

S PARDESHI & ASSOCIATES

Company Secretaries

31/413E, Second Floor, Vasant Wadi, Kalbadevi, Mumbai – 400052
Tel. : 91-22-40048551 Mob. 9892452018

[E-mail : santoshpardeshi@gmail.com](mailto:santoshpardeshi@gmail.com) / santoshpardeshipcs@gmail.com

To,

The Chairman,

Arnold Holdings Limited

18, Rabindra sarani, 712, Poddar Court, 7th Floor,
Gate No. 2, Kolkata, West Bengal- 400001.

Dear Sir,

RE: SCRUTINIZER'S REPORTS

I refer to my appointment as Scrutinizer made on 12th August, 2015 by Board of Directors of **Arnold Holdings Limited** for conducting the E Voting and Ballot process for seeking members assent/dissent for various resolutions specified under Notice dated 12th August, 2015 of the Company.

I have carried out the work as Scrutinizer from the close of working hours on 29th September, 2015. In this connection I need to bring to your attention the following aspects:-

1. The Company has appointed Central Depository Services (India) Limited, (CDSL) to provide e- voting facility, whereby member had the option to vote either through e- voting and Voting by Postal Ballot the detailed procedure was notified to the members in the notice dated 12th August, 2015. The E- voting period commenced on September 26th, 2015 from 09.00 AM and concluded on September 28th, 2015 at 05.00 PM.
2. I enclose the Scrutinizer's Report along with the relevant listings.

**For S Pardeshi & Associates,
Company Secretaries**

Santosh Pardeshi

(Proprietor)

F.C.S No. 7727

Certificate of Practice No. 8485

Minutes

29th September, 2015

I, Mr. Santosh Pardeshi Company Secretary in Practice, appointed by the Board of Directors of the Company as Scrutinizer by the Company to conduct E-Voting and Scrutinizer for the purpose of conducting the Ballot Process do hereby report, by way of separate note as follows:-

1. The Company had, on 05th September, 2015 completed the dispatch of the notice to the Members of the Company, whose name appeared on the Register of Member / List of beneficiaries.
2. I have been provided with the adequate computer support at the office of the Company E- Voting was duly entered.
3. The Votes of the member are considered in proportion to their share in the paid-up share capital of the Company.
4. I have downloaded the data of e-voting after the e-voting module was disabled by the Central Depository Services India Limited (CDSL) on 28th September, 2015 at 05.00 PM.
5. In general and for your information, I carried out such scrutiny as I considered necessary on the basis of authorizations and other documents and records.
6. We obtained certain statements from the data entered and on the basis of these Statements/Reports, I have carried out such further checks/verification as I considered necessary.
7. We gave final touches to the documentation, which was the result of the data/information entered into the computers. On the basis of statement generated, I have prepared my report. I enclose a copy of such statements duly signed by me for the purpose of identification.
8. We did not find any defaced or mutilated ballot paper.

**For S Pardeshi & Associates,
Company Secretaries**

**Santosh Pardeshi
(Proprietor)
F.C.S No. 7727
Certificate of Practice No. 8485**

S PARDESHI & ASSOCIATES

Company Secretaries

31/413E, Second Floor, Vasant Wadi, Kalbadevi, Mumbai – 400052

Tel. : 91-22-40048551 Mob. 9892452018

[E-mail : santoshpardeshi@gmail.com](mailto:santoshpardeshi@gmail.com) / santoshpardeshipcs@gmail.com

Report of Scrutinizer

To,

The Chairman,

Arnold Holdings Limited

18, Rabindra sarani, 712, Poddar Court, 7th Floor,
Gate No. 2, Kolkata, West Bengal- 400001.

Dear Sir,

I, Santosh Pardeshi of proprietor of S Pardeshi & Associates, Company Secretaries, Mumbai, appointed as Scrutinizer by the Company to conduct E- Voting and Ballot process for passing of five ordinary resolutions and one special resolution as contained in the notice dated 12th August, 2015, submit our report as under:

A. RESOLUTION NO. 1: ORDINARY RESOLUTION

ADOPT THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2015 AND PROFIT & LOSS ACCOUNT TOGETHER WITH REPORT OF BOARD OF DIRECTOR'S AND AUDITOR'S REPORT.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	48	1031160	15.80
	2. Total E- voting option received.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(b)	Less: Invalid Postal Ballot Forms	Nil	Nil	Nil
(c)	1. Net Valid Postal Ballot Forms (As per Register)	48	1031160	15.80

	2. Net E- voting Options.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(d)	1. Postal Ballot forms with assent for the resolution.	48	1031160	15.80
	2. E-voting Options with assent for the resolution.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(e)	1. Postal Ballot forms with dissent for the Resolution.	Nil	Nil	Nil
	2. E-voting Options with dissent for the Resolution.			
	Total (1+2)	Nil	Nil	Nil
(f)	Postal Ballot forms with not voted for/against the Resolution.	Nil	Nil	Nil

Based on the foregoing, the resolution regarding adoption of Audited Balance sheet as at 31st March, 2015 and profit & Loss Account for the year ended on that date together with the Reports of Board of Director's and Auditor's thereof **shall be deemed to have been passed with the requisite majority.**

