

**NOTICE**

NOTICE is hereby given that the **33<sup>rd</sup> Annual General Meeting** of the Members of **ARNOLD HOLDINGS LIMITED** will be held at the Hotel Monotel, DM 2, Sector V, Salt Lake City, Kolkata:- 700091 on 29<sup>th</sup> September, 2015 at 12.30 P.M to transact the following business:

**Ordinary Business: -**

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> 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 thereon.
- 2) To declare the dividend on Equity Shares of the Company.
- 3) To appoint Mr. Prasenjit Goswami (DIN 03313512), who retires by rotation and being eligible, offer himself for re-appointment.
- 4) To appoint and fix the remuneration of M/s Jain Pradeep& Co. Chartered Accountants (Registration No. 315109E), as Auditors of the Company, who has given notice to the company u/s 141 of the Companies Act, 2013 of its willingness for re-appointment. The auditors shall hold the office from the conclusion of this Annual General meeting to till the conclusion of next Annual General Meeting of the Company at such remuneration shall be fixed by the Board of Directors of the Company.

**Special Business:-**

- 5) To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED that pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Gazala Kolsawala (DIN 07133943) who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Whole Time Director of the Company to hold office for 3 consecutive years for a term up to 28<sup>th</sup> September 2018."

- 6) To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:-

“RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") (including any statutory modifications or re-enactment thereof, for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby

approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, things and take necessary steps, proper or expedient to give effect to this resolution."

**Registered Office:**

18, RabindraSarani, "Poddar Court" 7th Floor,  
Gate No.2, Room No. 712,  
Kolkata, West Bengal,  
India:- 700001.

**CIN: L65993WB1981PLC034406**

**Dated: 12<sup>th</sup> August, 2015**

**By Order of the Board of Directors**

**Mr. Mahendraprasad Mallawat**  
**Whole Time Director**  
**DIN: 00720282**

*Notes:*

*[www.arnoldholdings.in](http://www.arnoldholdings.in)*

**16. VOTING THROUGH ELECTRONIC MEANS**

**I. *In compliance***

as amended by the Companies

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**II.**

**III. *The process and manner for remote e-voting are as under***

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	<i>For Members holding shares in Demat Form and Physical Form</i>

	<ul style="list-style-type: none"><li>•</li><li>•</li></ul>
Bank Account Number (DBD)	<ul style="list-style-type: none"><li>•</li><li>•</li></ul>

*ARNOLD HOLDINGS LIMITED"*

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**ANNEXURE TO THE NOTICE:****STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out the material facts relating to the business under Item No. 5 of the accompanying Notice:

**Item No. 5**

Mrs. Gazala Kolsawala having DIN (07133943) was appointed as an Additional Director by the Board of Director w.e.f.25<sup>th</sup> March, 2015 in accordance with the provisions of Section 161 read with (Appointment and Qualification of Directors) Rules,2014 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Mrs. Gazala Kolsawala on the Board is desirable and would be beneficial to the company and hence recommend aforesaid resolution for adoption.

The board recommends the above resolution for your approval.

Except as provided above, none of the other Directors, Key Managerial Personnel of the Company or their respective Relative is in any way concerned or interested in the said Resolution set out at Item No. 5 of the Notice.

The explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**Item no. 6**



Arnold Holdings Limited was incorporated on December 24, 1981 under the provisions of the Companies Act, 1956.

The existing Memorandum of Association ("MOA") was based on the Companies Act, 1956 and several clauses / regulations in the existing MOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force. Hence, it is considered expedient to amend MOA to some extent which shall be in conformity with the new companies Act, 2013. The proposed new draft MOA is being uploaded on the Company's website for perusal by the shareholders. The draft MOA shall be available for inspection during the meeting and can be inspected by members during the business hours at the registered office of the company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the shareholders.

