

ADDENDUM TO THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING ('EGM') DATED WEDNESDAY, JULY 23, 2025, OF BN HOLDINGS LIMITED ("THE COMPANY") SCHEDULED TO BE HELD ON MONDAY, AUGUST 18, 2025, AT 1:00 P.M. (IST) THROUGH VIDEO CONFERENCING / OTHER AUDIO- VISUAL MEANS

The Company had issued EGM Notice dated Wednesday, July 23, 2025 together with Explanatory Statement in accordance with section 102 of Companies Act 2013 and other applicable provisions of the Companies Act, 2013 (the "Act"), read along with rules made thereunder, circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the Members of the Company on the Special business item in the form of Special/ Ordinary Resolution as proposed therein. The EGM Notice has already been circulated to the Members on Saturday, July 26, 2025, in due compliance with the provisions of the Act, MCA Circulars and Listing Regulations.

The addendum notice of the Extraordinary General Meeting (EGM) shall form an integral part of the Notice of the EGM (as modified pursuant to this Addendum), which has already been circulated to the shareholders of the Company and on and from the date hereof, the Notice of the EGM (as modified pursuant to this Addendum) shall always be read in conjunction with this Addendum. All other contents of the Notice of the EGM dated July 23, 2025 save and except as modified or supplemented by this Addendum, shall remain unchanged.

Accordingly, Item No. 5, as detailed below, is proposed for the approval of the shareholders by way of a Special Resolution.

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

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

"RESOLVED THAT pursuant to Section 4(2),4(4),5,13,14,15 and all the other applicable provisions of the Companies Act,2013 ("The Act") amended till date, read with applicable rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Mumbai, Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, consent of members of the Company be and is hereby accorded for changing the name of the Company from "BN HOLDINGS LIMITED" to "BN AGROCHEM LIMITED" as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs;"



BN HOLDINGS LIMITED

REGD. OFFICE: 217, Adani Inspire-BKC, G Block, BKC Main Road, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051

CIN: L15315MH1991PLC326590

T: +91 22 69123200 | E: contact@bn-holdings.com | W: www.bn-holdings.com



"RESOLVED FURTHER THAT the name clause of the Memorandum of Association (MoA) and Articles of Association (AoA) of the Company substituted by the following clause:

Clause I "The Name of the Company is BN AGROCHEM LIMITED."

"RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Article of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting with the new name of the company i.e. BN AGROCHEM LIMITED

"RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. "BN HOLDINGS LIMITED" be deemed substituted with the new name, i.e. "BN AGROCHEM LIMITED in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing;"

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including but not limited to making necessary filings with the Ministry of Corporate Affairs ("MCA"), such as e-form MGT-14 and e-form INC-24, and to settle any questions, difficulties, or doubts that may arise in this regard; and to obtain such approvals, permissions, or sanctions as may be necessary or desirable, and to take such actions or issue such directions as they may, in their absolute discretion, deem fit and proper in the best interest of the Company."

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. 5

The Board of Directors, at its meeting held on Wednesday, July 23, 2025, decided to change the name of the Company, subject to the approval of the Registrar of Companies, Mumbai, Ministry of Corporate Affairs, Central Government, and consequent alteration of the Memorandum of Association and Articles of Association. Accordingly, the Company applied for the reservation of the new name from "BN HOLDINGS LIMITED" to "BN AGROCHEM LIMITED" and has received a name approval letter from the Registrar of Companies, Ministry of Corporate Affairs, stating no objection to the proposed name change. The Board is of the view that the new name aligns with the Company's evolving business direction and strategy.

Further, in order to give effect to the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of a Special Resolution.



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The members may further note that there is no proposal to change the objects of the Company. The proposed change in name of the Company would not result in change of the legal status, constitution, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the members and stakeholders.

The Company has complied with Regulation 45 of the Listing Regulations, to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same, copy of which is annexed herewith as **Annexure II**.

None of the Directors, Key Managerial Personnel of the Company and/or any of their relatives are in any way concerned or interested in the resolution, except to the extent of shareholding in the company.

The Board recommends the Special Resolution set out in Item No. 5 for the approval of the shareholders.

On and from the date hereof, the EGM Notice dated Wednesday, July 23, 2025 shall always be read in conjunction with this Addendum as uploaded on the website of the Company at www.bn-holdings.com, website of Bigshare (agency for providing the Remote e-Voting facility) https://ivote.bigshareonline.com, and the websites of the Stock Exchanges i.e BSE Limited where the shares of the Company are listed.

All contents, provisions, and statements set forth in the Notice of the Extra-Ordinary General Meeting (EGM) dated July 23, 2025, as amended pursuant to this Addendum, shall remain unaltered and in full force and effect, to the extent not expressly modified, supplemented, or amended by the terms of this Addendum.

By Order of the Board For BN Holdings Limited

Sd/Date: August 01, 2025 Reetika Mahendra
Place: Mumbai Company Secretary & Compliance Officer
[M.No. ACS48493]





Garg Gul & Co.

Chartered Accountants

S-258, LGF, Greater Kailash-1 South Delhi, New Delhi-110048 +91-8218285158 madhurgargca@gmail.com

To,

The Board of Directors
BN Holdings Limited
217, Adani, Inspire-BKC,
Situated G Block BKC Main Road,
Bandra Kurla Complex, Bandra(East),
Mumbai, Maharashtra, India, 400051

Subject: Certification under Regulation 45(3) of SEBI (LODR) Regulations, 2015

Dear Sir,

This is reference to the application of change of name of BN Holdings Limited to BN Agrochem Limited as the Board believes that the new name is closely aligned with its evolving business direction and branding strategy.

On the basis of relevant records and documents produced before us for verification, we, M/s Garg Gul & Co, Chartered Accountant hereby confirm and certify that Company has complied with Regulation 45(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

- a) Time period of at least one year has elapsed from the last name change that was occurred in the year: The Company has not changed its name since at least one year
- b) At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by a new name: Not applicable since there is no change in the activity/project of the Company with the suggested new name. The proposed name is closely aligned with the current business activities of the company.
- c) The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity: Not applicable since there is no change in the activity/ project of the Company.

This certificate is issued at the request of the Company pursuant to the requirement of Regulation 45(3) SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015for onwards submission to the Stock exchange, where the Equity shares of the Company are listed.

For M/s Garg Gul & Co, (Chartered Accountants)

CA Madhur Garg (Partner)

M.No. 401049

UDIN. 25401049 RMM JAJ 6016

Date. 31.07.2025