

# ARNOLD HOLDINGS LIMITED

CIN: L65993MH1981PLC282783

Regd Off: B208, Ramji House, 30 Jambulwadi, JSS Road, Mumbai-400002

Website: [www.arnoldholdings.in](http://www.arnoldholdings.in), E mail: [arnoldholding9@gmail.com](mailto:arnoldholding9@gmail.com), Ph.: 022-22016640



## NOTICE OF 42<sup>nd</sup> ANNUAL GENERAL MEETING

Notice is hereby given of the 42nd Annual General Meeting of the members of **Arnold Holdings Limited** will be held on Monday, the 30<sup>th</sup> day of September, 2024 at 10.00 A.M. IST, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31<sup>st</sup> March, 2024, together with the Reports of the Board of Directors and Auditors’ thereon.

“**RESOLVED THAT** the Audited Balance Sheet, Profit and loss account and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2024 along with the Auditors Report and Director’s Report, be and are hereby considered, adopted and approved.”

2. To appoint a Director in place of Mr. Murari Mallawat, Whole Time Director (DIN: 08809840), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

“**RESOLVED THAT** in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Murari Mallawat, Whole Time Director (DIN: 08809840) who retires by rotation at this Annual General Meeting, be and is hereby reappointed as Director of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESS:**

#### **3. Appointment of Ms. Rupali Prakash Sawant (DIN: 03129589) as an Independent Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161, Schedule IV and any other applicable provisions 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) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Ms. Rupali Prakash Sawant (DIN:03129589), who was appointed as an Additional Director (Independent) of the Company with effect from July 10, 2024 and is recommended by Nomination and Remuneration Committee and Board of Directors for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the company who has submitted a declaration that she meets the criteria for the independence as provided in section 149(6) of the Companies Act, 2013 for a period of 5 years commencing from July 10, 2024 to July 09, 2029, and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

#### **4. Appointment of Mrs. Gazala Mohammed Irfan Kolsawala (DIN: 07133943) as a Whole Time Director.**

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 the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for the proposed appointment of Mrs. Gazala Mohammed Irfan Kolsawala (DIN: 07133943), as the Whole Time Director of the Company, for a period of 5 (Five) years commencing from 30<sup>th</sup> September 2024 to 29<sup>th</sup> September 2029, liable to retire by rotation on such terms and conditions as set out in the Explanatory Statement annexed hereto, with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be Approved by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted / to be constituted by the Board) be and is hereby authorised 1

to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Mrs. Gazala Mohammed Irfan Kolsawala during her tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mrs. Gazala Mohammed Irfan Kolsawala as Whole Time Director of the Company, the Company has no profits or its profits are inadequate, Mrs. Gazala Mohammed Irfan Kolsawala will be paid, then current remuneration (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration.

**RESOLVED FURTHER THAT** Mrs. Gazala Mohammed Irfan Kolsawala shall continue to work and designated as CFO of the company as envisaged under section 203 of the Companies Act, 2013 at a salary of Rs. 6,00,000 per annum and Other employment benefits and such other terms and conditions mentioned in the agreement and as modified by Board from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board.”

**5. Re-appointment of Mrs. Munni Devi Jain (DIN: 08194500) as an Independent Director of the Company for a further period of 5 (five) Years.**

To consider and if thought fit, to pass the following resolution as a special resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with schedule IV and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the proposed re- appointment of Mrs. Munni Devi Jain (DIN: 08194500), Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 for a further period of 5 (Five) years commencing from July 30, 2025 up to July 29, 2030 and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

**6. Re-appointment of Mr. Sushil Mahendrakumar Jhunjunwala (DIN: 08679362) as an Independent Director of the Company for a further period of 5 (five) Years.**

To consider and if thought fit, to pass the following resolution as a special resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the proposed re- appointment of Mr. Sushil Mahendrakumar Jhunjunwala (DIN: 08679362), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 for a further period of 5 (Five) years commencing from February 13, 2025 up to February 12, 2030 and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

