

ARNOLD HOLDINGS LIMITED

CIN No.: L65993WB1981PLC034406

Registered Office -712, Poddar Court, 7th Floor, Gate No. 2, 18, Rabindra Sarani, Kolkata-700001

Corporate Office: B-502, Ramji House, 30, Jambulwadi, J.S.S. Road, Mumbai-400002

Tel. No. : 022-22016640, E-mail: arnoldholding9@gmail.com

Website: www.arnoldholdings.in

NOTICE OF POSTAL BALLOT/E-VOTING

(Pursuant to Sec.110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

Dear Shareholder(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act") read with Companies (Management and Administration) Rules, 2014 (the "Rules") that **Arnold Holdings Limited** (the "Company") is seeking consent of its Shareholders for the Special Business to be transacted through Postal Ballot for the following purposes:

- 1) Sub-division of 1 (one) Equity Share of face value of Rs. 10/- each into 5 (Five) Equity Shares of Rs. 2/- each.
- 2) Increase the Authorised Share Capital of the Company.
- 3) Alteration of Capital Clause in the Memorandum of Association.
- 4) Adoption of new set of Articles of Association.
- 5) Shifting of the Registered Office of the Company from Kolkata, State of West Bengal to Mumbai, State of Maharashtra.

In terms of Sec.110 of the Companies Act read with the Rules, the items of business set out in this Notice can be passed by Postal Ballot. Accordingly, the Company is seeking approval of its Shareholders in respect of the above matters through Postal Ballot. The Resolutions and the relevant Explanatory Statement setting out the material facts and the reasons for the Resolution(s) are appended along with a Postal Ballot Form for your consideration.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

M/s.S Pardeshi & Associates, Practicing Company Secretaries firm, Mumbai has been appointed by the Company as Scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer before 22nd February, 2015. Please note that any Postal Ballot form(s) received after the said date will be treated as not having been received.

Registered Office:

712, Poddar Court, 7th Floor,
Gate No 2, 18, Rabindra Sarani.
Kolkata – 700001

Date: 13th November, 2014

Place: Kolkata

By Order of the Board of Directors

SD/-

Mahendraprasad Mallawat

Whole Time Director

Enclosures:

1. Resolutions along with Explanatory Statement.
2. Postal Ballot Form & self-addressed postage prepaid envelope.

RESOLUTIONS

RESOLUTION NO.1

Sub-division of 1 (one) Equity Share of face value of Rs. 10/- each into 5 (five) Equity Shares of Rs. 2/- each.

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

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under and consent of the shareholders of the Company be and is hereby accorded for Sub-dividing of Equity Shares of the Company, including the paid-up shares, such that each existing Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten) each be sub-divided into Five Equity Shares of face value of Rs. 2/- (Rupee Two) each.

RESOLVED FURTHER THAT pursuant to the Sub-division of the equity shares of the Company, the Authorised, Issued, Subscribed and Paid-up Equity Shares of face value Rs. 10/- (Rupees Ten) each, shall stand sub-divided into Five Equity Shares of face value of Rs. 2/- (Rupee Two) each, fully paid-up.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do, perform and execute all such acts, deeds, matters and things as it may considered necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing the Record Date as per requirement of the Listing Agreement, execution of all necessary documents with Stock Exchanges and the Depositories, Reserve Bank of India and /or any other relevant statutory authorities, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and settle any question or difficulty that may arise with regard to sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto.”

RESOLUTION NO. 2

Increase the Authorized Share Capital of the Company.

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

“RESOLVED THAT pursuant to Section 61 and 64 and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and rules made there under and such other approvals as may be required, the Authorised Share Capital of the Company be and is hereby increased from Rs.5,05,00,000/- (Rupees Five Crores and Five Lacs only) divided into 50,50,000 (Fifty Lacs Fifty Thousand) Equity Shares of Rs. 10/- each to Rs.50,00,00,000 (Rupees Fifty Crores only) divided into 25,00,00,000 (Twenty Five Crores) Equity

Shares of Rs.2/- (Rupees Two only) each ranking pari passu in all respect with the exiting Equity Shares.

