

ARNOLD HOLDINGS LIMITED

CIN: L65993MH1981PLC282783

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

Website: www.arnoldholding.in, E mail: arnoldholding9@gmail.com, Ph.: 022-2016640



NOTICE OF 38th ANNUAL GENERAL MEETING

Notice is hereby given of the 38th Annual General Meeting of the members of **Arnold Holdings Limited** will be held on Monday, the 28th day of September, 2020 at B 208, Ramji House, 30 Jambulwadi, JSS Road, Mumbai-400002, Maharashtra at 10:30 A.M. 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 31st March, 2020, together with the Reports of the Board of Directors and Auditors' thereon.

"RESOLVED THAT the Audited Balance Sheet and Profit and loss account for the year ended 31st March, 2020 along with the Director's Report, be and are hereby considered, Adopted and Approved"

2. To appoint a Director in place of Mr. Mahendraprasad Mallawat Nathmal, Whole Time Director (DIN: 00720282), 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. Mahendraprasad Mallawat Nathmal, Whole Time Director (DIN: 00720282), 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 Mr. Santkumar Goyal (DIN: 02052831) as the Whole Time Director 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 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 Mr. Santkumar Goyal (DIN: 02052831), as the Whole time Director of the Company, for a period of 5 (Five) years commencing from 28th September 2020 to 27th September 2025, 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 to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Shri Santkumar Goyal during his 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 Shri Santkumar Goyal as WTD of the Company, the Company has no profits or its profits are inadequate, Shri Santkumar Goyal will be paid, then current remuneration (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration.

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.”

4. Appointment of Mr. Murari Mallawat (DIN: 08809840) as the Whole Time Director 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** 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 Mr. Murari Mallawat (DIN: 08809840), as the Whole time Director of the Company, for a period of 5 (Five) years commencing from 28th September 2020 to 27th September 2025, 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 to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Shri Murari Mallawat during his 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 Shri Murari Mallawat as WTD of the Company, the Company has no profits or its profits are inadequate, Shri Santkumar Mallawat will be paid, then current remuneration (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration.

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. Appointment of Mr. Sushil Mahendrakumar Jhunjunwala (DIN: 08679362) as a Non-Executive Independent Director 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 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, Mr. Sushil Mahendrakumar Jhunjunwala (DIN:08679362), who was appointed as an Additional Director (Independent) of the Company with effect from February13, 2020 and is recommended by Nomination and Remuneration Committee and Board of Directors for appointment as

Director, be and is hereby appointed as an Independent Director of the company who has submitted a declaration that he 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 February 13, 2020 to February 12, 2025, and whose office shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Appointment of Mrs. Munni Devi Jain (DIN: 08194500) as a Non-Executive Independent Director 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 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, Mrs. Munni Devi Jain (DIN:08194500), who was appointed as an Additional Director (Independent) of the Company with effect from July30, 2020 and is recommended by Nomination and Remuneration Committee and Board of Directors for appointment as 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 30, 2020 to July 29, 2025, and whose office shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Reclassification of persons/entities forming part of the 'Promoter & Promoter Group Category' to 'Public Category'

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

“**RESOLVED THAT** in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons/entities (hereinafter individually and jointly referred to as the 'applicants') forming part of the Promoter and Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category'.

Name of the Shareholder	No. of Shares Held	% of the Paid up Capital
HARSHAD ACHALESHWAR KELA	4,02,000	1.34%
RAMA HARSHAD KELA	1,50,000	0.50%
BHAGWANKISHOR CHAGANALAL KELA	30	0.00%
KAMLADEVI CHAGANLAL KELA	30	0.00%
NIDHI PANKAJ KELA	30	0.00%
PANKAJ BHAGWANKISHOR KELA	30	0.00%
PREMADEVI BHAGWANKISHOR KELA	30	0.00%
Total	5,52,150	1.84%

RESOLVED FURTHER THAT that the above shareholders had specifically mentioned in their respective requests that they are satisfying all the conditions specified in sub clause (i) to (vii) of clause (b) of sub-regulation 3 of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

RESOLVED FURTHER THAT on approval of the SEBI Board/ Stock Exchanges upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or the Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the SEBI Board, Stock Exchanges wherein the securities of the company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.