Place: Mumbai  
Date: 03/09/2024

By order of the Board  
For Arnold Holdings Limited

SD/-  
Raji Jaikumar Panicker  
Company Secretary & Compliance Officer

## Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. As you are aware, in view of the situation arised due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the General Circular Nos. 10/2022, 20/2020, 2/2022 and 09/2023 issued by the Ministry of Corporate Affairs ("MCA"), companies are allowed to hold AGM through VC/OAVM up to September 30, 2024, without the physical presence of Members at a common venue. Further, the Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 has granted relaxation in respect of sending physical copies of annual report to members. Hence, in compliance with the provisions of the Companies Act, 2013, Listing Regulations, MCA & SEBI Circulars, the 42<sup>nd</sup>AGM of the Company is being held through VC/OAVM. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and Annual Report 2023-24 has been uploaded on the website of the Company at [www.arnoldholdings.in](http://www.arnoldholdings.in). The Notice and Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) . The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
8. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
9. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
10. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
11. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith in the e-voting communication. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
12. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote

are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail at [cs@rkejriwal.com](mailto:cs@rkejriwal.com) and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.

13. Pursuant to Regulation 46 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the securities of a Recognized Stock Exchange are required to be maintained in Demat mode. Further, in terms of Listing Regulations, securities of listed companies can only be transferred in Demat mode w.e.f. April 1, 2019. In view of the above, Members are advised to dematerialize their shares held in physical mode.
14. The Register of Members and the Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2024 to 30<sup>th</sup> September, 2024 (both days inclusive).
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are deemed to be interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [arnoldholding9@gmail.com](mailto:arnoldholding9@gmail.com).
16. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participant(s).
17. Equity shares of the Company are under compulsory demat trading by all Investors.
18. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to RTA or Company.
19. Members seeking any information/document as referred in the notice are requested to write to the Company on or before 23<sup>rd</sup> September, 2024 through email at [arnoldholding9@gmail.com](mailto:arnoldholding9@gmail.com). The same will be addressed by the Company suitably.
20. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at the following address:

**Niche Technologies Private Limited**

Registrar to Issue & Share Transfer Agents

3A, Auckland Place, 7<sup>th</sup> Floor, Room No.7A & 7B,

Kolkata-700017, West Bengal

Email Id: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com),

Website: [www.nichetechpl.com](http://www.nichetechpl.com)

Ph. No.: +91-033-22806616/17/18

21. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
22. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 23<sup>rd</sup> September, 2024.
23. **Information and other instructions relating to e-voting are as under:**
  - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  - ii. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through E-voting.

- iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv. Shri Ranjit Binod Kejriwal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as during the AGM through the e-voting, in a fair and transparent manner.
- v. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. September 23, 2024.
- vi. A person, whose name is recorded in the register of members as on the cut-off date, i.e. September 23, 2024 only shall be entitled to avail the facility of remote e-voting / as well as voting through the polling process at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- vii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. September 23, 2024, shall be entitled to exercise his/her vote either electronically.
- viii. The Remote e-voting period will commence on Friday, 27<sup>th</sup> September, 2024 at 9.00 a.m. and will end on Sunday, 29<sup>th</sup> September, 2024 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. September 23, 2024, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be automatically disabled for voting thereafter.
- ix. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- x. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchange.
- xi. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2024.
- xii. **Instructions to Members for e-voting are as under:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding Shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-Individual shareholders in demat mode.

- a. The voting period begins on Friday, 27<sup>th</sup> September, 2024 at (9:00 AM IST) and ends on Sunday, 29<sup>th</sup> September 2024 (5:00 PM IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 23, 2024 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed Entities in India. This necessitates registration on various ESPs and maintenance of multiple User IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ 5

websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and Non-individual shareholders in demat mode.

(ii) Login method for e-Voting and joining virtual meeting for **physical shareholders and other than individual shareholders holding in Demat form.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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 e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual 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>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN **240830067** for ARNOLD HOLDINGS LIMITED.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a 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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [arnoldholding9@gmail.com](mailto:arnoldholding9@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [hmpl.india@gmail.com](mailto:hmpl.india@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders- please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**Please note the following:**

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer through e-voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

**Other information:**

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

Place: Mumbai  
Date: 03/09/2024

By order of the Board  
**For Arnold Holdings Limited**  
  
SD/-  
**Raji Jaikumar Panicker**  
**Company Secretary & Compliance Officer**

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

#### Item No. 3

The Board of Directors of the Company recommended for the approval of the members, the appointment of Ms. Rupali Prakash Sawant as an Independent Director of the Company, in terms of Section 149 read with Schedule IV of the Companies Act, 2013.

