

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 24, 2023

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

Scrip Code: 526125

ISIN: INE00HZ01011

Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Ma’am,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we inform you that the members of the company in their meeting held on September 22, 2023 had approve the acquisition of securities of any body corporate in accordance to Section 186 of the Companies Act, 2013. Accordingly in lieu of the Subscription agreement/Term Sheet dated October 9, 2023 with EPITOME INDUSTRIES INDIA LIMITED (CIN: U15549DL2022PLC402614), an unlisted public limited, the company has acquire 40,00,000 (Forty Lakh) Compulsory Convertible Preference Shares in lieu of investment of INR 4,00,00,000 (Indian Rupees Four Crore Only). That the said acquisition of 5% or more of compulsory convertible preference shares of the EPITOME INDUSTRIES INDIA LIMITED is subject to necessary approvals as required by EPITOME INDUSTRIES INDIA LIMITED.

Details which a listed entity needs to disclose for the events as per the circular that are deemed to be material as specified in Para A of Part A of Schedule III of LODR Regulations is annexed as **Annexure –A.**

This is for your information and records.

Thanking You
Yours faithfully
For BN HOLDINGS LIMITED

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

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ANNEXURE A

Details which a listed entity needs to disclose for the events as per the circular that are deemed to be material as specified in Para A of Part A of Schedule III of LODR Regulations

1. Acquisition(s)(including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring:

1.1. Acquisition (including agreement to acquire):

Sr.No	PARTICULARS	DETAIL
a)	Name of the target entity, details in brief such as size, turnover etc.	EPITOME INDUSTRIES INDIA LIMITED (“Investee Company”) , an unlisted company incorporated on August 1, 2022, yet to commence its business Brief Detail- The company has Nil Turnover for the financial year 2022-23 and with an asset size of Rs. 16,35,02,741.51/-
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	Yes, the acquisition will fall under the related party transaction. Target Company have common Promoter and Director i.e. Mr. Anubhav Agarwal. However, the transaction will be at arm’s length basis.
c)	Industry to which the entity being acquired belongs	FMCG sector
d)	Objects and effects 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)	The BN Holdings through investment acquire the shares of EPITOME.
e)	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
f)	Indicative time period for completion of the acquisition;	Within 2 months from the date of payment of consideration.
g)	Nature of consideration -whether cash consideration or share swap and details of the same	Cash
h)	Cost of acquisition and/or the price at which the shares are acquired	Acquisition of Preference Shares of the Target company was done at a price decided between target company and BN Holdings Limited on the basis of Registered Valuer Report, i.e Rs. 10/-.

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i)	Percentage of shareholding / control acquired and / or number of shares acquired	78.26% of proposed shareholding of EPITOME INDUSTRIES INDIA LIMITED (post conversion), by way of acquisition of Compulsory convertible Preference Shares, 40,00,000 Compulsory convertible Preference Shares of EPITOME INDUSTRIES INDIA LIMITED.								
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)	Brief Background-Epitome Industries India Limited was incorporated in INDIA on August 1, 2022 The Target Company is in the FMCG Sector and yet to commence its commercial production. Turnover- <table border="1" data-bbox="948 792 1319 994"><thead><tr><th data-bbox="948 792 1129 875">Financial Year</th><th data-bbox="1129 792 1319 875">Turnover(Rs)</th></tr></thead><tbody><tr><td data-bbox="948 875 1129 913">2020-21</td><td data-bbox="1129 875 1319 913">N.A.</td></tr><tr><td data-bbox="948 913 1129 952">2021-22</td><td data-bbox="1129 913 1319 952">N.A.</td></tr><tr><td data-bbox="948 952 1129 994">2022-23</td><td data-bbox="1129 952 1319 994">NIL</td></tr></tbody></table>	Financial Year	Turnover(Rs)	2020-21	N.A.	2021-22	N.A.	2022-23	NIL
Financial Year	Turnover(Rs)									
2020-21	N.A.									
2021-22	N.A.									
2022-23	NIL									