Date: September 01, 2026

To,
BSE Limited
Corporate Relation Department,
Phiroze Jecjeebhoy Towers,
Dalal Street, Mumbai - 400001.
Maharashtra, India.

Scrip Code: 526125 **ISIN: INE00HZ01011**

Sub.: NOTICE OF 35th ANNUAL GENERAL MEETING & ANNUAL REPORT FOR THE FINANCIAL YEAR 2025-26

Dear Sir / Madam,

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 35th Annual General Meeting (AGM)of the Company to be held on Wednesday, September 23, 2026 at 01:30 P.M. (IST) through Video conferencing("VC")/ Other Audio Visual Means("OVAM"), along with the Annual Report for the financial year 2025-26.

This is in compliance with the applicable provisions of Companies Act, 2013 (Act) and Rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 read with Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA"), along with the Circulars issued by Securities and Exchange Board of India ("SEBI Circulars"), which has permitted to hold the AGM through VC/OVAM, without physical presence of the members at common venue. Notice of AGM have been sent in electronic mode only to the members whose e-mail addresses are registered with the company/Depository Participants. The requirements of sending physical copy of the Notice of 35th Annual General Meeting (AGM) to the Members have been dispensed with vide MCA Circular's and SEBI Circular's. The electronic dispatch of Notice of AGM to the members has been completed on September 01, 2026. The said Notice of AGM is also available on the website of stock exchange i.e. BSE Limited at www.bseindia.com .

Further, in compliance with Regulation 36 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, the web-link, including the exact path, where complete details of the Annual Report are available is also being sent to those member(s) who have not registered their email address either with the Company or with any Depository Participants or Bigshare Services Private Limited (Registrar and Share Transfer Agent).

The Notice of AGM and the Annual Report for the financial year 2025-26 will be hosted on the website of the Company at www.bn-holdings.com under the following links:

Notice of AGM: https://www.bn-holdings.com/public/upload/Agem_report_file/1998868084.pdf

Annual Report: https://www.bn-holdings.com/public/upload/fin_year_file/2009155043.pdf

Please take the same on your record.

Thanking You.
Yours faithfully,
For BN AGROCHEM LIMITED

Reetika Mahendra
Digitally signed by Reetika Mahendra
Date: 2026.09.01 22:53:58 +05'30'

REETIKA MAHENDRA
COMPANY SECRETARY AND COMPLIANCE OFFICER
[M.No. ACS48493]

NOTICE

NOTICE is hereby given that the 35th (Thirty-Fifth) Annual General Meeting ("AGM") of the members of **BN AGROCHEM LIMITED (Formerly BN HOLDINGS LIMITED) (CIN: L15315MH1991PLC326590)** will be held on Wednesday, September 23, 2026 at 1:30 p.m through Video Conferencing ("VC")/other audio-visual means("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone financial statements of the Company for the financial year ended March 31, 2026 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, 2026 and the reports of the Board of Directors and Auditors thereon; and in this regard, to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the audited Standalone financial statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

"RESOLVED THAT the audited Consolidated financial statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Mr. Chintan Ajaykumar Shah (DIN: 05257050), Director of the Company, who retires by rotation, and being eligible, offers himself for re-appointment as director liable to retire by rotation and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Chintan Ajaykumar Shah (DIN: 05257050), Director of the Company who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. To consider and approve Material Related Party Transaction(s) under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) , Schedule XII and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Materiality of Related Party Transactions, and pursuant to the approval and recommendation of the Audit Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company and/or its subsidiaries to enter into, contract(s) / arrangement(s) / transaction(s) (whether individual transaction or series of transactions together) with Related Parties as per the details provided below, notwithstanding that such transaction(s) may exceed the threshold limit of ₹1000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, for the tenure of 3 (three) years, upto the financial limits set forth, provided that the transactions are carried out on an arm's length basis and in the ordinary course of business:

