



RANJIT KEJRIWAL

Company Secretaries & Registered Valuer (SFA)

**Secretarial compliance report of M/s Arnold Holdings Limited
For the year ended 31.03.2024**

To
The Board of Directors
Arnold Holdings Limited
CIN: L65993MH1981PLC282783
B 208, Ramji House,
30 Jambulwadi, JSS Road
Mumbai - 400002

Auditor's Responsibility:

Our responsibility is to express an opinion on compliance of these acts, rules, regulations and circulars and maintenance of records based on our audit. We conducted our audit in accordance with the Auditing Standards issued by the Institute of Company Secretaries of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about compliance of acts, rules, regulations and circulars and maintenance of records.

We further state that due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with standards.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

I, CS Ranjit Binod Kejriwal have examined the records of M/s Arnold Holdings Limited ("the Company") which comprises:

- All the documents and records made available to us and explanation provided by the Company
- The fillings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/filing, as maybe relevant, which has been relied upon to make this certification.

For the Financial year ended 31.03.2024("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956("SCRA"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI"):

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;



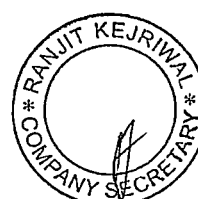
1, Aastha, Hira Modi Sheri, Ring Road, Surat-395 002. | 0261-2331123 | rbksurat@gmail.com
202, Balaji Business Centre, Subhash Road, Vile Parle (E), Mumbai-400 057. | 022-49737235 | csrbkmumbai@gmail.com

**ADVISORY | AUDIT | TAX | GST | CORPORATE LAWS | IPO | LOAN | RESTRUCTURING | VALUATION |
NCLT | INSOLVENCY | COST ACCOUNTING | BUSINESS MANAGEMENT**

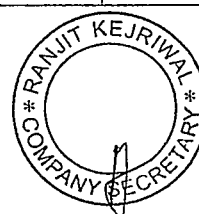
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**(Not applicable to the company during the review period)**
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the company during the review period)**
- (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021;**(Not applicable to the company during the review period)**
- (g) SEBI (Prohibition of Insider Trading) Regulations, 2015and circulars/guidelines issued thereunder;

And based on the above examination, I /we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observation/Remarks by PCS |
|---------|---|-------------------------------|----------------------------|
| 1. | <u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) | Yes | |
| 2. | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. | Yes Yes | |
| 3. | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant documents/section of the website. | Yes Yes Yes | |



| | | | |
|----|---|---------------|--|
| 4. | <u>Disqualification of Director:</u> None of the director of the company are disqualified under Section 164 of Companies Act 2013. | Yes | |
| 5. | <u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries | NA NA | The listed company has no subsidiary. |
| 6. | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | |
| 7. | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | Yes | |
| 8. | <u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee. | Yes NA | The listed entity has obtained prior approval of Audit Committee for all Related party translations. |
| 9. | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure (s) under Regulation 30 along with Schedule III of SEBI LODR Regulations 2015 within the time limits prescribed thereunder. | Yes | |



| | | | |
|-----|---|-----|---|
| 10. | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulation 2015. | Yes | On the basis of quarterly compliance certificate issued by the Company Secretary all the entries are updated in the software. |
| 11 | <u>Actions taken by SEBI or Stock Exchange(s) if any:</u> No actions taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder. | Yes | |
| 12. | <u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | Yes | There are no additional non compliances except those which are mentioned below in the table. |

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

| | |
|--|---|
| Sr. No. | 1 |
| Compliance Requirement (Regulations/ circular/guidelines Including specific clause | Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| Regulations/ Circular No. | Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| Deviations | Number of Independent Directors present in the SRC and NRC Committee Meeting were wrongly mentioned in the Report filed on 21/04/2024 |
| Action Taken by | - |
| Type of Action | - |
| Details of Violation | Number of Independent Directors present in the SRC Committee Meeting has been wrongly mentioned as 3 instead of 2 in the meeting held on 13/03/2024 and Number of Independent Directors present in the NRC Committee Meeting has been wrongly mentioned as 1 instead of 3 in the meeting held on 13/02/2024 |
| Fine Amount | - |
| Observations/Remarks of the Practicing Company Secretary | Number of Independent Directors present in the SRC Committee Meeting has been wrongly mentioned as 3 instead of 2 in the meeting held on 13/03/2024 and Number of Independent Directors present in the NRC Committee Meeting has been wrongly mentioned as 1 instead of 3 in the meeting held on 13/02/2024 |