B. RESOLUTION NO. 2: ORDINARY RESOLUTION
DECLARATION OF DIVIDEND ON EQUITY SHARES OF THE COMPANY.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	48	1031160	15.80
	2. Total E- voting option received.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(b)	Less: Invalid Postal Ballot Forms	Nil	Nil	Nil
(c)	1. Net Valid Postal Ballot Forms (As per Register)	48	1031160	15.80
	2. Net E- voting Options.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(d)	1. Postal Ballot forms with assent for the resolution.	48	1031160	15.80
	2. E-voting Options with assent for the resolution.	113	5495501	84.20

	Total (1+2)	161	6526661	100
(e)	1. Postal Ballot forms with dissent for the Resolution.	Nil	Nil	Nil
	2. E-voting Options with dissent for the Resolution.			
	Total (1+2)	Nil	Nil	Nil
(f)	Postal Ballot forms with not voted for/against the Resolution.	Nil	Nil	Nil

Based on the foregoing, the resolution regarding Declaration of Dividend on Equity Shares of the Company **shall be deemed to have been passed with the requisite majority.**

C. RESOLUTION NO. 3: ORDINARY RESOLUTION
RE-APPOINTMENT OF MR. PRASENJIT GOSWAMI.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	48	1031160	15.80
	2. Total E- voting option received.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(b)	Less: Invalid Postal Ballot Forms	Nil	Nil	Nil
(c)	1. Net Valid Postal Ballot Forms (As per Register)	48	1031160	15.80
	2.Net E- voting Options.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(d)	1. Postal Ballot forms with assent for the resolution.	48	1031160	15.80
	2.E-voting Options with assent for the resolution.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(e)	1. Postal Ballot forms with dissent for the Resolution.	Nil	Nil	Nil
	2. E-voting Options with dissent for the Resolution.			
	Total (1+2)	Nil	Nil	Nil

(f)	Postal Ballot forms with not voted for/against the Resolution.	Nil	Nil	Nil
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Based on the foregoing, the resolution regarding Re-appointment of Mr. Prasenjit Goswami **shall be deemed to have been passed with the requisite majority.**

D. RESOLUTION NO. 4: ORDINARY RESOLUTION

APPOINT AND FIX THE REMUNERATION OF M/S JAIN PRADEEP & CO. CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	48	1031160	15.80
	2. Total E- voting option received.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(b)	Less: Invalid Postal Ballot Forms	Nil	Nil	Nil
(c)	1. Net Valid Postal Ballot Forms (As per Register)	48	1031160	15.80
	2. Net E- voting Options.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(d)	1. Postal Ballot forms with assent for the resolution.	48	1031160	15.80
	2. E-voting Options with assent for the resolution.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(e)	1. Postal Ballot forms with dissent for the Resolution.	Nil	Nil	Nil
	2. E-voting Options with dissent for the Resolution.			
	Total (1+2)	Nil	Nil	Nil
(f)	Postal Ballot forms with not voted for/against the Resolution.	Nil	Nil	Nil

Based on the foregoing, the Resolution regarding Appointment and Fixation of Remuneration of M/s Jain Pradeep & Co. Chartered Accountant, as Auditors of the Company **shall be deemed to have been passed with the requisite majority.**

E. RESOLUTION NO. 5: ORDINARY RESOLUTION
APPOINTMENT OF MRS. GAZALA KOLSAWALA AS A WHOLE TIME DIRECTOR
OF THE COMPANY.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	48	1031160	15.80
	2. Total E- voting option received.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(b)	Less: Invalid Postal Ballot Forms	Nil	Nil	Nil
(c)	1. Net Valid Postal Ballot Forms (As per Register)	48	1031160	15.80
	2. Net E- voting Options.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(d)	1. Postal Ballot forms with assent for the resolution.	48	1031160	15.80
	2. E-voting Options with assent for the resolution.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(e)	1. Postal Ballot forms with dissent for the Resolution.	Nil	Nil	Nil
	2. E-voting Options with dissent for the Resolution.			
	Total (1+2)	Nil	Nil	Nil
(f)	Postal Ballot forms with not voted for/against the Resolution.	Nil	Nil	Nil

Based on the foregoing, the Resolution regarding Appointment of Mrs. Gazala Kolsawala as a Whole Time Director of the Company **shall be deemed to have been passed with requisite majority.**

**F. RESOLUTION NO. 6: SPECIAL RESOLUTION
ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION OF THE
COMPANY.**

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	48	1031160	15.80
	2. Total E- voting option received.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(b)	Less: Invalid Postal Ballot Forms	Nil	Nil	Nil
(c)	1. Net Valid Postal Ballot Forms (As per Register)	48	1031160	15.80
	2.Net E- voting Options.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(d)	1. Postal Ballot forms with assent for the resolution.	48	1031160	15.80
	2. E-voting Options with assent for the resolution.	113	5495501	84.20
	Total (1+2)	161	6526661	100
(e)	1. Postal Ballot forms with dissent for the Resolution.	Nil	Nil	Nil
	2. E-voting Options with dissent for the Resolution.			
	Total (1+2)	Nil	Nil	Nil
(f)	Postal Ballot forms with not voted for/against the Resolution.	Nil	Nil	Nil

Based on the foregoing, the Resolution regarding Adoption of New Set of Memorandum of Association of the Company **shall be deemed to have been passed with requisite majority.**

**For S Pardeshi & Associates,
Company Secretaries**

**Santosh Pardeshi
(Proprietor)**

F.C.S No. 7727

Certificate of Practice No. 8485