Sr.No.	Name of Related Party	Nature of Transaction	Proposed Value (In INR)
1.	B.N. Agritech Limited	1. Loans and advances (other than trade advances)/ inter-corporate deposits 2. Investments made by the Company by way of acquisition of securities (movable/immovable). 3. Guarantee (including Performance guarantee in the nature of security/contractual commitment) by whatever name called.	Upto INR 100 Crores for each transaction
2.	B.N. Corporate Park Private Limited	1. Loans and advances (other than trade advances)/ inter-corporate deposits 2. Investments made by the Company by way of acquisition of securities (movable/immovable). 3. Guarantee (including Performance guarantee in the nature of security/contractual commitment) by whatever name called.	Upto INR 100 Crores for each transaction
3.	AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)	1. Loans and advances (other than trade advances)/ inter-corporate deposits 2. Investments made by the Company by way of acquisition of securities (movable/immovable). 3. Guarantee (including Performance guarantee in the nature of security/contractual commitment) by whatever name called.	Upto INR 100 Crores for each transaction
4.	Epitome Industries India Limited	1. Loans and advances (other than trade advances)/ intercorporate deposits 2. Investments made by the Company by way of acquisition of securities\ (movable/immovable) 3. Guarantee (including Performance guarantee in the nature of security/contractual commitment) by whatever name called	Upto INR 100 Crores for each transaction

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded for ratification of the related party transactions entered between the Company and above mentioned related parties, during financial year 2026-27 at arm's length basis and in the ordinary course of business, under the existing related party arrangement as detailed in the Explanatory Statement to this Notice and the terms and conditions of the transactions with the related party be and is hereby approved by the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

4. To consider and approve acting as Co-Borrower, Corporate Guarantor and/or providing Security in connection with the Credit Facility availed by B. N. Agritech Limited under Section 185 of the Companies Act, 2013, to consider and, if thought fit, to pass the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 185(2) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the provisions of the Memorandum and Articles of Association of the Company, and subject to such statutory, regulatory and other approvals, permissions, consents and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include any Committee thereof or any person(s) authorised by the Board for the purpose) to act as a Co-Borrower and/or Corporate Guarantor and/or create, provide or extend such security, in such form and manner and on such terms and conditions as the Board may deem fit, in connection with the Purchase Invoice Finance Credit Facility of up to INR 150,000,000 (Rupees Fifteen Crores Only) sanctioned/to be sanctioned by SMFG India Credit Company Limited ("Lender") to B.N. Agritech Limited, being a related party and a person in whom the Directors/Promoters of the Company are interested within the meaning of Section 185 of the Act.

RESOLVED FURTHER THAT the approval of the Members shall be subject to the condition that B.N. Agritech Limited shall utilize the loan amount exclusively for its principal business activities and/or working capital requirements and shall not utilize the same for any capital market, speculative or other prohibited activities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize, execute, modify, delegate and deliver all agreements, deeds, declarations, undertakings, security documents and other writings, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution, including settling any questions, difficulties or doubts that may arise in this regard."

BY ORDER OF THE BOARD

For BN Agrochem Limited

Sd/-

Reetika Mahendra

Company Secretary & Compliance Officer

Place: New Delhi

Date: August 11, 2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 2

The details of Director retiring by rotation and seeking re-appointment at the 35th Annual General Meeting in terms of the provision of the Companies Act, 2013 & Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are as under:

Brief Profile: Mr. Chintan Ajaykumar Shah is a postgraduate and an accomplished business leader with extensive experience across diverse facets of trade and commerce. Over the years, he has developed deep expertise in production management, manufacturing operations, procurement, packaging, and corporate finance. His strategic insight, operational excellence, and sound financial acumen position him as a valuable asset to the Company, contributing significantly to its long-term growth and sustainable value creation.