Place: Mumbai
Date: 22/08/2020

By order of the Board
For Arnold Holdings Limited

SD/-
Santwana Todi
Company Secretary & Compliance Officer

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING (ON OR BEFORE 26TH SEPTEMBER, 2020, 10:30 A.M. IST). A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM FOR THE AGM IS ENCLOSED.
2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Karta in case of HUF, partners/proprietors in case of firm attending and voting should affix the respective stamp of HUF or firm on the attendance sheet, Ballot paper or Proxy form.
4. 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 (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
5. Members/Proxy holders/ Authorized representatives are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
6. Members are requested to quote Folio/DPID number in all their correspondences.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts & arrangements in which director are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from 22nd September, 2020 to 28th September, 2020 (both days inclusive).
10. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participant(s).
11. Equity shares of the Company are under compulsory Demat trading by all Investors.
12. Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of this Meeting and the Annual Reports will be sent via email to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants. Those Members who have not yet registered their email address are

requested to get their email addresses registered with the Company/ Depository Participant(s).

13. Members may also note that the Notice of the 38thAGM and the Annual Report 2019-20 will be available on Company's website www.arnoldholdings.in.
14. 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.
15. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.
16. 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 there under.
17. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 21stSeptember, 2020.
18. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent land mark near the venue is Metro Cinema, Mumbai.
19. **Information and other instructions relating to e-voting are as under:**
 - I. Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by CDSL. The facility available for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
 - 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 'polling paper'.
 - 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 Kejriwal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, 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 21, 2020.
 - VI. A person, whose name is recorded in the register of members as on the cut-off date, i.e. September 21, 2020 only shall be entitled to avail the facility of remote e-voting / voting.
 - VII. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 48 hours 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 Exchanges.
 - VIII. 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 28, 2020.
 - IX. **Instructions to Members for e-voting are as under:**
 - (i) The remote e-voting period commences on 25th September, 2020 at (9:00 am IST) and ends on 27th September, 2020 at (5:00 pm IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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"> • 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. ARNOLD HOLDINGS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the Changed 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 022- 23058738 / 022-23058542/43.

General Guidelines for shareholders:

- i. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbksurat@gmail.com
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evotingindia.com to reset the password.

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 voting at the AGM through ballot paper.

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, by use of ballot paper 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 48 hours 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: 22.08.2020

By order of the Board
For Arnold Holdings Limited

SD/-

Santwana Todi
Company Secretary & Compliance Officer

ROUTE MAP TO THE VENUE OF THE 38TH ANNUAL GENERAL MEETING OF THE COMPANY



ANNEXURE TO THE NOTICE

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

ITEM NO. 3:

The members of the Company had appointed Mr. Santkumar Goyal as the Additional Executive Director of the Company w.e.f. 30th July, 2020.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, recommends to appoint Mr. Santkumar Goyal as the Whole-time Director, for a period of five years w.e.f. 28th September, 2020 to 27th September, 2025.

Mr. Santkumar Goyal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director of the Company. Mr. Santkumar Goyal 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 Mr. Santkumar Goyal 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, Mr. Santkumar Goyal 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.3 is annexed hereto as **Annexure-A**.

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

The Board commends item no. 3 for consideration and approval of the shareholders.

ITEM NO. 4:

The members of the Company had appointed Mr. Murari Mallawat as the Additional Executive Director of the Company w.e.f. 22nd August, 2020.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, recommends to appoint Mr. Murari Mallawat as the Whole-time Director, for a period of five years w.e.f. 28th September, 2020 to 27th September, 2025.

Mr. Murari Mallawat is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director of the Company. Mr. Murari Mallawat 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 Mr. Murari Mallawat 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, Mr. Murari Mallawat 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**.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Murari Mallawat is the nephew of Mr. Mahendra Mallawat as set out at Item No. 4 of the Notice.

The Board commends item no. 4 for consideration and approval of the shareholders.

ITEM NO. 5:

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 proposed that Mr. Sushil Mahendrakumar Jhunjunwala be appointed as an Additional Independent Director in the meeting of Board of Directors held on 13th February, 2020.