As per the provisions of Companies Act, 2013, Independent Directors shall be appointed for not more than two terms of five years each and the Independent Directors shall not be liable to retire by rotation at every Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Ms. Rupali Prakash Sawant as an Additional Independent Director in the meeting of Board of Directors held on 10<sup>th</sup> July, 2024.

On the recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, The Board of Directors has recommended her as a Non-Executive Independent Director for the term of five years starting from 10<sup>th</sup> July, 2024 subject to the member's approval in ensuing general meeting and she is not liable to retire by rotation.

Ms. Rupali Prakash Sawant is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received from Ms. Rupali Prakash Sawant:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,

(ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified for being appointed as Directors under sub-section (2) of Section 164 of the Companies Act, 2013, and

(iii) a declaration to the effect that she meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Ms. Rupali Prakash Sawant fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations.

Ms. Rupali Prakash Sawant is independent of the management and possesses appropriate skills, experience and knowledge. Copy of draft letter of appointment of Ms. Rupali Prakash Sawant setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Board of Directors recommends the Special Resolution set forth at Item No. 3 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

#### Item No. 4

The Board of the Company had appointed Mrs. Gazala Mohammed Irfan Kolsawala as the Additional Executive Director of the Company w.e.f. 30<sup>th</sup> August, 2024. She is currently working as the CFO of the company and will continue to do so after her appointment as a Whole Time Director as well. In terms of Section 161(1) of the Companies Act, 2013, Mrs. Gazala Mohammed Irfan Kolsawala can hold office only up to the date of the ensuing General Meeting.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, recommends to appoint Mrs. Gazala Mohammed Irfan Kolsawala as the Whole Time Director, for a period of five years w.e.f. 30<sup>th</sup> September, 2024 to 29<sup>th</sup> September, 2029.

Mrs. Gazala Mohammed Irfan Kolsawala is not disqualified from being appointed as a Director in terms of Section 164

of the Act and has given her consent to act as Whole-time Director of the Company. Mrs. Gazala Mohammed Irfan Kolsawala satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The broad terms and conditions of the proposed appointment of and remuneration payable to Mrs. Gazala Mohammed Irfan Kolsawala are annexed herewith.

The performance of the Company have improved in the recent past and is expected to improve further in the coming years. However, in view of adverse conditions, it may incur losses due to uncontrollable reasons, resulting in inadequate profits in some years to pay managerial remuneration. In such an event, Mrs. Gazala Mohammed Irfan Kolsawala may be entitled to minimum remuneration. Accordingly, the statement as required under Section II, Part II of the Schedule V to the Act with reference to Special Resolution at Item No.4 is annexed hereto as **Annexure-A**.

The Board of Directors recommends the Special Resolution set forth at Item No. 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

#### **Item No. 5**

As per Section 149(10) of the Companies Act, 2013 (Companies Act, 2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re- appointment on passing a special resolution by the Company for further term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mrs. Munni Devi Jain, it is proposed to re-appoint her for the second term as an independent director on the Board of the company for a period of five years w.e.f. 30<sup>th</sup> July, 2025 to 29<sup>th</sup> July, 2030 and in the opinion of the Board, Mrs. Munni Devi Jain fulfills the conditions specified in the Act.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Munni Devi Jain as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 5 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

#### **Item No. 6**

As per Section 149(10) of the Companies Act, 2013 (Companies Act, 2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re- appointment on passing a special resolution by the Company for further term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Sushil Mahendrakumar Jhunjhunwala, it is proposed to re-appoint him for the second term as an independent director on the Board of the company for a period of five years w.e.f. 13<sup>th</sup> February, 2025 to 12<sup>th</sup> February, 2030 and in the opinion of the Board, Mr. Sushil Mahendrakumar Jhunjhunwala fulfills the conditions specified in the Act.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sushil Mahendrakumar Jhunjhunwala as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 6 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Place: Mumbai  
Date: 03/09/2024