RESOLVED FURTHER THAT any one of the Director of the Company or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution.”

RESOLUTION NO.3

Alteration of Capital Clause in the Memorandum of Association of the Company.

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

“RESOLVE THAT pursuant to the provisions of Section 13 sub Section (1) 61, 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under the consent of the Shareholders be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:-

V “The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2/- each. with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power from time to time to increase or reduce its capital and to divide the shares in the original or increased capital for the time into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Associations of the Company for the time being.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto.”

RESOLUTION NO. 4

Adoption of new set of Article of Association of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as

a Special Resolution:

“**RESOLVED THAT** pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 (“**Act**”) read together with relevant Rules thereunder and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), consent of the Shareholders of the Company be and is hereby accorded to adopt the new set of articles of association of the Company, as available for inspection in the registered office of the Company, be and is hereby approved and adopted as the new set of articles of association of the Company, in substitution for, and to the exclusion of, the existing articles of association of the Company.

RESOLVED FURTHER THAT any one of the Director of the Company or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution.”

RESOLUTION NO.5

Shifting of Registered Office of the Company from Kolkata, State of West Bengal to Mumbai, State of Maharashtra.

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

“**RESOLVED** that pursuant to provisions of Sections 12,13,110 and other applicable provisions and relevant Rules applicable, if any, of the Companies Act, 2013 and subject to approval of the Central Government / any other authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the Shareholders be and is hereby accorded for shifting of Registered Office of the Company from the State of West Bengal to the State of Maharashtra and that Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

II. The Registered Office of the Company will be situated in the State of Maharashtra Mumbai i.e. within the jurisdiction of Registrar of Companies Maharashtra at Mumbai”.

RESOLVED FURTHER that upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from 18, Rabindra Sarani, Poddar Court, Floor No. 7, Gate No. 2, Room No. 712, Kolkata-700001, West Bengal State to B-502, Ramji House, 30, Jambulwadi, J.S.S. Road, Mumbai-400002, Maharashtra.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filing of

necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto.”

Registered Office:

712, Poddar Court, 7th Floor,
Gate No 2, 18, Rabindra Sarani.
Kolkata – 700001

By Order of the Board of Directors
SD/-
Mahendraprasad Mallawat
Whole Time Director

Date: 13th November, 2014

Place: Kolkata

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolution is annexed to the notice.
2. In compliance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014 and Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically. E-voting is optional.
3. The Company has appointed M/s.S Pardeshi & Associates, Practicing Company Secretaries firm (Membership No. – F-7727& COP No. 8485), to act as the Scrutinizer, for conducting the Postal Ballot and e-voting process, in a fair and transparent manner.
4. The Postal Ballot Form and self addressed, pre-paid postage envelopes, are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited (“CDSL”) for which the required procedure is incorporated in the Postal Ballot Form, forming part of this Notice.

5. **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means as an alternative to vote physically through Postal Ballot, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on January 24, 2015 at 10.00 A.M. and ends on February 22, 2015 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31st December, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>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.</p>
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"> ● 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 Beneficiary-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 “**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.\
- (xivi) 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
6. 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 santoshpardeshi@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before February22, 2015, upto 6 pm. without which the vote shall not be treated as valid.
 7. 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 (record date) of 31-December-2014.
 8. The notice of Postal Ballot will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 31-December-2014.
 9. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 31-December-2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 10. S Pardeshi & associates, Practicing Company Secretary, (Certificate of Practice Number 8485) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 11. The results shall be declared by Managing Director/Director of the Company.. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL and that of company at www.arnoldholdings.in and will be communicated to the Stock Exchanges i.e. BSE & CSE.
 12. **In case of Member opts for voting using the Ballot Form** This Form should be completed and signed by the Member. In case of joint holdings, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his absence, by the next named Member.