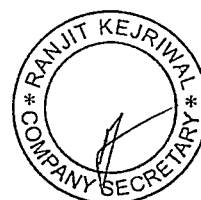


| | |
|---------------------|---|
| Management Response | Due to typographical mistake in entering the number of Independent Directors present in the SRC Committee Meeting held on 13/03/2024 and NRC committee Meeting held on 13/02/2024, the Company has again revised and filed the Corporate Governance Report for the Financial Year ended on 31/03/2024 on 22/04/2024 |
| Remarks | - |

| | |
|--|--|
| Sr. No. | 2 |
| Compliance Requirement (Regulations/ circular/guidelines Including specific clause | Regulation 98 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| Regulations/ Circular No. | Regulation 98 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| Deviations | The company is suspended on Calcutta Stock Exchange |
| Action Taken by | - |
| Type of Action | - |
| Details of Violation | - |
| Fine Amount | - |
| Observations/Remarks of the Practicing Company Secretary | The company is suspended on Calcutta Stock Exchange for non-filing of documents but is regularly filing its document on BSE. |
| Management Response | The Management is planning for revocation of suspension from Calcutta Stock Exchange till then the Company is filling its update on BSE. |
| Remarks | - |

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| | |
|---|---|
| Sr. No. | 1 |
| Compliance Requirement (Regulations/ circular/guidelines Including specific clause | Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| Regulations/ Circular No. | 27(2) |
| Deviations | The Figures of Related Party Transactions were mentioned in Lakhs and not in Actual Figures |
| Action Taken by | - |
| Type of Action | - |
| Details of Violation | - |
| Fine Amount | - |
| Observations/Remarks of the Practicing Company Secretary | The Company has filed the revised Corporate Governance for the Quarter and Year Ended 31 st March, 2022 on 21 st July, 2022 |
| Observations made in the secretarial compliance report for the year ended.(the years are to be mentioned) | For the year ended 31-03-2023 |
| Comments of the practicing company secretary on the actions taken by the listed entity. | The Company filed revised Corporate Governance for the Quarter and Year Ended 31 st March, 2022 on 21 st July, 2022 by mentioning Actual Figures. |
| Remedial actions, if any, taken by the listed entity | The Management on became aware of filing the figures in actual rupees, filed the revised corporate governance report for the Quarter and Year Ended 31 st March, 2022 on 21 st July, 2022 |



| | |
|---------------------|---|
| Management Response | The Management was not aware of filing the figures in actual rupees so they had filed the amount in Lakhs unintentionally but on receipt of E-mail from BSE they had filed revised Corporate Governance |
| Remarks | - |

| | |
|---|---|
| Sr. No. | 2 |
| Compliance Requirement (Regulations/ circular/guidelines Including specific clause) | Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| Regulations/ Circular No. | 33 |
| Deviations | Delay Filing in Financial for the Quarter ended June 2022 |
| Action Taken by | - |
| Type of Action | - |
| Details of Violation | - |
| Fine Amount | - |
| Observations/Remarks of the Practicing Company Secretary | The Company has made delay in filing of Financial Result for the Quarter ended June, 2022 by 7 Minutes |
| Observations made in the secretarial compliance report for the year ended.(the years are to be mentioned) | For the year ended 31-03-2023 |
| Comments of the practicing company secretary on the actions taken by the listed entity. | As soon as the Technical error solved, company filed the Financial Results for the Quarter ended on June, 2022 which was delayed by 7 Minutes |
| Remedial actions, if any, taken by the listed entity | - |
| Management Response | Due to certain technical error, we could not file the financials on time. |
| Remarks | - |

