Folio No.
2. Place from where you are attending this meeting and then proceed to ask your question.

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

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

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

The speaker shareholder Mr. Bharat Pratapsinh Negandhi , Mr. Dhyaneswar Bhagat and Ms. Lata Bharat Negndhi have collectively expressed their views and said:-

Respected chairman, board of directors, thanks to the Company Secretary for sending me the soft copy Notice of EGM. I have received all the details of the resolutions in the given notice and I support all resolutions.

Next Speaker Shareholder Mr. Praveen Kumar

Good Afternoon to my respected chairperson, esteemed board of directors, company secretary. I appreciate and support the

management and employees of the company. I support the resolutions put forth in the notice.

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

Over to you Chairman Sir.

Mr. Anubhav Agarwal

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

We wish to inform that the queries raised by the speaker shareholders shall be duly addressed over emails. In case of any remaining queries of the members, I would request them to mail at the registered email id of the Company i.e Corporate@bn-holdings.com and the company will be happy to reply to them in due course of time.

Now, moving forward the Company Secretary will guide us through the process of e-voting.

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 Extra- Ordinary General Meeting unblock the vote cast through remote e-voting and vote cast during the Extra- Ordinary General Meeting. 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 Extra- Ordinary General Meeting i.e. August 18, 2025 subject to receipt of requisite number of votes in favor of the resolutions.

Mr. Anubhav Agarwal

Now I request chairman sir to proceed with the meeting.
Thank you

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

I, on behalf of the Board of Directors of the Company, would like to thank all our shareholders for taking the time to attend this meeting.

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

Ms. Reetika Mahendra

Thank you once again.

Thank you everyone for attending this 01st Extra-Ordinary General Meeting of BN Holdings Limited for financial year 2025-26. The voting lines are open for the members for agenda items mentioned in the Notice and addendum to the notice throughout the meeting and will remain open for the next 15 minutes.

15 minutes reverse countdown will start now.

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

Thank You.

Disclaimers:

1) No part of this document may be reproduced or transmitted in any form or by any means without prior written consent of BN Holdings Limited.

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.