In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to persons voting on the Postal Ballot form. Where the form has been signed by a representative of the President of India or the Governor of the State, a certified copy of the nomination should accompany the Postal Ballot Form. In case the Postal Ballot Form is signed by the Power of Attorney holder, it needs to be accompanied by a certified true copy of the Power of Attorney (POA). The registration number of the POA needs to be mentioned below the signature of the Power of Attorney holder.

- a) The consent must be accorded by recording the assent in the Column FOR and dissent in the column AGAINST by placing a tick mark (✓) in the appropriate column.
- b) The Member need not use all the votes nor needs to cast all the votes in the same way.
- c) Members are requested not to send any other paper/document along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope. If sent, the same paper/document would not be acted upon.
- d) In the following cases, the Postal Ballot Form would be rejected.
 - i) Ballot cast on a plain paper instead of the pre-printed Postal Ballot Form.
 - ii) Unsigned Postal Ballot Form.
 - iii) Not ticked against **FOR** or **AGAINST**.
- e) Duly completed Postal Ballot Form should reach the scrutinizer not later than the close of working hours (18.00 hours) on **22nd February, 2015**. All postal Ballot Forms received after this date would be treated as if reply from such Member had not been received.

- f) A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than **22nd February, 2015**.
- g) Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member as on 31st December, 2014.
- h) The Scrutinizer's decision on the validity of a Postal Ballot Form would be final.
- i) The results of the Postal Ballot would be declared at the Registered Office of the Company as specified in the Notice. The results will thereafter be published in newspaper(s), for the information of Members.
- j) The self-addressed envelope bears the name & address of the Scrutinizer appointed by the Board of Directors of the Company.
- k) The exercise of vote through Postal Ballot is not permitted through a proxy.
- l) There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of joint Shareholder(s).

13. General Instructions:

1. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through physical postal ballot shall not be considered and vote cast through e-voting shall be treated as valid.
2. Voting period commences on and from 24.01.2015 at 10.00 A.M. and ends on 22.02.2015 at 06.00 P.M.
3. The results of the Postal Ballot and e-voting will be announced on 24.02.2015 at 11:00 A.M. at the Head Office of the Company and shall also be published in the newspapers.
4. The voting rights for the shares are one vote per equity share, registered in the name of shareholders/beneficial owners of the Company as on 31.12.2014.
5. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.

**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.1 to 5 of the accompanying Notice:

Item 1:

The Equity Shares of Company are listed on the Bombay Stock Exchange Limited (BSE) and Calcutta Stock Exchange Limited (CSE). With a view to encourage the participation of small investors by making Equity Shares of the Company affordable, the Board of Directors at its Meeting held on November 13, 2014 considered and approved the sub-division of one Equity Share of the Company having a face value of Rs. 10/- each into Five Equity Shares of face value of Rs. 2/- each, subject to approval of the Shareholders and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association and Articles of Association of the Company as set out in Item No. 1 of the Notice respectively to reflect the change in face value of each Equity Share from Rs. 10/- each to Rs. 2/- each.

The Directors recommend passing of the Resolutions at Item No. 1 of the Notice.

None of the Directors Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company. The Board of Directors recommends the resolution for your approval.

Item 2 & 3:

Presently the existing Authorised Share Capital of the Company is Rs. 5,05,00,000/- (Rupees Five crores and Five Lacs only) divided into 50,50,000 (Fifty Lacs Fifty Thousand) Equity Shares of Rs.10/- each (Rupees Ten only).

In order to augment further capital raise, it is necessary to increase the Authorised Share Capital to Rs.50,00,00,000 (Rupees Fifty Crores only) comprising of 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs.2/- (Rupees Two only) each ranking for dividend and all other respects *pari passu* with the existing Equity Shares of the Company.

The alteration to the Capital Clause of Memorandum of Association of the Company is consequent upon increase in the Authorised Share Capital.

