

**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:**

1. *A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting, instead of himself/ herself and the proxy need not be a member of the company.*
2. *The instrument appointing the proxy, duly completed, must be deposited at the company's registered office not less than 48 hours before the commencement of the meeting. A proxy for the AGM is enclosed.*
3. *A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the company carrying voting rights. A member holding more than ten percentage of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.*
4. *Members/ Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.*
5. *The Register and Share Transfer Books will remain closed from 23<sup>rd</sup> September, 2015 to 29<sup>th</sup> September, 2015 (both days inclusive) for the year ended 31<sup>st</sup> March, 2015 and the AGM. The Dividend, if approved in the AGM, shall be paid to the shareholders appearing in the Register of Members/Depositories as on 22<sup>nd</sup> September, 2015.*
6. *Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).*
7. *Members holding shares in the physical form are requested to address all correspondences to the Registrar and Share Transfer Agents, Niche Technologies Pvt. Ltd., D - 511, Bagree Market, 5<sup>th</sup> Floor, 71, B.R. B Basu Road, Kolkata - 700001.*
8. *The company is concerned about the environment and utilizes natural resources in a sustainable way. We therefore request you to register your e - mail ID with your Depository Participant(s) to enable us to send Annual Report and other correspondences via e - mail and hard copies will only be sent to the members who are not available on the e- mail. Members can also refer their folio number / Client ID and send their contact information along with the email ID to the company at [arnoldholding9@gmail.com](mailto:arnoldholding9@gmail.com)*
9. *Members may also note that the notice of the 33rd Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website [www.arnoldholdings.in](http://www.arnoldholdings.in) for their download. Members are also entitled to receive the physical copies of aforesaid documents upon making a request for the same, free of cost. For any communication, the shareholders may also send request to the email ID: [arnoldholding9@gmail.com](mailto:arnoldholding9@gmail.com).*

10. *The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the company or the Registrar and Share Transfer Agents of the Company.*
11. *Non-Resident Indian members are requested to inform RTA, immediately of:*
  - I) *Change in their residential status on return to India for permanent settlement.*
  - II) *Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.*
12. *Members who have not registered their E-Mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.*
13. *In Compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) rules, 2014, the Company is pleased to provide members with facility to exercise their votes by electronic means (E- Voting). Communication containing detailed instructions in this regard is being sent to Members.*
14. *The Company has implemented the 'Green Initiatives' as per circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate affairs (MCA) to enable electronic delivery of notices/documents and annual Reports to Shareholders. The email Addresses indicated in your respective Depository Participant (DP) accounts are being periodically downloaded from NSDL/CDSL will be deemed to be your registered Email Address for serving notices/ documents including those covered under section 136 of the Companies Act, 2013 (Corresponding provisions of Section 219 of Companies Act, 1956). Members may also note that the notice of the 33<sup>rd</sup> AGM and Annual Report for FY 2014-2015, copies of Audited Financial Statements, directors' Report, and Auditors' Report etc. will also be available on the website of the company, [www.arnoldholdings.in](http://www.arnoldholdings.in) for download. Members holding shares in electronic mode are therefore requested to keep their email address updated with the Depository Participant.*
15. *Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made there under companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the company or with the depository. Members holding shares in Demat form are requested to register their e-mail address with their DP. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request. The notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to members whose e-mail ids are registered with the company or Depository Participant unless the members have registered their request for a hard copy of the same. Physical Copy of the Notice of the AGM, Annual Report and Attendance Slip are being sent to those members who have registered their e-mail ids with the company or Depository Participant. Members who have received the notice of*

AGM, Annual Report and Attendance Slip in electronic mode are requested to print Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

## **16. VOTING THROUGH ELECTRONIC MEANS**

- I.** *In compliance with provisions of Section 108 of the Companies Act, 2013 and 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 members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).*
- II.** *The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.*
- III. The process and manner for remote e-voting are as under**
- (i) *The remote e-voting period commences on 26<sup>th</sup> September, 2015(9.00 A.M) and ends on 28<sup>th</sup>September 2015 (5.00 P.M). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup>September, 2015 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.*
- (ii) *The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period*
- (iii) *Click on "Shareholders" tab.*
- (iv) *Now Enter your User ID*
- a. *For CDSL: 16 digits beneficiary ID,*
  - b. *For NSDL: 8 Character DP ID followed by 8 Digits Client ID,*
  - c. *Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.*
- (v) *Next enter the Image Verification as displayed and Click on Login.*
- (vi) *If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.*
- (vii) *If you are a first time user follow the steps given below:*

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction ( iv ).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "**ARNOLD HOLDINGS LIMITED**" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xvii) *If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.*
- (xviii) *Note for Institutional Shareholders*
- *Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.*
  - *A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cslindia.com](mailto:helpdesk.evoting@cslindia.com).*
  - *After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.*
  - *The list of accounts should be mailed to [helpdesk.evoting@cslindia.com](mailto:helpdesk.evoting@cslindia.com) and on approval of the accounts they would be able to cast their vote.*
  - *A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.*
- (xix) *In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cslindia.com](mailto:helpdesk.evoting@cslindia.com)*
17. *Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [www.arnoldholdings.in](http://www.arnoldholdings.in) with copy mark to [spardeshiassociates@gmail.com](mailto:spardeshiassociates@gmail.com) and [helpdesk.evoting@cslindia.com](mailto:helpdesk.evoting@cslindia.com) on or before 29<sup>th</sup> September, 2015 upto 5.00 P.M. without which the vote shall not be treated as valid.*
18. *The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> September, 2015.*
19. *The shareholders shall have one vote per equity share held by them as on the cut-off date of 22<sup>nd</sup> September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.*
20. *Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.*
21. *Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.*
22. *Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 22<sup>nd</sup> September, 2015 are requested to send the written / email communication to the Company at [arnoldholding9@gmail.com](mailto:arnoldholding9@gmail.com) by mentioning their Folio No. / DP ID*

*and Client ID to obtain the Login-ID and Password for e-voting.*

23. *M/s. S Pardeshi & Associates, Practicing Company Secretary (Certificate of Practice Number 8485, Membership No. 7727) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.*

24. *The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.arnoldholdings.in](http://www.arnoldholdings.in) and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. BSE Ltd. and Calcutta Stock Exchange Ltd.*

## **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