

# 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  
Annual General Meeting of the Equity  
Shareholders of BN Agrochem Limited  
held on Monday, September 29, 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 34<sup>th</sup> (Thirty-Fourth) Annual General Meeting of the members of BN Agrochem Limited (Formerly BN Holdings Limited) for the financial year 2024-25 held on Monday, September 29, 2025, at 01:30 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**

Dear Madam,

I, **Nayan Handa**, Partner, M/s. Mehta & Mehta, Company Secretaries have been appointed by the Board of Directors of **BN Agrochem 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 **34<sup>th</sup> (Thirty-Fourth) Annual General Meeting** of the Company held on **Monday, September 29, 2025 at 01:30 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. 03/2025 dated September 22, 2025 General Circular No. 09/2024 dated September 19, 2024, 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, SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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 34<sup>th</sup> AGM, do hereby submit the report as follows:

1. The Notice of the 34<sup>th</sup> AGM was sent to the Members on Saturday, September 6, 2025, through electronic mode whose email addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') / Depositories in compliance with MCA circulars.
2. The Resolutions were transacted through the process of remote e-voting and through electronic voting system during the AGM. To 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, September 24, 2025, were entitled to vote on the resolutions stated in the Notice of the 34<sup>th</sup> AGM.
4. The period for remote e-voting commenced on Friday, September 26, 2025 (09.00 A.M. IST) and ended on Sunday, September 28, 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 AGM, the report on the voting done at the AGM and votes cast through remote e-voting facility done prior to the AGM were unblocked, in the presence of two witnesses Mr. Nonit Kumar and Mr. Siddharth Maheshwari 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 AGM on the resolutions contained in the notice of the 34<sup>th</sup> AGM.
8. My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and e-voting during AGM) 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 34<sup>th</sup> AGM are enclosed as an **Annexure** to this report.

Thanking You,

For Mehta & Mehta  
Company Secretaries

CS Nayan Handa  
Scrutinizer

FCS No: 11993

CP No: 18686

UDIN: F011993G001384155

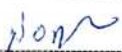
Place: New Delhi

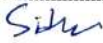
Date: 29.09.2025



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 September 29, 2025.

Signature:	
Name:	Mr. Nonit Kumar
Address:	Plot No. 187, Pocket 17, Sector 24, Rohini, Delhi - 110085

Signature:	
Name:	Mr. Siddharth Maheshwari
Address:	Plot No. 173, Pocket 25, Sector 24, Rohini, Delhi - 110085

Countersigned by

Reetika Mahendra  
Digitally signed  
by Reetika  
Mahendra  
Date: 2025.09.29  
18:50:50 +05'30'

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



**Annexure I****Item No. 1: Ordinary Business**

To receive, consider and adopt the audited Standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and the audited Consolidated financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon

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	5839077	0	0	42	5839077	100.0000
Votes against the resolution	1	1	0	0	1	1	0.0000
Invalid votes/ Abstained	0	0	0	0	0	0	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. 2: Ordinary Business**

To appoint Mr. Anubhav Agarwal (DIN: 02809290) who retires by rotation, and being eligible, offers himself for re-appointment as director liable to retire by rotation

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	41	39077	0	0	41	39077	99.9974
Votes against the resolution	1	1	0	0	1	1	0.0026
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.



<b>Item No. 3: Special Business</b>							
To consider and approve the appointment of Secretarial Auditor for the financial year 2025-26 to 2029-30							
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	5839077	0	0	42	5839077	100.0000
Votes against the resolution	1	1	0	0	1	1	0.0000
Invalid votes/ Abstained	0	0	0	0	0	0	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.							