By order of the Board  
**For Arnold Holdings Limited**

SD/-  
**Raji Jaikumar Panicker**  
**Company Secretary & Compliance Officer**

**ANNEXURE TO NOTICE**

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India

<b>Particulars</b>	<b>Mr. Murari Mallawat</b>	<b>Ms. Rupali Prakash Sawant</b>	<b>Mrs. Gazala Mohammed Irfan Kolsawala</b>	<b>Mrs. Munni Devi Jain</b>	<b>Mr. Sushil Mahendrakumar Jhunjhunwala</b>
<b>DIN No.</b>	08809840	03129589	07133943	08194500	08679362
<b>Date of Birth</b>	18/06/1991	03/06/1987	29/05/1967	04/01/1963	07/03/1979
<b>Qualification</b>	Bachelors in Commerce from Mumbai University	Company Secretary	Chartered Accountant	Bachelors in Commerce from Mumbai University	B. Com.
<b>Expertise in specific functional areas</b>	He is Graduated from MDS University, Rajasthan. He is passed CA Inter and Final 1 Group also. He has wide knowledge of Direct and Indirect Taxation and experience of 8 years in this field.	Ms. Rupali Prakash Sawant, aged about 37 years, she is a Graduate from Mumbai University. Ms. Rupali Prakash Sawant, Company Secretaries is an integrated service firm focused on corporate laws, registered as a practicing company secretaries firm with the Institute of Company Secretaries of India (ICSI). She has very vast experience in listed companies compliances and having 16 years of experience in this field.	Mrs. Gazala Mohammed Irfan Kolsawala who is basically a Chartered Accountant having 24 years of experience in finance, taxation, preparing budgets, compliance, audits. She has a diploma in IFRS from Ernst & Young. She is also CFO of the Company.	She has 17 years of experience in the field of equity trading business and instrumental in developing many client base. She is a registered Authorised Person (AP) in National Stock Exchange of India Ltd (NSE) and Remiser with BSE Ltd through Allwin Securities Ltd since last 13 years and have wide knowledge and potential to tap the equity stock market.	He has a wide knowledge of Securities Market, Finance and Taxation for more than 14 years.
<b>Terms and Conditions of Appointment/Reappointment</b>	As per the resolutions at Item No. 2 of the Notice.	As per the resolutions at Item No. 3 of the Notice.	As per the resolutions at Item No. 4 of the Notice.	As per the resolutions at Item No. 5 of the Notice.	As per the resolutions at Item No. 6 of the Notice.
<b>Remuneration last drawn</b>	50,000 P.A.	NIL	Mrs. Gazala Mohammed Irfan Kolsawala is also the CFO of the company and the Board of directors had approved salary of Rs. 6, 00,000/- per annum.	NIL	NIL

<b>Remuneration proposed</b>	10,00,000 P.A.	NIL	Mrs. Gazala Mohammed Irfan Kolsawala is also the CFO of the company and the Board of directors had approved salary of Rs. 6, 00,000/- per annum and other employment benefits.	NIL	NIL
<b>No. of Shares Held</b>	0	0	0	600	0
<b>Date of First Appointment</b>	22/08/2020	10/07/2024	Mrs. Gazala Mohammed Irfan Kolsawala was appointed as a CFO w.e.f. February 13, 2024 and was appointed as Additional Director w.e.f. August 30, 2024.	30/07/2020	13/02/2020
<b>Relationship with Directors/Key managerial Personnel</b>	No relation with other Directors	No relation with other Directors	No relation with other Directors	No relation with other Directors	No relation with other Directors
<b>List of other Companies in which directorship is held as on 31.03.2024</b>	NIL	1	NIL	NIL	NIL
<b>Chairman / Member of the Committee of other Company</b>	NIL	NIL	NIL	NIL	NIL
<b>No. of Meetings of the Board Attended during the year</b>	7	NIL	NIL	7	7

1. List of Companies in which Mr. Murari Mallawat holds directorship as on 31<sup>st</sup> March, 2024:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Arnold Holdings Limited	Whole Time Director	NIL	22/08/2020

2. List of Companies in which Ms. Rupali Prakash Sawant holds directorship as on 31st March, 2024:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	RNJ & ASSOCIATES LLP	Designated Partner	50%	21/12/2022

3. List of Companies in which Mr. Munni Devi Jain holds directorship as on 31st March, 2024:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Arnold Holdings Limited	Director	600	30/07/2020

4. List of Companies in which Mr. Sushil Mahendrakumar Jhunjunwala holds directorship as on 31st March, 2024:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Arnold Holdings Limited	Director	NIL	13/02/2020

The Board of Directors recommends the proposed resolutions for acceptance by member.

