

ARNOLD HOLDINGS LIMITED

Registered office: B-208, Ramji House, 30, Jambulwadi, J.S.S. Road,
Mumbai-400002

Tel No: 022-22016640 Fax: 022-22016640

E- mail: arnoldholding9@gmail.com Website: www.arnoldholdings.in

CIN: L65993MH1981PLC282783

(ANNEXURE TO THE NOTICE FOR THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 16TH SEPTEMBER, 2016)

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 regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, 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 at the Annual General Meeting (AGM) to be held on Friday 16th September, 2016 at SHREE BANQUET Hall, 376/378, Goan Institute bldg., J.S. S. Road, Chira Bazar, Mumbai-400002 at 11.30 AM 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:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
160802014		

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

Remote e-Voting Start On	Remote e-Voting End On
13.09.2016 at (9.00 AM IST)	15.09.2016 at (5.00PM IST)

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

By Order of the Board
For Arnold Holdings Limited

Mahendraprasad Mallawat
(Whole Time Director)

Place: Mumbai

Date: 23rd August, 2016

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

NOTICE

NOTICE is hereby given that the **34th Annual General Meeting** of the Members of **ARNOLD HOLDINGS LIMITED** will be held at the SHREE BANQUET Hall, 376/378, Goan Institute bldg., J.S. S. Road, Chira Bazar, Mumbai-400002 on 16th September, 2016 at 11.30 A.M to transact the following business:

Ordinary Business: -

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016 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 appoint Mrs. Gazala Kolsawala (DIN 07133943), who retires by rotation and being eligible, offer herself for re-appointment.
- 3) To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to recommendation made by the Audit Committee of the Board, M/s. Amit Ray & Co. ,Chartered Accountants having registration No. 000483C, Mumbai, be and are hereby appointed as statutory Auditors of the company in place of retiring Statutory Auditors M/s Jain Pradeep & Co. Chartered Accountants (Registration No. 315109E), who shall hold office from the conclusion of 34th Annual General Meeting for a term of consecutive five years till the conclusion 39th Annual general Meeting (subject to ratification of the appointment by the members at the every Annual general Meeting held after this Annual General Meeting) and the Board be and is hereby authorized to fix the remuneration as may be determined by the Audit committee in consultation with the Auditors, in addition to reimbursement of all out of pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

Special Business:-

- 4) **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 196, 197 & 203, and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, approval of the Company be and is hereby accorded for the re-appointment and remuneration of Mr. Mahendraprasad Nathmal Mallawat (DIN: 00720282) as Whole time Director of the Company under the Act for a term of 5 Years with effect from 12th

August, 2016, being liable to retire by rotation. On the following terms and conditions, including remuneration as mentioned herein below:

I. Remuneration:

Salary, Perquisites and other benefits: Rs. 8, 00,000/- P.A.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to determine, abrogate and modify within the overall limit of remuneration as per Sections 196, 197, 203 of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the said act, the rate, terms and conditions of the above mentioned remuneration or any constituent thereof, payable to Mr. Mahendraprasad Nathmal Mallawat (DIN: 00720282) Whole Time Director.

RESOLVED FURHTER THAT during such time as Mr. Mahendraprasad Nathmal Mallawat (DIN: 00720282) holds and continues to hold the office of the Whole Time Director; he shall not be liable to retirement by rotation as a Director.

RESOLVED FURHTER THAT any one of the Directors of the Company be and is hereby authorized to sign and file all necessary Forms, Returns and documents as may be required in connection with the above matter and to take all such actions and do all such things as may be necessary in this regard from time to time.

5. To consider and if thought fit, to pass, with or without modification s, the following resolution as a Special Resolution:

“RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorized in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs.2/- (Rupee two only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and

Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 5 (Five) equity shares for every 1 (One) existing equity shares held by the Members.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank paripassu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in case of Members who hold shares in dematerialized form, the bonus shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository participants.

RESOLVED FURTHER THAT the issue and allotment of the Bonus shares to Non-resident Members, Foreign Institutional investors (FIIs) & other foreign investors, be subject to the approval of the RBI, as may be necessary.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to Mr. Mahendraprasad Mallawat, Whole Time Director of the Company to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.