**Registered Office:**

18, Rabindra Sarani, "Poddar Court" 7th Floor,  
Gate No.2, Room No. 712,  
Kolkata, West Bengal,  
India:- 700001

**CIN: L65993WB1981PLC034406**

**Dated: 12<sup>th</sup> August, 2015**

**By Order of the Board of Directors**

**Mr. Mahendraprasad Mallawat**  
**Whole Time Director**  
**DIN: 00720282**

**ARNOLD HOLDINGS LIMITED**

Registered office: 18, RabindraSarani, "Poddar Court" 7th Floor, Gate No.2, Room No. 712 Kolkata, West Bengal, India:- 700001.

Tel No: 022-22016640

E- mail: [arnoldholding9@gmail.com](mailto:arnoldholding9@gmail.com) Website: [www.arnoldholdings.in](http://www.arnoldholdings.in)

**CIN: L65993WB1981PLC034406**

**ATTENDANCE SLIP**

**(To be handed over at the entrance of the meeting hall)**

**(Annual General Meeting – 29<sup>th</sup> September, 2015)**

I/We hereby record my/our presence at the **Annual General Meeting of “ARNOLD HOLDINGS LIMITED”** held on Tuesday, 29<sup>th</sup> September, 2015 at 12.30 P. M at Hotel Monotel, DM 2, Sector V, Salt Lake City, Kolkata:- 700091.

Full Name of the member (in BLOCK LETTERS): \_\_\_\_\_

Folio No. \_\_\_\_\_, DP ID No. \_\_\_\_\_,

Client ID No. \_\_\_\_\_

Full Name of Proxy (in BLOCK LETTERS): \_\_\_\_\_

Member/ Proxy(s)

Signature: \_\_\_\_\_

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over the entrance. Duplicate slips will not be issued at the venue of the meeting.)



Resolution No.	Resolution	Optional	
		For	Against
<b>Ordinary Business :</b>			
1.	To consider and adopt the audited Financial Statements reports of the Directors' and Auditors' thereon as on 31 <sup>st</sup> March, 2015.		
2.	To declare the dividend on Equity Shares of the Company.		
3.	To appoint Mr. Prasenjit Goswami who retires by rotation and being eligible, offer himself for re-appointment		
4.	Appointment of Auditors.		
<b>Special Business:</b>			
5.	Appointment of Mrs. Gazala Kolsawala as a Whole-Time Director of the Company through Ordinary Resolution.		
6.	Adoption of New Set of Memorandum of Association as per Companies Act, 2013 through Special resolution.		

Signed this-----day of -----, 2015

Signature of Shareholder(s) : -----Signature of Proxy(s)\_\_\_\_\_

Affix Revenue Stamp
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**NOTE:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company not less than 48 hours before the commencement of the meeting.

**ARNOLD HOLDINGS LIMITED**

Registered office: 18, RabindraSarani, "Poddar Court" 7th Floor, Gate No.2, Room No. 712 Kolkata, West Bengal, India:- 700001.

Tel No: 022-22016640

E- mail: [arnoldholding9@gmail.com](mailto:arnoldholding9@gmail.com) Website: [www.arnoldholdings.in](http://www.arnoldholdings.in)

**CIN: L65993WB1981PLC034406**

**(ANNEXURE TO THE NOTICE FOR THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 29<sup>TH</sup> SEPTEMBER, 2015)**

Envelop No.

Name & Registered Address  
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

**Subject: Process and manner for availing E-voting facility:**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Tuesday 29<sup>th</sup> September, 2015 at 12.30 PM at Hotel Monotel, DM 2, Sector V, Salt Lake City, Kolkata:- 700091 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

<b>EVSN</b> (Electronic Voting Sequence Number)	<b>User ID</b>	<b>PAN / Sequence No.</b>
<b>150827046</b>		

The E-voting facility will be available during the following voting period:

<b>Remote e-Voting Start On</b>	<b>Remote e-Voting End On</b>
26.09.2015(9.00 AM)	28.09.2015 (5.00PM)

Please read the instructions mentioned in the Notice of AGM before exercising your vote.

By Order of the Board  
For Arnold Holdings Limited

Mahendraprasad Mallawat  
(Whole Time Director)

Place: Kolkata

Date: 27<sup>th</sup> August, 2015

Encl: AGM Notice/Attendance Slip/Proxy Form/Annual Report