Place: Mumbai  
Date: 03/09/2024

By order of the Board  
**For Arnold Holdings Limited**  
  
SD/-  
**Raji Jaikumar Panicker**  
**Company Secretary & Compliance Officer**

**Annexure – A'**

**Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to the Special Resolution at Item No. 4 of the Notice**

I	General Information																			
1.	Nature of Industry	Company is engaged in the business of providing Loans (Non-Banking Financial Company)																		
2.	Date of Commencement of Commercial Production	Commercial operations commenced in the year 1981																		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																		
4.	Financial Performance based on given indicators	As per Standalone Audited Financials  In Lakh <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Particulars</th> <th>Financial Year 2023-24</th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td>2377.50</td> </tr> <tr> <td>Reserves excluding Revaluation Reserves</td> <td>3115.74</td> </tr> <tr> <td>Total Income</td> <td>20840.79</td> </tr> <tr> <td>Total Expenses</td> <td>19566.54</td> </tr> <tr> <td>Profit before Tax</td> <td>1274.25</td> </tr> <tr> <td>Exceptional Item</td> <td>Nil</td> </tr> <tr> <td>Tax Expenses</td> <td>391.89</td> </tr> <tr> <td>Profit after Tax</td> <td>882.36</td> </tr> </tbody> </table>	Particulars	Financial Year 2023-24	Paid up Capital	2377.50	Reserves excluding Revaluation Reserves	3115.74	Total Income	20840.79	Total Expenses	19566.54	Profit before Tax	1274.25	Exceptional Item	Nil	Tax Expenses	391.89	Profit after Tax	882.36
Particulars	Financial Year 2023-24																			
Paid up Capital	2377.50																			
Reserves excluding Revaluation Reserves	3115.74																			
Total Income	20840.79																			
Total Expenses	19566.54																			
Profit before Tax	1274.25																			
Exceptional Item	Nil																			
Tax Expenses	391.89																			
Profit after Tax	882.36																			
5.	Foreign investments or collaborators, if any	The Company has not entered into any foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs are investors in the Company on account of past issuance of securities / purchase of shares of the Company from the secondary market.																		
II	Information about the Director	Mrs Gazala Mohammed Irfan Kolsawala																		
1.	Background details	As Per Annexure above																		
2.	Past remuneration	As Per Annexure above																		
3.	Recognition or awards	NIL																		
4.	Job profile and his suitability	As Per Annexure above																		
5.	Remuneration proposed	As Per Annexure above																		
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profile and the position, the remuneration is fully justifiable and comparable to that prevailing in the industry.																		
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	None																		
III	Other Information																			
1.	Reasons of loss or inadequate profits	The company is engaged in the business of providing loans, the recovery of loans has made a possible challenge for the company. In future if the company is impotent to recover its loan, it may have to incur losses due to uncontrollable reasons, resulting in inadequate profits in some years to pay managerial remuneration.																		
2.	Steps taken or proposed to be taken for improvement	The Company takes various steps on a regular basis such as cost control, improving efficiency, etc.																		
3.	Expected increase in productivity and profits in measurable terms	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and																		



		profitability. The Management is confident of achieving sustained revenue growth in the future.
IV	Disclosures	
	The prescribed disclosures with respect to elements of remuneration package, details of fixed component and performance linked incentives, performance criteria, service contracts, notice period, severance fees and stock options details of all the Directors, as applicable, is mentioned in the Corporate Governance section of the Annual Report of the Company.	

Place: Mumbai  
Date: 03/09/2024

By order of the Board  
**For Arnold Holdings Limited**

SD/-  
**Raji Jaikumar Panicker**  
**Company Secretary & Compliance Officer**

**ELECTRONIC VOTING PARTICULAR  
(For Paid-Up Equity Shares)**

EVSN (EVOTING SEQUENCE NUMBER)
<b>240830067</b>

E-Voting shall start on Friday, 27<sup>th</sup> day of September, 2024 (9.00 a.m.) and will be open till Sunday, 29<sup>th</sup> day of September, 2024 till the close of working hours (i.e.5.00 p.m.)

**Note: Please read the instructions carefully before exercising your vote.**