

July 9, 2024

To,
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

Scrip Code: 526125

ISIN: INE00HZ01011

Sub.: Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") by BN Holdings Limited in respect of subscription of securities of its wholly owned subsidiary company BN Holdings Europe Limited

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI Listing Regulations we wish to inform you that, BN Holdings Limited has infused a subscription amount i.e. USD 1.2 Million to its wholly owned subsidiary (WOS) BN Holdings Europe Limited at London, England ("**BN Europe**") on July 4, 2024, to acquire further ordinary shares of BN Europe. This subsidiary is a private company limited by shares.

The details/disclosures in respect of such further acquisition of shares in BN Europe, as required under Regulation 30 of the SEBI Listing Regulations, read with Schedule III thereto and SEBI Circular Nos. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are provided in the enclosed **Annexure-A**.

We request you to take the above information on record and treat the same as compliance under the applicable provisions of the SEBI Listing Regulations.

Thanking You

Yours' Faithfully

For BN HOLDINGS LIMITED

REETIKA MAHENDRA
COMPANY SECRETARY AND COMPLIANCE OFFICER
[M.No. ACS 48493]

BN HOLDINGS LIMITED
(FORMERLY ARIHANT TOURNESOL LIMITED)

REGD. OFFICE: 217, Adani Inspire-BKC, G Block, BKC Main Road, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051

CIN: L15315MH1991PLC326590

T: +91 22 69123200 | **E:** contact@bn-holdings.com | **W:** www.bn-holdings.com

Annexure-I

Required disclosures/details in respect of acquisition of shares of BN Europe by BN Holdings Limited, pursuant to Regulation 30 of SEBI Listing Regulations, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

Sr. No.	Details of events that need to be provided	Information of such event(s)
(a)	Name of the target entity, details in brief such as size, turnover etc.	<p>BN Europe was incorporated under the laws of England and Wales with Company Number being "15496712" and having its registered office at 167-169 Great Portland Street, Fifth Floor, London, England, W1W5PF.</p> <p>The Company holds 100% paid-up share capital of BN Europe.</p> <p>Size/Turnover: NIL (being a newly incorporated company)</p> <p>BN Europe is yet to commence commercial activities.</p>
(b)	whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entities being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	<p>RPT: The transaction pertaining to acquisition of shares by the Company in BN Europe is a transaction between a Holding and Wholly Owned Subsidiary Company which falls within the definition of related party transaction.</p> <p>Interest details: The Promoter, Mr. Anubhav Agarwal, has an interest in BN Europe since he is a common director of the Company and BN Europe.</p> <p>Arm's length: The transaction of acquisition of Shares is being undertaken on an arms' length basis.</p>
(c)	Industry to which the entities being acquired belongs	Manufacturing of other food products n.e.c, Other manufacturing n.e.c., Manufacture of oils and fats, Wholesale of dairy products, eggs and edible oils and fats
(d)	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	Objective of further investment in BN Europe is to make further investment for the purpose of business expansion and efficient management of overseas operations.

(e)	Brief details of any governmental or regulatory approvals required for the acquisition	None
(f)	Indicative time period for completion of the acquisition	Immediate upon allotment
(g)	Consideration - whether cash consideration or share swap or any other form and details of the same	Cash Consideration
(h)	Cost of acquisition and/or the price at which the shares are acquired	Company has paid a sum of USD 12,00,000 (INR 10,02,01,920) for acquiring ordinary shares of USD 1 each. <i>(1 USD = INR 83.5016/- as on date of remittance, that is, 04.07.2024).</i>
(i)	Percentage of shareholding/control acquired and / or number of shares acquired	The Company currently holds 100% shares of BN Europe. The Company shall continue to hold 100% shares of BN Europe.
(j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	WOS London is incorporated as a wholly owned subsidiary of the Company on February 17, 2024, in London for the purpose of overseas expansion of the business of the Company as mentioned above. Since BN Europe is newly incorporated, the history of the last 3 years' turnover is not applicable.
(k)	Reason for delay	The company received the share certificates from its overseas entity on 08/07/2024 at delayed hours.