

Mehta & Mehta

COMPANY SECRETARIES

187, Second Floor, Pocket-17, Sector-24, Rohini, Near Best Mega Mall, Delhi-110085

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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,

Managing Director

BN Holdings Limited

217, Adani, Inspire-BKC, Situated G Block

BKC Main Road, Bandra Kurla Complex,

Bandra East, Mumbai Maharashtra 400051

CIN: L15315MH1991PLC326590

Thirty-Third (33rd) Annual General Meeting ("AGM") of the Members of BN Holdings Limited (Formerly Known as Arihant Tournesol Limited) held on Monday, September 23, 2024, at 11:00 A.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 **33rd AGM** of the Company held on **Monday, September 23, 2024 at 11:00 A.M.** through VC/OAVM pursuant to Section 108 of Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") Rule 20 of the Companies (Management and Administration) Rules, 2014 read with 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 and General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023, dated 25 May 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 Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 October 07, 2023 (collectively referred to as "SEBI Circulars") 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 33rd AGM, do hereby submit the report as follows:

1. The Notice of the 33rd AGM was sent to the Members on Saturday, August 31, 2024 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. For the purpose of e-voting, the Company 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., Monday, September 16, 2024, were entitled to vote on the resolutions stated in the Notice of the 33rd AGM.
4. The period for remote e-voting commenced on Thursday, September 19, 2024 (10.00 AM IST) and ended on Sunday, September 22, 2024 (5.00 PM IST). The Remote e-voting module was disabled by NSDL 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 Ms. Kusum Naruka and Ms. Pooja Yadav neither of whom are in the employment of the Company and generated from NSDL e-voting website <https://www.evoting.nsdl.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 33rd 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 33rd AGM are enclosed as an **Annexure** to this report.

Thanking You,

For Mehta & Mehta
Company Secretaries

NAYAN
HANDA

Digitally signed by
NAYAN HANDA
Date: 2024.09.24
12:50:29 +05'30'

CS Nayan Handa
Scrutinizer

FCS No: 11993

CP No: 18686

UDIN: F011993F001296826

Place: New Delhi

Date: 24.09.2024

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from NSDL e-voting website <https://www.evoting.nsdl.com/> in our presence on September 23rd, 2024.



Name : Ms. Kusum Naruka
Address: : Plot no. 5,Pocket 11,Sector -24,
Rohini, Delhi-110085



Name : Ms. Pooja Yadav
Address : Plot no.187,Pocket 17,Sector
Delhi- 110085

Countersigned by

ANUBHAV Digitally signed by
AGARWAL ANUBHAV AGARWAL
Date: 2024.09.24
16:41:24 +05'30'

Mr. Anubhav Agarwal
Managing Director
DIN: 02809290
BN Holdings Limited

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, 2024 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, 2024 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	78	5854002	0	0	78	5854002	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 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	77	54002	0	0	77	54002	100.00
Votes against the resolution	0	0	0	0	0	0	0.00
Invalid votes/ Abstained	1	5800000	0	0	1	5800000	0.00

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. 3: Ordinary Business

To approve the appointment of M/s. JSNG & Associates (ICAI Firm Registration No. 025006C)/Chartered Accountants as Statutory Auditors of the Company for the term of five years and fix their

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	78	5854002	0	0	78	5854002	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 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 consider and approve the Alteration of 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
Voted in favour of the resolution	78	5854002	0	0	78	5854002	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. 5: Special Business

To consider and approve the increase in the limits for the loans and investments by the Company in terms of the provisions Section 186 of the Companies Act, 2013.

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	78	5854002	0	0	78	5854002	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 passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution

Item No. 6: Special Business

To approve contract/arrangement for material Related Party Transactions with various related parties

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	77	54002	0	0	77	54002	100.00
Votes against the resolution	0	0	0	0	0	0	0.00
Invalid votes/ Abstained	1	5800000	0	0	1	5800000	0.00

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. 7: Special Business

To approve appointment of Shri Rakesh Kumar (DIN: 08531595) as the 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
Voted in favour of the resolution	78	5854002	0	0	78	5854002	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 passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution

Item No. 8: Special Business

To consider and approve increase in limits under Section 180(1)(a) of the Companies Act, 2013

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	78	5854002	0	0	78	5854002	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 passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution

Item No. 9: Special Business

To consider and approve increase in borrowing limits under Section 180(1)(c) of the Companies Act, 2013

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	78	5854002	0	0	78	5854002	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 passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution

