

S PARDESHI & ASSOCIATES

Company Secretaries

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

Tel. : 91-22-40048551 Mob. 9892616154

E-Mmail : santoshpardeshi@gmail.com

To,

The Chairman,

Arnold Holdings Limited

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

Dear Sir,

RE: SCRUTINIZER'S REPORTS

I refer to my appointment as Scrutinizer made on 13th November, 2014 by Board of Directors of **Arnold Holdings Limited** for conducting the Ballot process for seeking members assent/dissent for various resolutions specified under Notice dated 13th November, 2014 of the Company.

I have carried out the work as Scrutinizer from the close of working hours on 22nd February, 2015. In this connection I need to bring to your attention the following aspects:-

1. The Company has appointed Central Depository Services (India) Limited, (CDSL) to provide e- voting facility, whereby member had the option to vote either through e- voting and Voting by Postal Ballot the detailed procedure was notified to the members in the notice dated 13th November, 2014. The E- voting period commenced on January 24th, 2015 from 10.00 AM and concluded on February 22nd, 2015 at 6.00 PM.
2. I enclose the Scrutinizer's Report along with the relevant listings.

For S Pardeshi & Associates,
Company Secretaries

Santosh Pardeshi

(Proprietor)

F.C.S No. 7727

Certificate of Practice No. 8485

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Minutes

22nd February, 2015

I, Santosh Pardeshi of S Pardeshi & Associates, Company Secretaries, appointed by the Board of Directors of the Company as Scrutinizer by the Company to conduct E- Voting and Scrutinizer for the purpose of conducting the Ballot Process do hereby report, by way of separate note as follows:-

1. The Company had, on 13th November, 2014 completed the dispatch of the notice to the Members of the Company, whose name appeared on the Register of Member / List of beneficiaries as on 31st December, 2014.
2. We have been provided with the adequate computer support at the office of the Company E- Voting was duly entered.
3. The Votes of the member are considered in proportion to their share in the paid-up share capital of the Company.
4. We have downloaded the data of e-voting after the e-voting module was disable by the Central Depository Services India Limited (CDSL) on 22nd February, 2015 at 6.00 PM.
5. We have not received any Envelopes containing Postal Ballot forms after 6.00 PM on 22nd February, 2015.

6. In general and for your information, I carried out such scrutiny as I considered necessary on the basis of authorizations and other documents and records.
7. We obtained certain statements from the data entered and on the basis of these Statements/Reports I have carried out such further checks/verification as I considered necessary.
8. We gave final touches to the documentation, which was the result of the data/information entered into the computers. On the basis of statement generated, I have prepared my report. I enclose a copy of such statements duly signed by me for the purpose of identification.
9. We did not find any defaced or mutilated ballot paper.

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

**Santosh Pardeshi
(Proprietor)
F.C.S No. 7727
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Company Secretaries

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Report of Scrutinizer

To,

The Chairman,

Arnold Holdings Limited

18, Rabindra sarani, 712, Poddar Court, 7th Floor,

Gate No. 2, Kolkata, West Bengal- 400001.

Dear Sir,

I, Santosh Pardeshi of proprietor of S Pardeshi & Associates, Company Secretaries, Mumbai, appointed as Scrutinizer by the Company to conduct E- Voting for passing of three ordinary resolution and two special resolution as contained in the notice dated 13th November, 2014, submit our report as under:

A. RESOLUTION NO. 1: ORDINARY RESOLUTION

SUB- DIVISION OF 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS. 10/- EACH INTO 5 (FIVE)

EQUITY SHARE OF 2/- EACH.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	44	185361	
	2. Total E- voting option received.	38	304555	
	Total (1+2)	82	489916	100
(b)	Less: Invalid Postal Ballot Forms	9	125511	25.62

(c)	1. Net Valid Postal Ballot Forms (As per Register)	35	59850	
	2.Net E- voting Options.	38	304555	
	Total (1+2)	73	364405	74.38
(d)	1. Postal Ballot forms with assent for the resolution.	35	59850	
	2. E-voting Options with assent for the resolution.	38	304555	
	Total (1+2)	73	364405	100
(e)	1. Postal Ballot forms with dissent for the Resolution.	NIL	NIL	NIL
	2. E-voting Options with dissent for the Resolution.	NIL	NIL	NIL
	Total (1+2)	NIL	NIL	NIL
(f)	Postal Ballot forms with not voted for/against the Resolution.	NIL	NIL	NIL

Based on the foregoing, the resolution regarding authority to sub- division of 1 (one) Equity Share Of face value of Rs. 10/- each into 5 Equity Share of face value of Rs.2/- each **shall be deemed to have been passed with the requisite majority.**

