

BN HOLDINGS LIMITED

(FORMERLY ARIHANT TOURNESOL LIMITED)

CIN No: L15315MH1991PLC326590

REGD. OFFICE: 217, ADANI, INSPIRE-BKC, SITUATED G BLOCK, BKC MAIN ROAD, BANDRA KURLA COMPLEX, BANDRA EAST, MUMBAI, MAHARASHTRA, 400051

CORPORATE ADDRESS: - 1ST FLOOR, B.N. CORPORATE PARK, PLOT NO. 18, NOIDA -135, GAUTAM BUDDHA NAGAR, UTTAR PRADESH-201304.

Ph: 022-69123200; Mb.: +91 9958822310 | W:-www.bn-holdings.com|E:corporate@bn-holdings.com

Date: December 18, 2023

To,
BSE Limited.
Corporate Relation Department,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai - 400001
Maharashtra, IN

Scrip Code: 526125

ISIN: INE00HZ01011

Dear Sir/Madam

Sub: Disclosure of Voting Results of Postal Ballot pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, the Voting Results on the special business transacted through Postal Ballot Notice dated November 9, 2023. In connection to the same please find attached Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, along with the remote e-voting results of the Postal Ballot, pursuant to Regulation 44(3) of the Listing Regulations.

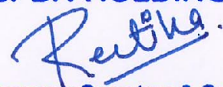
It may please be noted that as per the Report of the Scrutinizer dated December 16, 2023 issued by Mrs. Nayan Handa as Practicing Company Secretary (FCS 11993; CP 18686), of M/s Mehta & Mehta Company Secretaries having their head office at Mumbai the Resolution proposed as per Postal Ballot Notice dated November 9, 2023, stand passed with requisite majority. The Resolution is deemed to have been passed on the last date of the E-voting, i.e., on Saturday, December 16, 2023. The above information is also uploaded on the Company's website.

Kindly take the above information on your records.

Thanking you
Yours faithfully

For BN HOLDINGS LIMITED

For BN HOLDINGS LIMITED


Reetika Mahendra
Company Secretary & Compliance Officer

Company Secretary and Compliance Officer
[M.No. 48493]

Mehita & Mehita

COMPANY SECRETARIES

Plot No. 5, Pocket-5, 2nd Floor, Sector-24 (Infront of Aakash Ganga Apartment), Rohini, Delhi-110085
Tel. : +91 22 28940483 Visit us : www.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Scrutinizer's Report

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and
Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

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

Sub: Scrutinizer's Report on voting through E-voting for Postal Ballot.

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 (Formerly known as Arihant Tournesol Limited ("Company"))** for the purpose of conducting the Postal Ballot through remote e-voting process carried out by the Company as per Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 and 22 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 and the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 and the General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 29, 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India on the resolution as mentioned in the Notice of Postal Ballot dated November 09, 2023, in a fair and transparent manner and do hereby submit the report as under:

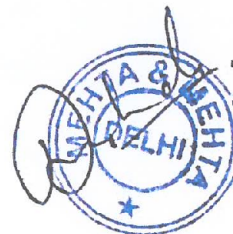
1. The Notice of Postal Ballot ("Notice") was sent to the members of the Company vide e-mail on Thursday, November 16, 2023.

Report on Postal Ballot Voting of BN Holdings Limited

1



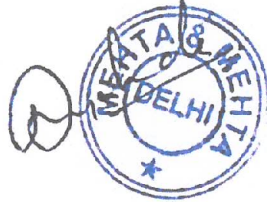
2. The remote e-voting period commenced on Friday, November 17, 2023 (09:00 a.m. IST) and ended on Saturday, December 16, 2023 (05:00 p.m. IST).
3. The remote e-voting facility was provided by **Bigshare Services Private Limited** (“BIGSHARE”).
4. The Notice of Postal Ballot was sent in electronic form only to all the shareholders whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (‘CDSL’) and whose e-mail addresses are registered with the Company/ RTA, Bigshare Services Pvt. Ltd (RTA)/Depository Participant(s).
5. The hard copies of the Notice along with Postal Ballot forms and pre-paid business envelope were not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members took place through the remote e-voting system only.
6. The Members of the Company holding shares as on the “cut off” date i.e., Friday, November 10, 2023, were entitled to vote on the proposed resolution.
7. The register, in accordance with Rule 20(4)(xiv) and Rule 22(10) of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of the list of shares with differential voting rights.