Sr.No.	Particulars	Details of Director
1	Name of Director	Mr. Chintan Ajaykumar Shah
2	Age	41 years
3	Qualification	Post- graduate
4	Experience	More than 23 years.
5	Terms and Condition of Appointment	As determined by the Board/Committee from time to time.
6	Details of Remuneration to be paid, if any Remuneration Last drawn, if any	As per the terms and conditions defined in Appointment Letter. NIL
7	Date of first Appointment to the Board	21/05/2025 as Additional Director under executive category & CEO.
8	Shareholding in the Company	NIL
9	Shareholding of non-executive directors	Not Applicable
10	Relationship with other Directors/KMPs	NIL
11	Number of Board Meetings attended during the year	6 (Six) meetings attended during the year
12	In case of Independent Director justification for choosing the appointee	Not Applicable
13	Directorship/Membership/Chairmanship of Committees in Listed Companies	
	Name of Domestic Companies in which director	Name of Committees in which member/chairman
	BN Agrochem Limited	**Audit Committee and Stakeholder Relationship Committee**
		Risk Management Committee
	B.N. Agritech Limited	**Nomination and Remuneration Committee, CSR Committee**

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at agenda item No.2 of the accompanying Notice.

Except Mr. Chintan Ajaykumar Shah and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 3

In terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Material Related Party Transactions require prior approval of the Shareholders by way of an Ordinary Resolution. A transaction with a related party is considered material if the value exceeds ₹1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, whichever is lower.

The transactions proposed under Item No.4 exceed the statutory materiality threshold. Accordingly, approval of the Members is being sought.

It is pertinent to note that the Management has provided the Audit Committee, comprising of majority of Independent Directors of the Company, with relevant details of the proposed RPT, including material terms. The Audit Committee, after reviewing all necessary information, has granted a prior approval for entering into the below mentioned RPT, subject to approval by the Members at the ensuing Annual General Meeting. The Audit Committee and Board of Directors have reviewed the proposed transactions and confirmed that they are in the ordinary course of business, conducted on an arm's length basis.

The Audit Committee has reviewed the certificate provided by the Chairman and Managing Director and the Chief Financial Officer (CFO) of the Company, as required under the RPT Industry Standards.

Details of the proposed RPT between the Company and the mentioned related parties under item 3 of the Notice required to be disclosed in the Explanatory Statement pursuant to the above referenced regulatory provisions are reproduced herein as Annexure A for the Members of the Company for their approval.

Name of the Related Party & Relationship:	1. B.N. Agritech Limited 2. B.N. Corporate Park Private Limited 3. AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited) 4. Epitome Industries India Limited
Nature, Material Terms, Monetary Value & Particulars of Contract:	As set out in the detailed table in Section 2 above. Cap limit: FY 2026-27.
Percentage of Listed Entity's Annual Consolidated Turnover:	Transaction 1: ~14.2% of Consolidated Turnover. Transaction 2: ~1.4% of Consolidated Turnover (Brand fee >5% rule).
Justification for why the transaction is in the interest of listed entity	For expansion and growth of business and to improve its financials.

Benchmarking / Pricing Basis	Independent Valuation Report by Registered Valuer / Transfer Pricing Analysis.
Voting Restrictions (SEBI Reg 23(4))	No Related Party shall vote to approve this resolution, whether the entity is a party to the transaction or not.
Interest of Directors / KMP / Relatives	None of the Directors, Key Managerial Personnel, or their relatives are financially interested, save to the extent of their directorships or shareholdings.

The Board of Directors, based on the recommendation of the Audit Committee, requested to accord your approval to the Ordinary Resolution as set out at Item No.3 of the accompanying Notice.

Annexure A

Minimum Information to be Placed Before the Audit Committee for Review and Approval of Related Party Transactions (RPTs) as per RPT Industry Standards.