B. RESOLUTION NO. 2: ORDINARY RESOLUTION
INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	44	185361	
	2. Total E- voting option received.	38	304555	
	Total (1+2)	82	489916	100
(b)	Less: Invalid Postal Ballot Forms	9	125511	25.62
(c)	1. Net Valid Postal Ballot Forms (As per Register)	35	59850	
	2.Net E- voting Options.	38	304555	

	Total (1+2)	73	364405	74.38
(d)	1. Postal Ballot forms with assent for the resolution.	35	59850	
	2.E-voting Options with assent for the resolution.	38	304555	
	Total (1+2)	73	364405	100
(e)	1. Postal Ballot forms with dissent for the Resolution.	NIL	NIL	NIL
	2. E-voting Options with dissent for the Resolution.	NIL	NIL	NIL
	Total (1+2)	NIL	NIL	NIL
(f)	Postal Ballot forms with not voted for/against the Resolution.	NIL	NIL	NIL

Based on the foregoing, the resolution regarding authority to increase the Authorized Share Capital of the Company **shall be deemed to have been passed with the requisite majority.**

C. RESOLUTION NO. 3: ORDINARY RESOLUTION

ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	44	185361	
	2. Total E- voting option received.	38	304555	
	Total (1+2)	82	489916	100
(b)	Less: Invalid Postal Ballot Forms	9	125511	25.62
(c)	1. Net Valid Postal Ballot Forms (As per Register)	35	59850	
	2.Net E- voting Options.	38	304555	
	Total (1+2)	73	364405	74.38

(d)	1. Postal Ballot forms with assent for the resolution.	35	59850	
	2.E-voting Options with assent for the resolution.	38	304555	
	Total (1+2)	73	364405	100
(e)	1. Postal Ballot forms with dissent for the Resolution.	NIL	NIL	NIL
	2. E-voting Options with dissent for the Resolution.	NIL	NIL	NIL
	Total (1+2)	NIL	NIL	NIL
(f)	Postal Ballot forms with not voted for/against the Resolution.	NIL	NIL	NIL

Based on the foregoing, the resolution regarding authority to altered Capital Clause in the Memorandum of Association of the Company **shall be deemed to have been passed with the requisite majority.**

D. RESOLUTION NO. 4: SPECIAL RESOLUTION

ADOPTION OF NEW SET OF ARTICLE OF ASSOCIATION OF THE COMPANY

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	44	185361	
	2. Total E- voting option received.	38	304555	
	Total (1+2)	82	489916	100
(b)	Less: Invalid Postal Ballot Forms	9	125511	25.62
(c)	1. Net Valid Postal Ballot Forms (As per Register)	35	59850	
	2.Net E- voting Options.	38	304555	
	Total (1+2)	73	364405	74.38
(d)	1. Postal Ballot forms with assent for the resolution.	35	59850	
	2. E-voting Options with assent for the			

	resolution.	38	304555	
	Total (1+2)	73	364405	100
(e)	1. Postal Ballot forms with dissent for the Resolution.	NIL	NIL	NIL
	2. E-voting Options with dissent for the Resolution.	NIL	NIL	NIL
	Total (1+2)	NIL	NIL	NIL
(f)	Postal Ballot forms with not voted for/against the Resolution.	NIL	NIL	NIL

Based on the foregoing, the Resolution regarding authority to adoption of new set of Article of Association of the Company **shall be deemed to have been passed with the requisite majority.**

E. RESOLUTION NO. 5: SPECIAL RESOLUTION

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM KOLKATA, STATE OF WEST BEGAL TO MUMBAI, STATE OF MAHARASHTRA

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	44	185361	
	2. Total E- voting option received.	38	304555	
	Total (1+2)	82	489916	100
(b)	Less: Invalid Postal Ballot Forms	9	125511	25.62
(c)	1. Net Valid Postal Ballot Forms (As per Register)	35	59850	
		38	304555	
	2.Net E- voting Options.			
	Total (1+2)	73	364405	74.38
(d)	1. Postal Ballot forms with assent for the resolution.	33	59848	
	2. E-voting Options with assent for the resolution.	38	304555	
	Total (1+2)	71	464403	99.99

(e)	1. Postal Ballot forms with dissent for the Resolution.	2	2	
	2. E-voting Options with dissent for the Resolution.	0	0	
	Total (1+2)	2	2	0.01
(f)	Postal Ballot forms with not voted for/against the Resolution.	NIL	NIL	NIL

Based on the foregoing, the Resolution regarding authority to Shifting of registered office of the Company from Kolkata, State of West Bengal to Mumbai, State of Maharashtra **shall be deemed to have been passed with requisite majority.**

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

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