

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: November 9, 2023

To,

BSE Limited

Corporate Relation Department,

PhirozeJeejeebhoy Towers,

Dalal Street,

Mumbai - 400001

Maharashtra

Scrip Code: 526125

ISIN: INE00HZ01011

Dear Sir/Madam,

Subject:- Outcome of Board Meeting

Ref: - Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) 2015, as amended (“SEBI Listing Regulations”), this is to inform you that the meeting of the Board of Directors of the company held today i.e. November 9, 2023 through video conferencing and the Board has, inter-alia consider and approved the following decisions:-

1) Raising of Funds and Issue of Foreign Currency Convertible Bonds (FCCBs) under Private Placement Basis

Raising of funds and issuance of securities through FCCB as may be permitted under applicable law for an amount upto USD 40 Million Foreign Currency Convertible Bonds (FCCBs) subject to

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the approval of shareholders. The FCCBs shall be convertible into equity shares of the Company in accordance with the terms of the FCCBs and at the price determined as per the applicable provisions.

The meeting of the Board of Directors of the Company commenced at 12:30 P.M. and concluded at 1:00 P.M.

The disclosure pursuant to Para A of Part A of Schedule III of Regulation 30 of the Listing Regulations is enclosed as Annexure 'A'.

We request you to take the above on record.

Thanking you.

Yours faithfully,

For BN Holdings Limited

Reetika Mahendra

Company Secretary and Compliance Officer

[M.No. 48493]

** The Copy of postal ballot notice will be submitted in due course. You are requested to kindly take the same on record.*

Encl.: As above

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Annexure A

Disclosure pursuant to Para A of Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Issuance of FCCBs

| Sr.No. | Requirement of Disclosure | | Details |
|--------|--|---|--|
| a. | Type of Securities proposed to be issued | : | Foreign Currency Convertible Bonds (FCCBs) |
| b. | Type of Issuance | : | International offering on private placement basis |
| c. | Total number of securities proposed to be issued or the total amount for which the Securities will be issued (approximately) | : | Upto 40.00 FCCBs of US\$ 100,000 each aggregating U.S. \$ 40,00,000.00 |
| d. | Name of the stock exchange(s) where FCCBs are listed (opening-closing status) / proposed to be listed | : | Afrinex exchange Mauritius |
| e. | Proposed no. of equity shares underlying the on conversion of FCCBs | : | As and when redemption request will be submitted by investors which will follow SEBI pricing guidelines for allotments of equity shares. |
| f. | (i) Proposed date of allotment (ii) Tenure / Date of maturity | : | (i) FCCBs will be allotted within 30 days from the Issue Closing Date. |

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|----|---|---|
| | (iii) Coupon offered, if any | (ii) 5 years from the date of the FCCBs being fully paid-up. (iii) 4.5% |
| g. | Issue price of FCCBs (in terms of USD and in INR after considering conversion rate) | : Each FCCB at par value at US\$ 100,000.00 (15 % discount where the value is US\$ 85,000.00) [US\$ 1 = Rs. 83.24] The current prevailing rate of the US\$ was taken on the account in calculation of aggregate price. |