On the recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, The Board of Directors has appointed his as a Non-Executive Independent Director for the term of five years starting from 13thFebruary. 2020 subject to the members approval in ensuing general meeting and he is not liable to retire by rotation.

Mr. Sushil Mahendrakumar Jhunjunwala is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Sushil Mahendrakumar Jhunjunwala that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Sushil Mahendrakumar Jhunjunwala fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mr. Sushil Mahendrakumar Jhunjunwala is independent of the management and possesses appropriate skills, experience and knowledge. Copy of draft letter of appointment of Mr. Sushil Mahendrakumar Jhunjunwala setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends item no. 5 for consideration and approval of the shareholders

ITEM NO. 6:

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 proposed that Mrs. Munni Devi Jain be appointed as an Independent Director in the meeting of Board of Directors held on 30th July, 2020.

On the recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, The Board of Directors has appointed her as a Non-Executive Independent Director for the term of five years starting from 30th July, 2020 subject to the members approval in ensuing general meeting and she is not liable to retire by rotation

Mrs. Munni Devi Jain 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 a declaration from Mrs. Munni Devi Jain that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mrs. Munni Devi Jain fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mrs. Munni Devi Jain is independent of the management and possesses appropriate skills, experience and knowledge. Copy of draft letter of appointment of Mrs. Munni Devi Jain setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends item no. 6 for consideration and approval of the shareholders

ITEM NO. 7:

Regulation 31 A of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 (hereinafter referred to "Listing Regulations, 2015", has provided a regulatory mechanism for re-classification of Promoters as Public shareholders subject to fulfilment of conditions as provided therein.

In this regard, the Company received applications from the following promoter group person/entities pursuant to Regulations, 31 A of the Listing Regulations, 2015 re-classifying them under the Public Category since their names have been included as a part of the Promoter and promoter group.

Name of the Shareholder	No. of Shares Held	% of the Paid up Capital
HARSHAD ACHALESHWAR KELA	4,02,000	1.34%
RAMA HARSHAD KELA	1,50,000	0.50%
BHAGWANKISHOR CHAGANALAL KELA	30	0.00%
KAMLADEVI CHAGANLAL KELA	30	0.00%
NIDHI PANKAJ KELA	30	0.00%
PANKAJ BHAGWANKISHOR KELA	30	0.00%
PREMADEVI BHAGWANKISHOR KELA	30	0.00%
Total	5,52,150	1.84%

The aforesaid shareholders are independent and is not connected, directly or indirectly whatsoever with any activity of the Company. Further the other persons/corporate in the Promoter Group of the Company do not have any control over the affairs and decision making process of these above referred shareholders.

The above referred shareholders do not directly or indirectly exercise control, over the affairs of the Company. They hold less than 10% holding in the company. They are also not holding any post on board as well as Key Managerial Personnel in the Company. They also do not have any special rights through formal or informal; arrangements with the company or Promoters or any person/corporate in the Promoter Group. Also the Promoters have no interest in the profession/ business being carried on by these Applicants. Also they are not willful defaulters as per RBI and fugitive economic offender.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31 A of the Listing Regulations, 2015 the Board of Directors of the Company at their meeting held on 20th June, 2020 have approved the applications for reclassification received by the Company as above from Promoter and Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchange based on declaration received from the aforesaid persons/entities.

None of the concerned persons/entities, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on the date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends item no. 7 for consideration and approval of the shareholders.

