Mehta & Mehta

COMPANY SECRETARIES

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AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Company Secretary and
Compliance Officer
Extra-ordinary General Meeting of the Equity Shareholders of BN Holdings Limited held on Monday, August 18, 2025
217, Adani, Inspire-BKC, Situated G Block BKC Main Road, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400051

Sub.: Scrutinizer's Report on remote e-voting and e-voting at the 1st (First) Extra-ordinary General Meeting ("EGM") of BN Holdings Limited for the financial year 2025-26 held on Monday, August 18, 2025, at 01:00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

Dear Sir,

I, **Nayan Handa,** Partner, M/s. Mehta & Mehta, Company Secretaries have been appointed by the Board of Directors of **BN Holdings Limited ("the Company")** to act as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting system during the **1st (First) EGM** of the Company held on **Monday, August 18, 2025 at 01:00 P.M.** through VC/OAVM pursuant to Section 108 of Companies Act , 2013 (as amended) (**"Act"**) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**) pursuant to the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 20/2020 dated May 05, 2020, the General Circular No. 02/2021 dated January 13, 2021, the General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated 25 September 2023 and General Circular No. 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and Secretarial Standards on General Meetings ("SS-2') issued by the Institute of Company Secretaries of India in respect of the Resolutions as set out in the Notice convening the 1st EGM, do hereby submit the report as follows:

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1. The Notice of the 1st EGM was sent to the Members on Saturday, July 26,2025 through electronic mode whose email addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') /Depositories in compliance with MCA circulars. The company had issued Addendum to Notice of EGM which was sent to the shareholders on August 01, 2025.

2. The Resolutions were transacted through the process of remote e-voting and through electronic voting system during the EGM. For the purpose of e-voting, the Company engaged the services of Bigshare Services Private Limited.

3. The members of the Company holding shares as on the "cut off" date i.e., Wednesday, August 13, 2025, were entitled to vote on the resolutions stated in the Notice of the 1st EGM and addendum to the notice of EGM

4. The period for remote e-voting commenced on Friday, August 15, 2025 (09.00 A.M. IST) and ended on Sunday, August 17, 2025 (5.00 P.M. IST). The Remote e-voting module was disabled by BigShare for voting thereafter.

5. The facility for e-voting was made available for the Members attending the meeting through VC/OAVM and who did not cast their vote through remote e-voting

6. After the closure of e-voting at the EGM, the report on the voting done at the EGM and votes cast through remote e-voting facility done prior to the EGM were unblocked, in the presence of two witnesses Mr. Shivam Kumar and Ms. Priyanshu Sagar neither of whom are in the employment of the Company and the said report was generated from e-voting website https://ivote.bigshareonline.com

7. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and rules thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting prior to and during the EGM on the resolutions contained in the notice of the 1st EGM read with the addendum to the Notice.

8. My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and e-voting during EGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.

9. The consolidated results of remote e-voting and voting through electronic voting system at the 1st EGM are enclosed as an **Annexure** to this report.

Thanking You,

For Mehta & Mehta
Company Secretaries

MEHTA & MEHTA
DELHI

CS Nayan Handa
Scrutinizer
FCS No: 11993
CP No: 18686
UDIN: F011993G001024730
Place: New Delhi
Date: 18.08.2025

Enclosed: Annexure

We, the undersigned, have witnessed that the votes cast through remote e-voting were unblocked from Bigshare e-voting website https://ivote.bigshareonline.com in our presence on August 18, 2025.

Signature:	Shivam Kumar
Name:	Mr. Shivam Kumar
Address:	Plot No. 177, Pocket 25, Sector 24, Rohini, Delhi - 110085

Signature:	Priyanshu Sagar
Name:	Ms. Priyanshu Sagar
Address:	Plot No. 132, Pocket 11, Sector 24, Rohini, Delhi - 110085

Countersigned by

Reetika Mahendra

Digitally signed by Reetika Mahendra
Date: 2025.08.18 19:37:23 +05'30'

Reetika Mahendra
Company Secretary and Compliance Officer
Membership No. ACS 48493
BN Holdings Limited

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Annexure I

Item No. 1: Special Business

To approve Appointment of Additional Director & CEO (Executive Category) Mr. Chintan AjayKumar Shah (DIN: 05257050) as a Whole Time Director & CEO of the Company.

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	43	5806826	0	0	43	5806826	100.0000
Votes against the resolution	0	0	0	0	0	0	0.0000
Invalid votes/ Abstained	0	0	0	0	0	0	0.0000

The above Special Resolution has been passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution.

Item No. 2: Special Business

To approve the Appointment of Additional Director Mr. Sandeep Chauhan (DIN: 11137749) (Non-executive Category) as an Independent Director of the Company.

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
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Item No. 3: Special Business

To approve change in designation of Mr. Anubhav Agarwal (DIN: 02809290), Managing Director (Executive Category) to Director (Non-executive Category).

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	42	6826	0	0	42	6826	100.0000
Votes against the resolution	0	0	0	0	0	0	0.0000
Invalid votes/ **Abstained**	1	5800000	0	0	1	5800000	0.0000

The above Ordinary Resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 4: Special Business

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.

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
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Item No. 5: Special Business

Approval of change of Name of the Company and consequent Alteration in the Memorandum of Association and Articles of Association of the Company.

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
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Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	**Number of Shares for which votes cast**	**Number of Members who voted**	**Number of Shares for which votes cast**	**Number of Members who voted**	**Number of Shares for which votes cast**	**Percentage of votes to total number of valid votes cast**
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