

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 Chairman
BN Holdings Limited
(Formerly Known as Arihant Tournesol Limited)
217, Adani, Inspire-BKC, Situated G Block, BKC
Main Road, Bandra Kurla Complex, Bandra East,
Bandra, Mumbai, India, Maharashtra- 400051
CIN: L15315MH1991PLC326590

First (1st) Extra-Ordinary General Meeting ("EGM") For Financial year 2024-25 of the Members of BN Holding Limited held on Tuesday, February 04, 2025, at 11:00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

Dear Sir,

I, CS Nayan Handa Partner, M/s. Mehta & Mehta, Practicing Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of **BN HOLDINGS LIMITED ("Company")** vide board resolution dated 10.01.2025 for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting system during 1st EGM of Financial year 2024-25 of the company held on Tuesday, February 04, 2025 11:00 A.M through VC/OAVM pursuant to Sections 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, Secretarial Standard-2 on General Meetings, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs, vide General Circular No. 14/2020 dated April 8 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 read along with other connected circulars issued from time to time in this regard and issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), on the resolution as mentioned in the Notice of 1ST EGM of FY- 2024-25 dated January 10, 2025 in a fair and transparent manner and do hereby submit the report as under:

1. The Notice dated Friday, January 10, 2025 of the 1ST EGM of Financial year 2024-25 was sent to the Members on Monday, January 13, 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 EGM. For the purpose of e-voting, the Company had engaged the services of National Securities Depository Limited (NSDL).
3. The members of the Company holding shares as on the "cut off" date i.e., Wednesday, January 29, 2025 were entitled to vote on the resolutions stated in the Notice of the 1st EGM of Financial year 2024-25.
4. The period for remote e-voting commenced on Friday, January 31, 2025, at 09.00 A.M (IST) and end on Monday, February 3, 2025 at 05.00 PM (IST). The Remote e-voting module was disabled by NSDL for voting thereafter.
5. The facility for e-voting was made available during EGM 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, Ms. Laxmi Bhardwaj and Mr. Shivam Kumar, neither of whom are in the employment of the Company.
7. The Management of the Company is responsible to ensure 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 of Financial Year 2024-25.
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 of Financial Year 2024-25 are enclosed as an **Annexure** to this report.

Thanking You,

**For Mehta & Mehta
Company Secretaries**

Digitally signed by
NAYAN HANDA
Date: 2025.02.04
17:32:46 +05'30'

**CS Nayan Handa
Scrutinizer**

ACS No: 11993

CP No: 18686

UDIN: F011993F003870397

Place: New Delhi

Date: 04-02-2025



Enclosed: Annexure 1

We, the undersigned, have witnessed that the votes cast through remote e-voting and e-voting during EGM were unblocked from NSDL e-voting website <https://www.evoting.nsdl.com/> in our presence on Tuesday, February 4, 2025 at 12:00 Noon.



Name : **Ms. Laxmi Bhardwaj**
Address : Plot no. 5, Pocket 11,
Sector -24 Rohini, Delhi
Pincode-110085



Name : **Mr. Shivam Kumar**
Address : Plot no.187, Pocket 17,
Sector-24, Rohini, Delhi
Pincode -110085

Countersigned by

**Ashutosh
Sharma**

Digitally signed by
Ashutosh Sharma
Date: 2025.02.04 18:27:02
+05'30'

Name : ASHUTOSH SHARMA
Director
DIN: 09501382
BN HOLDINGS LIMITED



Item No. 1: Special Business**Type of Resolution: Special Resolution****ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY**

Particulars	Remote E-Votes		Voting at EGM		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	59	5,809,442	0	0	59	5,809,442	100.0000
Votes against the resolution	1	1	0	0	1	1	0.0000
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has 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**Type of Resolution: Ordinary resolution****INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION TO THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Particulars	Remote E-Votes		Voting at EGM		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	59	5,809,442	0	0	59	5,809,442	100.0000
Votes against the resolution	1	1	0	0	1	1	0.0000
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has passed since the votes cast in favour of the resolution exceed two times of the votes cast against the resolution.