Place: Mumbai
Date: 22.08.2020

By order of the Board
For Arnold Holdings Limited

SD/-
Santwana Todi
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**

Particulars	Mahendraprasad Mallawat Nathmal	Santkumar Goyal	Murari Mallawat	Sushil Mahendrakumar Jhunhunwala	Munni Devi Jain
DIN No.	00720282	02052831	08809840	08679362	08194500
Date of Birth	15/11/1957	02/10/1968	18/06/1991	07/03/1979	04/01/1963
Qualification	B.Com	B.Com	B.Com	B.com	Ph.D.
Expertise in specific functional areas	He has a 40 Years of experience in the Financial and Equity trading Market.	He is graduated from Ajmer University, Rajasthan. He is very vast Knowledge and Experience since 1988 in Various industries like Textile, cement, Steel, NBFC, Medical Devices, Retail Industry.	He is Graduated from MDS University, Rajasthan. He is passed CA Enter and Final 1 Group also. He has wide knowledge of Direct and Indirect Taxation and experience of 4 years in this field.	He has a wide knowledge of Securities Market, Finance and Taxation for more than 10 years.	She has 13 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.
Terms and Conditions of Appointment /Reappointment	As per the resolutions at Item No 2 of the Notice Convening this meeting, Mahendraprasad Mallawat Nathmal is liable to retire by rotation at the meeting and eligible for re-appointment.	As per the resolution at Item No. 3 of the Notice convening this meeting read with explanatory Statement, Santkumar Goyal is proposed to be appointed as Whole-time Director of the Company.	As per the resolution at Item No. 4 of the Notice convening this meeting read with explanatory Statement, Murari Mallawat is proposed to be appointed as Whole-time Director of the Company.	As per the resolutions at Item No 5 of the Notice Convening this meeting, explanatory Statement, Sushil Mahendrakumar Jhunhunwala is proposed to appoint as Non-Executive Independent Director of the Company.	As per the resolutions at Item No 6 of the Notice Convening this meeting, explanatory Statement, Munni Devi Jain is proposed to appoint as Non-Executive Independent Director of the Company.
Remuneration last drawn	6,28,400 P.A	NIL	NIL	NIL	NIL
Remuneration proposed	8,00,000 P.A	6,00,000 P.A.	1,80,000 P.A.	NIL	NIL
No. of Shares Held	30000	0	0	0	600
Date of First Appointment	23/11/2010	30/07/2020	22/08/2020	13/02/2020	30/07/2020

Relationship with Directors/Key managerial Personnel	Mr. Murari Mallawat is nephew of the Mr. Mahendraprasad Mallawat Whole Time director of the Company.	No relation with other Directors	Mr. Murari Mallawat is nephew of the Mr. Mahendraprasad Mallawat Whole Time director of the Company.	No relation with Other Directors	No relation with Other Directors
List of other Companies in which directorship is held	NIL	NIL	NIL	NIL	NIL
Chairman / Member of the Committee of other Company	NIL	NIL	NIL	NIL	NIL
No. of Meetings of the Board Attended during the year	8	NIL	NIL	2	NIL

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

Place: Mumbai
Date: 22.08.2020

By order of the Board
For Arnold Holdings Limited

SD/-
Santwana Todi
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. 3 & 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 <p style="text-align: right;">In Lakh</p>	
		Particulars	Financial Year 2019-20
		Paid up Capital	3007.50
		Reserves excluding Revaluation Reserves	2332.51
		Total Income	2413.85
		Total Expenses	2201.38
		Profit before Tax	212.47
		Exceptional Item	0.00
		Tax Expenses	55.93
		Profit after Tax	156.53
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	Mr. Santkumar Goyal	Mr. Murari Mallawat
1.	Background details	As Per Annexure above	As Per Annexure above
2.	Past remuneration	NIL	NIL
3.	Recognition or awards	NIL	NIL
4.	Job profile and his suitability	As Per Annexure above	As Per Annexure above
5.	Remuneration proposed	As Per Annexure above	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	Mr. Murari Mallawat is nephew of the Mr. Mahendraprasad Mallawat Whole Time director of the Company.	
III	Other Information		
1.	Reasons of loss or inadequate profits	The company is engaged in the business of providing loans and due to pandemic COVID 19, 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	The Company takes various steps on a regular basis such as cost	

	taken for improvement	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: 22.08.2020

By order of the Board
For Arnold Holdings Limited

SD/-
Santwana Todi
Company Secretary & Compliance Officer

ARNOLD HOLDINGS LIMITED

CIN: L65993MH1981PLC282783

Regd Off: B 208, Ramji House, 30 Jambulwadi, JSS Road, Mumbai-400002

Website: www.arnoldholding.in, E mail: arnoldholding9@gmail.com, Ph.: 022-2016640



ATTENDANCE SLIP

Name of the member(s):	
Registered Address:	

Folio No		*DP ID	
No. of Shares		*Client ID	

* Applicable to holders holding shares in Demat/electronic form

I hereby record my attendance at the 38thAnnual General Meeting of the Company held on Monday, the 28thday of September, 2020at the registered office of the company situated at B 208, Ramji House, 30 Jambulwadi, JSS Road, Mumbai-400002, Maharashtra at 10:30 A.M.