As per the provisions of the Companies Act, 2013, any increase in Authorised Capital and consequent amendment to the Memorandum of Association of the Company requires consent and approval of the Shareholders of the Company.

The Board of Directors recommends the Resolutions in Item No.2 & 3 of the Notice for approval by the Members. None of the Promoters Directors, Key Managerial Personnel or their relatives are interested in the Resolution(s) No. 2 & 3 of the accompanying Notice.

Item 4:

The Board in its meeting held on 13th November, 2014 decided to alter the Articles of Association with the approval of the Shareholders of the Company.

It is therefore proposed to adopt a new set of Articles of Association in line with Table F of the Companies Act, 2013.

The proposed Article of Association would be available for inspection at the Registered Office of Company on all working days between 11:00 hrs. To 13.00 hrs. Up to the date of declaration the result of Postal Ballot. The said Articles of Association are also available on the web site of the Company www.arnoldholdings.in. Any shareholders wanting to have a hard copy of the new Articles of Association may write to the Company at its Registered Office address.

The Board recommends the adoption of the new set of Articles of Association.

None of the Directors Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company. The Board of Directors recommends the resolution for your approval.

Item 5:

The Company was incorporated under the provisions of Companies Act, 1956 in the erstwhile State of West Bengal. As per Clause II of the Memorandum of Association, presently, the Registered Office of the Company is situated in the State of West Bengal.

The shifting of Registered Office from Kolkata to Mumbai will enable the company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13,110 of the Companies Act 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered

Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Shareholders by way of Special Resolution by Postal Ballot and further requires approval by Central Government.

The Board commends the Resolution as set out at Item No. 5 for approval of the Shareholders as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

Registered Office:

712, Poddar Court, 7th Floor,
Gate No 2, 18, Rabindra Sarani.
Kolkata – 700001

By Order of the Board of Directors
SD/-
Mahendraprasad Mallawat
Whole Time Director

Date: 13th November, 2014

Place: Kolkata

ARNOLD HOLDINGS LIMITED

CIN: L65993WB1981PLC034406

Registered Office : 712, Poddar Court, 7th Floor, Gate No. 2, 18, Rabindra Sarani, Kolkata-700001

Corporate Office : B-502, Ramji House, 30, Jambulwadi, J.S.S. Road, Mumbai-400 002

Tel. No. : 022-22016640, E-mail: arnoldholding9@gmail.com

Website: www.arnoldholdings.in

POSTAL BALLOT FORM

Postal Ballot No.:

1. Name and Registered Address :
of the Sole/First named
Shareholder
2. Joint holders Name (If any) :
3. Registered Folio no. :
/DP ID No. & Client ID No.
4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the **Following Resolutions** to be passed by means of Postal Ballot for the businesses set out in the Notice dated 13.11.2014 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick(✓) mark at the appropriate box below:

Sr.	Brief Description of Resolution	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Ordinary Resolution for Sub Division of face value of Equity Shares.			
2	Ordinary Resolution for enhancement of Authorised Share Capital of the Company.			
3	Ordinary Resolution for alteration of Capital Clause in the Memorandum of Association.			
4	Special Resolution for adoption of new set of Articles of Association.			
5	Special Resolution for shifting of Registered Office of the Company.			

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID (BO-ID or Folio No. As per Note No. 5-(iv) of the Notice)	PERMANENT ACCOUNT NUMBER (PAN) (Original PAN / As per Note No. 5-(vii) of the Notice)
150108003		

Place : Kolkata

Date : 13.11.2014

(Signature of the Shareholder)

Please refer to e-voting instructions mentioned in annexure attached

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

Commencement of e-voting: From <Saturday, 24.01.2015 & 10 A.M.>

End of e-voting: Up to < Sunday, 22.02.2015 & 6 P.M.>

Note:

1. Please read carefully the instructions mentioned in the Notice annexed before exercising your vote.
2. **Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 22.02.2015.**