8. The result of the scrutiny of the above postal ballot through remote e-voting in respect of passing of resolution contained in the Notice dated November 09, 2023 are enclosed as an Annexure to this report.

Thanking You,

For Mehta & Mehta
Company Secretaries



CS Nayan Handa
Scrutinizer
ACS No: 11993
CP No: 18686
UDIN: F011993E002962545
Place: New Delhi
Date: December 16, 2023

Countersigned by

A handwritten signature in blue ink, appearing to read 'Anubhav Agarwal', written over a horizontal line.



Mr. Anubhav Agarwal
MD & CEO
DIN: 02809290
BN Holdings Limited
(Formerly known as Arihant Tournesol Limited)

Annexure I

Item No. 1: Ordinary Resolution

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	21	5886614	100.0000
Votes against the resolution	0	0	0.0000
Invalid votes	0	0	0.0000

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

Item No.2: Special Resolution

ISSUANCE OF FOREIGN CURRENCY CONVERTIBLE BONDS OF AN AMOUNT UP TO US\$40,000,000.00 (US\$ FORTY MILLION)

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	21	5886614	100.0000
Votes against the resolution	0	0	0.0000
Invalid votes	0	0	0.0000

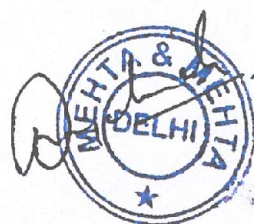
The above resolution has been passed by requisite majority since more than 75 % of the votes were casted in favour of the resolution.

Item No.3: Ordinary Resolution

TO APPROVE APPOINTMENT OF MR. ASHUTOSH SHARMA [DIN: 09501382] AS THE DIRECTOR OF THE COMPANY

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	20	5886604	99.9998
Votes against the resolution	0	0	0.0000
Invalid votes	1	10	0.0002

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



Annexure -A

BN HOLDINGS LIMITED(FORMELY ARIHANT Tournesol Limited)
Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015

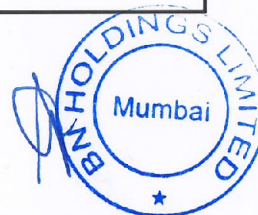
Decalation of Results of Postal Ballot	December 18, 2023
Total Number of Shareholders as on Cut-off Date	772
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable

AGENDA 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

Resolution required(Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda /resolution			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	E-Voting	58,00,000	58,00,000	100.00	58,00,000	0.00	100.00	0.00
	Poll							
	Postal Ballot(if							
	Total		58,00,000	100.00	58,00,000	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll							
	Postal Ballot(if							
	Total		-	-	-	-	-	-
Public -Non Institutions	E-Voting	86,614	86,614	100.00	86,614	0.00	100.00	0.00
	Poll							
	Postal Ballot(if							
	Total		86,614	100.00	86,614	0.00	100.00	0.00

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0



AGENDA 2: ISSUANCE OF FOREIGN CURRENCY CONVERTIBLE BONDS OF AN AMOUNT UP TO US\$40,000,000.00 (US\$ FORTY MILLION)

Resolution required(Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda /resolution			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	E-Voting	58,00,000	58,00,000	100.00	58,00,000	0.00	100.00	0.00
	Poll							
	Postal Ballot(if							
	Total		58,00,000	100.00	58,00,000	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll							
	Postal Ballot(if							
	Total		-	-	-	-	-	-
Public -Non Institutions	E-Voting	86,614	86,614	100.00	86,614	0.00	100.00	0.00
	Poll							
	Postal Ballot(if							
	Total		86,614	100.00	86,614	0.00	100.00	0.00

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0



AGENDA 3: TO APPROVE APPOINTMENT OF MR. ASHUTOSH SHARMA [DIN: 09501382] AS THE DIRECTOR OF THE COMPANY

Resolution required(Ordinary/Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda /resolution		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	E-Voting	58,00,000	58,00,000	100.00	58,00,000	0.00	100.00	0.00
	Poll							
	Postal Ballot(if							
	Total		58,00,000	100.00	58,00,000	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll							
	Postal Ballot(if							
	Total		-	-	-	-	-	
Public -Non Institutions	E-Voting	86,604	86,604	100.00	86,604	0.00	100.00	0.00
	Poll							
	Postal Ballot(if							
	Total		86,604	100.00	86,604	0.00	100.00	0.00
Details of Invalid Votes								
Category		No. of Votes						
Promoter and Promoter Group		0						
Public Institutions		0						
Public Non-Institutions		1						