By Order of the Board of Directors

Registered Office:

B-208, Ramji House, 30, Jambulwadi,
J.S.S. Road, Mumbai- 400002
CIN: L65993MH1981PLC282783

Mr. Mahendraprasad Mallawat
Whole Time Director
DIN: 00720282

Dated: 12th August, 2016

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. Proxies in order to be effective , must be received at its registered Office at B-208, Ramji House, 30, Jambulwadi, J.S.S. Road, Mumbai-400002, not less than 48 hours before the Annual General meeting.
2. 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.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
5. Members/ Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
7. The Register and Share Transfer Books will remain closed from 31st August, 2016 to 6th September, 2016 (both days inclusive) for the year ended 31st March, 2016 and the AGM.
8. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and update of savings bank account details to their respective Depository Participant(s).
9. 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, 5th Floor, 71, B.R. B Basu Road, Kolkata - 700001.
10. 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

11. 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.
12. Members are requested to bring their copies of the Reports and Accounts to the meeting. Members seeking any information and clarification on the Accounts are request to send, in writing, queries to the Company, at least one week before the date of the meeting. Replies will be provided, in respect of such written queries, only at the meeting.
13. In case of Joint Holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. 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.
15. 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.
16. 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 34th AGM and Annual Report for FY 2015-2016, copies of Audited Financial Statements, directors' Report, and Auditors' Report etc. will also be available on the website of the company, www.arnoldholdings.in for download. Members holding shares in electronic mode are therefore requested to keep their email address updated with the Depository Participant.
17. 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.

18. VOTING THROUGH ELECTRONIC MEANS

- I.** In compliance with 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, 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 13th September, 2016 at (9:00 am IST) and ends on 15th September, 2016 at (5:00 pm IST). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 09th September, 2016 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 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 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:

For Members holding shares in Demat Form and Physical Form	
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"> 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. 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.
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)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. 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).

- (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 Company Name i.e. **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 & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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@cdslindia.com.
 - After receiving the login details they have to create a compliance user which 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@cdslindia.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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. 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 to spardeshiassociates@gmail.com and helpdesk.evoting@cdslindia.com on or before 15th September, 2016 upto 5.00 P.M. without which the vote shall not be treated as valid.

20. 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 9th September, 2016. A person who is not a member as on cut-off date should treat this notice for information purpose only.
21. The shareholders shall have one vote per equity share held by them as on the cut-off date of 9th September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
22. 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 9th September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
23. 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.
24. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 9st September, 2016 are requested to send the written / email communication to the Company at arnoldholding9@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
25. 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, which shall countersign the same and declare the result of the voting forthwith.
26. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.arnoldholdings.in and on the website of CDSL. The same will be communicated to the BSE Ltd. and Calcutta Stock Exchange Ltd., where the Company's shares are listed.

By Order of the Board of Directors

Registered Office:

B-208, Ramji House, 30, Jambulwadi,
J.S.S. Road, Mumbai- 400002
CIN: L65993MH1981PLC282783
Dated: 12th August, 2016

Mr. Mahendraprasad Mallawat
Whole Time Director
DIN: 00720282

Explanatory Statement Pursuant To Section 102 of Companies Act, 2013**ITEM NO. 4:**

The members at the 31st Annual General Meeting held on 28th September, 2013 approved the appointment of Mr. Mahendraprasad Mallawat as Whole Time Director of the Company for a period of 3 years with remuneration of Rs 4,20,000 per annum plus perquisites and other benefits for the period of his 3 years.

Taking into account the responsibilities borne by the Whole Time Director and the industry standards, the Board of Directors of the Company at its Meeting held on 12th August, 2016 pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved the re-appointment and remuneration of Mr. Mahendraprasad Mallawat, Whole Time Director under the Companies Act, 2013 for a term of 5 years with effect from 12th August, 2016, being liable to retire by rotation.

Pursuant to the provisions of Section 196, 197, 203 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, including Schedule V to the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the appointment and remuneration payable to the Whole Time Director is now being placed before the members in the 34th Annual General Meeting for their approval by way of an Ordinary Resolution.

