

The General Manager
 Department of Corporate Services,
 BSE Limited,
 Phiroze Jeejeebhoy Towers,
 Dalal Street,
 Mumbai – 400 001
 Maharashtra, India

Scrip Code: 526125

ISIN: INE00HZ01011

Dear Sir / Madam,

Sub: Application under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") for the proposed Scheme of Amalgamation of A1 Agri Global Limited ("Transferor Company 1"), B.N. Agritech Limited ("Transferor Company 2"), Salasar Balaji Overseas Private Limited ("Transferor Company 3") (collectively referred to as "Transferor Companies") with and into BN Holdings Limited ("Transferee Company" or the "Company") and their respective shareholders ("Scheme")

Compliance report as per Securities and Exchange Board of India's ("SEBI") Master Circular dated June 20, 2023 bearing reference number SEBI/HO/CFD/ POD-(2/P/CIR/2023/93 (including any amendments thereto) ("SEBI Master Circular")

It is hereby certified that the draft Scheme Amalgamation of Transferor Company 1, Transferor Company 2, Transferor Company 3 with and into Transferee Company does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of LODR Regulations and SEBI Master Circular, including the following:

S. No.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes, will be complied with.

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

S. No.	Reference	Particulars	Remarks
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Complied, copy of the valuation report is enclosed as part of this application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied, copy of the certificate issued by the statutory auditors of the Transferee Company confirming that accounting treatment mentioned in the Scheme is in compliance with Section 133 of the Companies Act, 2013 and accounting standards framed thereunder is enclosed as part of this application.
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	<p>The Company will obtain the approval of public shareholders through e-voting in compliance with the applicable provisions of SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/93 dated June 20, 2023 as amended from time to time.</p> <p>Hence the undertaking certified by auditor as required in Para (I)(A)(10)(c) of SEBI Master Circular is not applicable and has not been provided.</p>

Yours faithfully
For BN Holdings Limited



Reetika Mahendra
Company Secretary and Compliance Officer
Membership Number: ACS48493




Chintan Ajaykumar Shah
Additional Director
&CEO
DIN: 05257050

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Certified that the transactions/ accounting treatment provided in the draft Scheme of Amalgamation of Transferor Company 1, Transferor Company 2, Transferor Company 3 with the Transferee Company are in compliance with all the Accounting Standards applicable to a listed entity.

Yours faithfully
For BN Holdings Limited



Manisha
Chief Financial Officer





Chintan Ajaykumar Shah
Additional Director & CEO
DIN: 05257050

Place: Noida
Date: 09.07.2025

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