Shareholders Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
2. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.
3. Members are requested to bring their copy of the Annual Report and this Attendance Slip at the Annual General Meeting of the Company.

ARNOLD HOLDINGS LIMITED

CIN: L65993MH1981PLC282783

Regd Off: B 208, Ramji House, 30 Jambulwadi, JSS Road, Mumbai-400002

Website: www.arnoldholding.in, E mail: arnoldholding9@gmail.com, Ph.: 022-2016640



Form MGT-11

PROXY FORM

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

Name of the member(s):	
Registered Address:	
E-mail ID:	
Folio No/ *Client ID:	
*DP ID:	

*Applicable for holders holding shares in demat/ electronic mode

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

1. Name:.....Address:.....

.....

E-mail ID:Signature: **Or failing him**

2. Name:.....Address:.....

.....

E-mail ID:Signature: **Or failing him**

3. Name:.....Address:.....

.....

E-mail ID:Signature:

As my/our proxy to attend and vote (on a poll) for me/ us and my/our behalf at the 38th Annual General Meeting of the Company, to be held on Monday, the 28th day of September, 2020 at the registered office of the company situated at B 208, Ramji House, 30 Jambulwadi, JSS Road, Mumbai-400002, Maharashtra at 10:30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Ordinary Resolution	For	Against
1	Adoption of Annual Accounts, Auditor's & Director's Report.		
2	Re-appointment of Mr. Mahendraprasad Mallawat Nathmal (DIN: 00720282), Whole Time Director Who retires by rotation and being eligible, offers himself for re-appointment.		
3	Appointment of Mr. Santkumar Goyal (DIN: 02052831) as the Whole Time Director of the Company		
4	Appointment of Mr. Murari Mallawat (DIN: 08809840) as the Whole Time Director of the Company.		
5	Appointment of Mr. Sushil Mahendrakumar Jhunjhunwala (DIN: 08679362) as a Non-Executive Independent Director of the Company		
6	Appointment of Mrs. Munni Devi Jain (DIN: 08194500) as a Non-Executive Independent Director of the Company		
7	Reclassification of persons/entities forming part of the 'Promoter & Promoter Group Category' to 'Public Category'		

Signed this _____ day of _____ 2020.

Signature of Shareholder

Affix Re. 1
Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BALLOT FORM

1. Name(s) of Member(s) :
(Including joint holders, if any)
2. Registered address of the :
Sole/first named Member
3. Registered folio No./ :
DP ID No. /Client ID No.*
(*Applicable to investors holding
Shares in dematerialized form)
4. Number of Shares held :
5. I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice and Explanatory Statement annexed thereto by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (V) mark at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of shares	I/We Assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)	(ABSTAIN)
1	Adoption of Annual Accounts, Auditor's & Director's Report	Ordinary				
2	Re-appointment of Mr. Mahendraprasad Mallawat Nathmal (DIN: 00720282), Whole Time Director Who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary				
3	Appointment of Mr. Santkumar Goyal (DIN: 02052831) as the Whole Time Director of the Company	Special				
4	Appointment of Mr. Murari Mallawat (DIN: 08809840) as the Whole Time Director of the Company.	Special				
5	Appointment of Mr. Sushil Mahendrakumar Jhunjhunwala (DIN: 08679362) as a Non-Executive Independent Director of the Company	Ordinary				
6	Appointment of Mrs. Munni Devi Jain (DIN: 08194500) as a Non-Executive Independent Director of the Company	Ordinary				
7	Reclassification of persons/entities forming part of the 'Promoter & Promoter Group Category' to 'Public Category'	Ordinary				

Place:

Date:

(Member)

ELECTRONIC VOTING PARTICULAR

EVSN (E VOTING SEQUENCE NUMBER)

200827012

E-Voting shall remain start on Friday, 25th day of September, 2020 (9.00 a.m.) and will be open till Sunday, 27th day of September, 2020 till the close of working hours (i.e. 5.00 p.m.).

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