Scrutinizer's Report

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

To,
Whole-Time Director & CEO
BN Agrochem Limited
217, Adani, Inspire-BKC, Situated G Block BKC Main Road,
Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra 400051

Sub.: Scrutinizer's Report on remote e-voting and e-voting at the 35th (Thirty-Fifth) Annual General Meeting of the members of BN Agrochem Limited (Formerly BN Holdings Limited) for the financial year 2025-26 held on Wednesday, September 23, 2026, at 01:30 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

Dear Madam,

I, **Nayan Handa,** Partner, M/s. Mehta & Mehta, Company Secretaries have been appointed by the Board of Directors of **BN Agrochem 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 **35th (Thirty-Fifth) Annual General Meeting** of the Company held on **Wednesday, September 23, 2026, at 01:30 P.M.** through VC/OAVM pursuant to Section 108 of the Companies Act, 2013 (as amended) (**"Act"**) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**) pursuant to the General Circular No. 03/2025 dated September 22, 2025, General Circular No. 09/2024 dated September 19, 2024, 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, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated 25 September 2023 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, 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 35th AGM, do hereby submit the report as follows:

1. The Notice of the 35th AGM was sent to the Members on Tuesday, September 1, 2026, through electronic mode whose email addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') /Depositories in compliance with MCA circulars.

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2. The Resolutions were transacted through the process of remote e-voting and through electronic voting system during the AGM. For the purpose of facilitating e-voting, the Company engaged the services of National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility).

3. The members of the Company holding shares as on the "cut off" date, i.e. September 18, 2026, were entitled to vote on the resolutions stated in the Notice of the 35th AGM.

4. The period for remote e-voting commenced on Sunday, September 20, 2026 (09.00 A.M. IST) and ended on Tuesday, September 22, 2026 (5.00 P.M. IST). The Remote e-voting module was disabled by National Securities Depository Limited (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 Mr. Siddharth Maheshwari and Mr. Nikhil Bansal neither of whom are in the employment of the Company and the said report was generated from e-voting website 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 35th 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 35th AGM are enclosed as an **Annexure** to this report.

Thanking You,

For Mehta & Mehta,
Company Secretaries

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CS Nayan Handa
Scrutinizer
Membership No.: 11993
CP No.: 18686
UDIN: F011993H001574312
Place: New Delhi
Date: September 23, 2026

Enclosed: Annexure

We, the undersigned, have witnessed that the votes cast through remote e-voting were unblocked from National Securities Depository Limited (NSDL) e-voting website www.evoting.nsdl.com in our presence on September 23, 2026.

Signature:	Siddharth Maheshwari
Name:	Mr. Siddharth Maheshwari
Address:	Plot No. 187, Pocket 17, Sector 24, Rohini, Delhi - 110085

Signature:	Nikhil Bansal
Name:	Mr. Nikhil Bansal
Address:	Om Sai PG, Barwala Road, Begumpur Extension, Rajiv Nagar, New Delhi, 110086

Countersigned by
For BN Agrochem Limited

CHINTAN AJAYKUMAR SHAH

Digitally signed by CHINTAN AJAYKUMAR SHAH
Date: 2026.09.23 17:40:53 +05'30'

Chintan Ajaykumar Shah
(Whole-Time Director & CEO)
DIN: 05257050

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Annexure

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, 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.

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	29	5809980	1	2	30	5809982	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. 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.

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	29	5809980	0	0	29	5809980	100.0000
Votes against the resolution	0	0	1	2	1	2	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. 3: Special Business

To consider and approve Material Related Party Transaction(s) under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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	29	5809980	1	2	30	5809982	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 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

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	29	5809980	1	2	30	5809982	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 by requisite majority since the votes casted in favour of the resolution are not less than three times the number of the votes casted against the resolution.