The following minimum information shall be submitted to the Audit Committee for consideration of all Related Party Transactions to enable an informed assessment and decision-making process

<table>
<tr><th>A (1):</th><th colspan="2">Basic details of the related party</th></tr>
<tr><td rowspan="4">Name of the related party</td><td colspan="2">B.N. Agritech Limited</td></tr>
<tr><td colspan="2">B.N. Corporate Park Private Limited</td></tr>
<tr><td colspan="2">AAG Capital Holdings Private Limited
(Formerly known as Growth Harvest Industries Private Limited)</td></tr>
<tr><td colspan="2">Epitome Industries India Limited</td></tr>
<tr><td>Country of incorporation of the related parties</td><td colspan="2">India</td></tr>
<tr><td rowspan="4">Nature of business of the related party</td><td>B.N. Agritech Limited</td><td>Manufacturing, packaging and trading of edible oils</td></tr>
<tr><td>B.N. Corporate Park Private Limited</td><td>Business of Real estate activities</td></tr>
<tr><td>AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)</td><td>Trading, processing and dealing in agricultural products and allied business including holding of interest who are engaged in such business.</td></tr>
<tr><td>Epitome Industries India Limited</td><td>Deals in edible oil and oleo chemical and allied products</td></tr>
<tr><td colspan="3">A (2): Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>B.N. Agritech Limited</td><td rowspan="4">NIL</td></tr>
<tr><td>B.N. Corporate Park Private Limited</td></tr>
<tr><td>AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)</td></tr>
<tr><td>Epitome Industries India Limited</td></tr>
</table>

Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	B.N. Agritech Limited	NIL
	B.N. Corporate Park Private Limited	
	AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)	
	Epitome Industries India Limited	
Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	B.N. Agritech Limited	NIL
	B.N. Corporate Park Private Limited	
	AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)	
	Epitome Industries India Limited	
A (3): Details of previous transactions with the related party		
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	B.N. Agritech Limited	NIL
	B.N. Corporate Park Private Limited	INR 0.073 Crore
	AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)	NIL
	Epitome Industries India Limited	INR 700 Crore
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	B.N. Agritech Limited	NIL. However, the company has proposed to enter into the transaction amounting to INR 15 Crore as mentioned in Item 4 of this Notice, subject to approval of shareholders.
	B.N. Corporate Park Private Limited	INR 0.0151 Crore
	AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)	Trading, processing and dealing in agricultural products and allied business including holding of interest who are engaged in such business.
	Epitome Industries India Limited	NIL

Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	B.N. Agritech Limited	NIL
	B.N. Corporate Park Private Limited	
	AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)	
	Epitome Industries India Limited	
A (4): Amount of the proposed transaction(s)		
Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	B.N. Agritech Limited	Upto INR 100 Crore for each transaction for each related party.
	B.N. Corporate Park Private Limited	
	AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)	
	Epitome Industries India Limited	
Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	B.N. Agritech Limited	≈11.45%
	B.N. Corporate Park Private Limited	
	AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)	
	Epitome Industries India Limited	
Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	Not Applicable	

Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	B.N. Agritech Limited	≈1.24 %
	B.N. Corporate Park Private Limited	Not available for 2025 - 26
	AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)	Not available for 2025 - 26
	Epitome Industries India Limited	Turnover is nil

Financial performance of the related party for the immediately preceding financial year: *(INR in Lakhs)*

Particulars	B.N. Agritech Limited (FY 2025-26)	B.N. Corporate Park Private Limited (FY 2024-25)	AAG Capital Holdings Private Limited (FY 2024-25)	Epitome Industries India Limited (FY 2025-26)
Turnover	8,08,699.22	451.50	7060.80	0.00
Profit After Tax	11,103.21	(36.42)	18.69	(127.64)
Net worth	66,449.73	9050.79	90.55	40,929.34

A (5):	**Basic details of the proposed transaction**
Specific type of the proposed transaction	1. Loans and advances (other than trade advances)/ inter-corporate deposits 2. Investments made by the Company by way of acquisition of securities (movable/immovable). 3. Guarantee (including Performance guarantee in the nature of security/contractual commitment) by whatever name called.
Details of each type of the proposed transaction	As stated Above
Tenure of the proposed transaction (tenure in number of years or months to be specified)	3 Years
Whether omnibus approval is being sought?	Yes
Value of the proposed transaction for each party during a financial year.	Upto INR 100 Crores for each transaction
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	For growth and expansion of company

Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.