The remuneration proposed to be payable to Mr. Mahendraprasad Mallawat by way of salary, allowances, perquisites and benefits is within the limit prescribed under Section 197 of the Companies Act, 2013.

Your Board of Directors recommends Resolution set out at Item No. 4 as Ordinary Resolution for approval of the members.

Apart from Mr. Mahendraprasad Mallawat, Whole Time Director who would be interested in his appointment and remuneration, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financial or otherwise, in this resolution.

Item No. 5

The equity shares of the Company are listed and actively traded on the BSE Limited. The members are aware that the operations and performance of the Company has grown significantly over the past few years, which has generated considerable interest in the Company's equity shares in the Market. The market price of the Company's shares has also increased significantly. In order to improve the liquidity of the

Company's shares in the stock market, the Board of Directors of the Company at their meeting held on August 12, 2016, considered it desirable to recommend issue of Bonus shares in the ratio of 5:1 subject to approval of the shareholders and such other authorities as may be necessary.

The issue of Bonus shares by capitalization of reserves is authorized by the existing Articles of Association of the Company as well as the proposed amended Articles of Association of the Company in conformity with the Companies Act, 2013.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

The Board recommends passing of the resolution set out at Item No. 5 as a Special Resolution.

By Order of the Board of Directors

Registered Office:

B-208, Ramji House, 30, Jambulwadi,

J.S.S. Road, Mumbai- 400002

CIN: L65993MH1981PLC282783

Dated: 12th August, 2016

Mr. Mahendraprasad Mallawat

Whole Time Director

DIN: 00720282

ARNOLD HOLDINGS LIMITED

Registered office: B-208, Ramji House, 30, Jambulwadi, J.S.S. Road,
Mumbai-400002 Tel No: 022-22016640

E- mail: arnoldholding9@gmail.com Website: www.arnoldholdings.in

CIN: L65993MH1981PLC282783

ATTENDANCE SLIP

(Annual General Meeting Friday, 16th Day of September, 2016 at 11.30 A.M. at SHREE
BANQUET Hall, 376/378, Goan Institute bldg., J.S. S. Road, Chira Bazar, Mumbai-400002

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorized Representative, if any	

I / We hereby record my / our presence at the Annual General Meeting of the Company to be held on Friday, 16th Day of September, 2016 at 11.30 A.M. at SHREE BANQUET Hall, 376/378, Goan Institute bldg., J.S. S. Road, Chira Bazar, Mumbai-400002

Signature of Shareholder/ Proxy/ Authorized Representative

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

PROXY FORM
ARNOLD HOLDINGS LIMITED

Registered office: B-208, Ramji House, 30, Jambulwadi, J.S.S. Road,
Mumbai-400002 Tel No: 022-22016640

E- mail: arnoldholding9@gmail.com Website: www.arnoldholdings.in

CIN: L65993MH1981PLC282783

FORM NO. MGT - 11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / *DP-ID & Client	

**Applicable for Investors holding shares in electronic form.*

I / We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

2.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

3.	Name:	Address:
	E-mail Id:	Signature:

(As my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 34th Annual General Meeting of the Company, to be held on Friday, September 16, 2016 at 11.30 A.M. at SHREE BANQUET Hall, 376/378, Goan Institute bldg., J.S. S. Road, Chira Bazar, Mumbai-400002 and any adjournment thereof in respect of such resolution (s) as is/are indicated below:

** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Item No.	Resolution(s)	For	Against
1.	To consider and adopt the audited Financial Statements reports of the Directors' and Auditors' thereon as on 31 st March, 2016. (Ordinary Resolution)		
2.	To appoint Mrs. Gazala Kolsawala who retires by rotation and being eligible, offer herself for re-appointment. (Ordinary Resolution)		
3.	Appointment of Auditors and fix their Remuneration. (Ordinary Resolution)		
4.	Reappointment of Mr. Mahendraprasad Mallawat (DIN: 00720282) as a Whole time Director for a further period of 5 Years and remuneration payable to him. (Ordinary Resolution)		
5.	Approval of Issue of Bonus Shares.(Special Resolution)		

Signed this day of 2016.

Signature of Shareholder

Signature of Proxy holder(s):

**Affix Re.1
Revenue Stamp**

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. ***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.***
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. ****This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.