Name of the director / KMP	Mr. Anubhav Agarwal and Mr. Chintan Ajaykumar Shah	
Shareholding of the director / KMP, whether direct or indirect, in the related party	B.N. Agritech Limited	Mr. Anubhav Agarwal - 76.11 % Mr. Chintan Ajaykumar Shah - Nil
	B.N. Corporate Park Private Limited	Mr. Anubhav Agarwal - 99.999 % Mr. Chintan Ajaykumar Shah - 0.001%
	AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)	Mr. Anubhav Agarwal - 99.99 % Mr. Chintan Ajaykumar Shah - Nil
	Epitome Industries India Limited	Mr. Anubhav Agarwal - 81.45 % Mr. Chintan Ajaykumar Shah - 18.54 %
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The valuation report will be adopted in accordance with the transaction and will be placed before Audit Committee at the time of transaction	
Other information relevant for decision making.	All information as stated above	

B(2). Disclosure *only* in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.*	The source of funds shall be internal accruals, available cash resources and/or borrowings, as may be permitted under the transaction documents and approved by management from time to time.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	Not applicable presently. Any indebtedness, if required, shall be raised in accordance with the transaction documents and applicable laws.
	a. Nature of indebtedness	As per the financing agreement/ arrangement approved by the Board and management of the Company
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	Nil
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	As applicable from time to time based on prevailing market conditions and lending arrangements.

S. No.	Particulars of the information	Information provided by the management
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Interest rate, if applicable, shall be at arm's length and in accordance with the terms agreed in the transaction documents and applicable laws/regulations.
5.	Maturity / due date	As specified in the relevant transaction documents to be executed from time to time.
6.	Repayment schedule & terms	Repayment schedule and terms shall be as provided in the transaction documents executed between the parties.
7.	Whether secured or unsecured?	As may be mutually agreed between the parties and specified in the transaction documents.
8.	If secured, the nature of security & security coverage ratio	If security is provided, the nature of security and security coverage ratio shall be as agreed under the transaction documents.
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For the ordinary course of business and general corporate purposes of the recipient/ultimate beneficiary, in accordance with the transaction documents and applicable laws.
B(3). Disclosure *only* in case of transactions relating to investment made by the listed entity or its subsidiary		
S. No.	**Particulars of the information**	**Information provided by the management**
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.*	The source of funds shall be internal accruals, available cash resources and/or borrowings, as may be permitted under the transaction documents and approved by management from time to time.
2.	Where any financial indebtedness is incurred to make investment, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.*	Not applicable presently. Any indebtedness, if required, shall be raised in accordance with the transaction documents and applicable laws.
	a. Nature of indebtedness	As per the financing agreement/ arrangement approved by the Board and management of the Company
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	Nil

S. No.	Particulars of the information	Information provided by the management
3.	Purpose for which funds shall be utilized by the investee company.	The funds proposed to be invested shall be utilized by the investee company for its business operations, working capital requirements, capital expenditure, expansion initiatives, repayment of indebtedness (if any), and other general corporate purposes, in accordance with applicable laws and the approved business plans of the investee company and as per mutual agreement with the parties.
4.	Material terms of the proposed transaction	The proposed transaction shall be undertaken on an arm's length basis and in the ordinary course of business, subject to approval of shareholders and execution of definitive transaction documents. The amount, tenure, pricing, consideration, rights and obligations of the parties, representations and warranties, termination provisions, and other commercial terms shall be as set out in the transaction documents approved by the competent authority and executed from time to time in compliance with applicable laws and regulations.

B(4). Disclosure *only* in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed guarantee/surety/indemnity/comfort letter is intended to facilitate the business operations, financing requirements, working capital requirements, capital expenditure, expansion plans and/or other general corporate purposes of the related party/entity. The transaction is proposed to support the business objectives of the recipient entity and is expected to be in the interest of the Company and its stakeholders.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes, subject to the terms and conditions contained in the definitive transaction documents and applicable laws.
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The material terms, including the amount, tenure, scope of obligation, commission (if any), rights and obligations of the parties, events of default and recovery mechanisms, shall be governed by the definitive transaction documents. The listed entity may receive such commission or consideration as may be agreed between the parties. In the event of invocation, the listed entity shall be entitled to exercise all contractual and legal remedies available for recovery from the beneficiary/principal obligor in accordance with the transaction documents and applicable law.

S. No.	Particulars of the information	Information provided by the management
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate obligation under the proposed guarantee/ surety/ indemnity/ comfort letter shall not exceed the limits approved by the shareholders and/or the Board, as applicable. Any accounting provision required to be made in the books of account shall be recognized in accordance with applicable accounting standards and regulatory requirements based on the facts and circumstances existing at the relevant time.

B(5). Disclosure *only* in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	The material terms of the proposed transaction, including the amount, tenure, pricing, representations and warranties, events of default, repayment obligations, security arrangements (if any), termination provisions and other rights and obligations of the parties, shall be governed by the definitive transaction documents to be executed between the parties.
2.	Interest rate *(in terms of numerical value or base rate and applicable spread)*	The interest rate, if applicable, shall be determined on an arm's length basis having regard to prevailing market conditions and shall be specified in the definitive transaction documents.
3.	Cost of borrowing *Note: This shall include all costs associated with the borrowing*	The overall cost of borrowing, including interest, fees, charges, expenses and other associated costs, shall be determined in accordance with the terms of the definitive transaction documents and prevailing market conditions at the time of execution.
4.	Maturity / due date	The maturity date and due date shall be as specified in the definitive transaction documents executed between the parties.
5.	Repayment schedule & terms	The repayment schedule, including payment dates, instalments (if any) and other repayment terms, shall be governed by the definitive transaction documents.
6.	Whether secured or unsecured	The transaction may be secured or unsecured, as may be agreed between the parties and documented in the definitive transaction documents.
7.	If secured, the nature of security & security coverage ratio	Where security is provided, the nature of security and applicable security coverage ratio shall be specified in the definitive transaction documents and shall comply with applicable laws and regulatory requirements.
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized for business operations, working capital requirements, capital expenditure, refinancing of existing indebtedness, growth initiatives and/or other general corporate purposes of the listed entity/subsidiary in the ordinary course of business.

ITEM NO. 4

B.N. Agritech Limited ("Borrower"), a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and a body corporate falling within the category of "any person in whom any of the Directors of the Company is interested" under Section 185 of the Companies Act, 2013, has approached SMFG India Credit Company Limited ("Lender") for availing a Purchase Invoice Finance Credit Facility aggregating up to INR 15 Crores (Rupees Fifteen Crores Only) for meeting its principal business activities and working capital requirements.

As part of the terms and conditions of the sanction letter issued by the Lender, the Lender has stipulated that BN Agrochem Limited shall join as a Co-Borrower / Corporate Guarantor to secure the repayment obligations under the said credit facility.

Under Section 185(2) of the Companies Act, 2013, a company may give any guarantee or provide any security or act as a co-borrower in connection with any loan taken by any person/entity in whom any of the directors of the company is interested, subject to the passing of a Special Resolution by the members of the Company in a General Meeting and provided that the loan proceeds are utilized by the borrowing company for its principal business activities.

Pursuant to Section 185(2)(a) of the Act and applicable Secretarial Standards, the full particulars of the transaction are detailed below:

1. Name of the Lending Entity: SMFG India Credit Company Limited

2. Name of the Borrower Entity: B.N. Agritech Limited (Related Party)

3. Name of the Co-Borrower / Guarantor: BN Agrochem Limited

4. Amount of Facility: INR 15 Crores (Rupees Fifteen Crores Only)

5. Nature of Financial Obligation: Joint & Several Liability as Co-Borrower / Corporate Guarantor for the facility

6. Purpose and End-Use of Funds: Strictly for the principal business activities and working capital requirements of B.N. Agritech Limited

7. Nature of Interest of Directors/Promoters: Common Promoters / Directors holding equity interest / directorship in B.N. Agritech Limited and BN Agrochem Limited.

The Audit Committee and the Board of Directors of the Company have reviewed the proposal and recommended the passing of this Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their directorships and shareholdings in B.N. Agritech Limited and BN Agrochem Limited.

The Board recommends the Special Resolution set out at Item No. [4] of the Notice for approval by the Members.

BY ORDER OF THE BOARD
For BN Agrochem Limited
Sd/-
Reetika Mahendra
Company Secretary & Compliance Officer

Place: New Delhi
Date: August 11, 2026

NOTES

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), in respect of the Special Business to be transacted at the **35**th Annual General Meeting ("AGM") is annexed hereto.

2. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 03/2025 dated September 22, 2025 read with earlier circulars issued in this regard ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with earlier circulars in this regard issued by the Securities and Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the AGM through VC/OVAM. In terms of the said circulars, the 35th AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the said AGM through VC/ OAVM is given below in the e-voting instructions.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, the facility for appointment of proxy by the members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map of the AGM are not annexed to this notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporates are entitled to appoint authorised representatives to attend this AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Depository Serv for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at corporate@bn-holdings.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the

AGM Notice is also available on the National Security and Depository Limited (NSDL) (agency for providing the remote e-Voting facility) i. e https://www.evoting.nsdl.com.

8. However, pursuant to sections 113 of the Companies Act, 2013 the representatives of the Institutional/Corporate Shareholders (i.e. other than Individuals/HUF, NRI, etc.) may be appointed for the purpose of participation and voting in the AGM. The Institutional / Corporate Shareholders are required to send a scanned copy of their Board or governing body resolution/authorization etc., authorizing its representative to attend this AGM and to vote through VC on its behalf. The said Resolution/Authorization shall be sent to the Company to its designated email address at corporate@bn-holdings.com.

9. In accordance with the Secretarial Standard-2 (SS-2) on general meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of SS-2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the AGM.

10. Members holding shares in dematerialized mode are requested to register / update their email address with the relevant Depository Participant for receiving all communications from the Company through electronically mode.

11. The Company has engaged the services of National Security and Depository Limited (NSDL) (agency for providing the Remote e-Voting facility) i.e. https://ivote.bigshareonline.com. as the authorized agency for conducting the AGM and providing e-voting facility.

12. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.

13. The Board of Directors of the Company has appointed Ms. Nayan Handa (FCS: 11993, CP: 18686), Practicing Company Secretary from M/s Mehta & Mehta, to act as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.

14. The Scrutinizer, after scrutinizing the votes cast during the meeting and through remote e-voting, will, not later than 48 hours from the conclusion of the Meeting, make a consolidated Scrutinizer's report and submit the same to the Chairman of the AGM. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company i.e. www.bn- holdings.com and on the website of Bigshare.

15. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, September 23, 2026.

16. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their interest from their registered email address mentioning the following information at the designated email address of the Company i.e. corporate@bn-holdings.com September 20, 2026 at 9:00 AM to September 22, 2026 at 5:00 PM. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

a. Name:

b. DP ID:

c. Client Id/Folio No:

d. PAN:

e. Mobile No:

17. In compliance with the MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose e-mail address are registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories. Members may note that the Notice will also be available on the Company's website www.bn-holdings.com.

Relevant documents referred to in accompanying Notice and the explanatory statement, registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to corporate@bn-holdings.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 20, 2026 at 9:00 A.M. (IST) and ends on Tuesday, September 22, 2026 at 5:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) September 18, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 18, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

"Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nayan@mehta-mehta.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 **(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER :

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1.Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush

1.Members are encouraged to join the Meeting through Laptops for better experience.

2.Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

3.Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

4.Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their interest from their registered email address mentioning the following information at the designated email address of the Company i.e. corporate@bn-holdings.com:

a) Name: b) DP ID: c) Client ld/Folio No: d) PAN: e) Mobile No: Please note that the shareholders/Members who have registered themselves as speaker will only be allow to express their views/ ask questions during the AGM.