| | |
|---|---|
| Sr. No. | 3 |
| Compliance Requirement (Regulations/ circular/guidelines Including specific clause) | Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| Regulations/ Circular No. | 30 |
| Deviations | Delay filing in Outcome of Board meeting held on 29/04/2022 |
| Action Taken by | - |
| Type of Action | - |
| Details of Violation | - |
| Fine Amount | - |
| Observations/Remarks of the Practicing Company Secretary | Outcome of Board Meeting held on 29/04/2022 was filed delayed by 2 hours 48 minutes |
| Observations made in the secretarial compliance report for the year ended.(the years are to be mentioned) | For the year ended 31-03-2023 |
| Comments of the practicing company secretary on the actions taken by the listed entity. | The Company Filed the Outcome of Board Meeting on internet got re-connected |
| Remedial actions, if any, taken by the listed entity | - |
| Management Response | The delay in the filing the outcome was due to internet outage at the |



| | |
|---------|--------------------|
| | registered office. |
| Remarks | - |

| | |
|---|--|
| Sr. No. | 4 |
| Compliance Requirement (Regulations/ circular/guidelines Including specific clause) | Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| Regulations/ Circular No. | 30 |
| Deviations | Revised outcome of Board meeting held on 26/08/2022 for mentioning the wrong time of Start time of Meeting |
| Action Taken by | - |
| Type of Action | - |
| Details of Violation | - |
| Fine Amount | - |
| Observations/Remarks of the Practicing Company Secretary | Revised Outcome of Board Meeting held on 26/08/2022 delay was filled as start time was written wrong. |
| Observations made in the secretarial compliance report for the year ended.(the years are to be mentioned) | For the year ended 31-03-2023 |
| Comments of the practicing company secretary on the actions taken by the listed entity. | The Company rectified the Typographical Error and filed the Revised outcome of the Board Meeting. |
| Remedial actions, if any, taken by the listed entity | - |
| Management Response | Due to typographical mistake in entering the start time of the Board Meeting the revised outcome was filled. |
| Remarks | - |

| | |
|---|--|
| Sr. No. | 5 |
| Compliance Requirement (Regulations/ circular/guidelines Including specific clause) | Regulation 98 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| Regulations/ Circular No. | 98 |
| Deviations | The company is suspended on Calcutta Stock Exchange |
| Action Taken by | - |
| Type of Action | - |
| Details of Violation | - |
| Fine Amount | - |
| Observations/Remarks of the Practicing Company Secretary | The company is suspended on Calcutta Stock Exchange for non-filing of documents but is regularly filing its document on BSE. |
| Observations made in the secretarial compliance report for the year ended.(the years are to be mentioned) | For the year ended 31-03-2023 |
| Comments of the practicing company secretary on the actions taken by the listed entity. | The Company has not applied for revocation of suspension from CSE yet. |
| Remedial actions, if any, taken by the listed entity | - |



| | |
|---------------------|--|
| Management Response | The Management is planning for revocation of suspension from Calcutta Stock Exchange till then the Company is filling its update on BSE. |
| Remarks | The Company has not applied for revocation of suspension from CSE yet. |

(c) During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred. The Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|---|-------------------------------|---|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or | NA | As there is no resignation of Auditor, these clauses are not applicable |
| | ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or | NA | |
| | iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. | NA | |
| 2. | Other conditions relating to resignation of statutory auditor | | |
| | i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee | NA | There is no subsidiary company. |



| | | | |
|--|---|-------------------------------|--|
| | <p>shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of Information</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | <p>NA</p> <p>NA</p> <p>NA</p> | <p>There is no subsidiary company.</p> <p>None</p> <p>None</p> |
|--|---|-------------------------------|--|



| | | | |
|----|--|----|------|
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019. | NA | None |
|----|--|----|------|

Place: Surat
Date: 28/05/2024



Signature: *Ranjit Kejriwal*
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: F006116F000475673
PR: 12004GJ424500

This report is to be read with our letter dated 28th May, 2024 which is annexed and forms an integral part of this report.

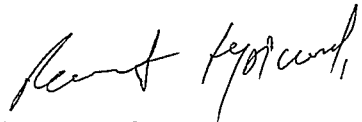
To,
The Board of Directors
Arnold Holdings Limited
CIN: L65993MH1981PLC282783
B 208, Ramji House,
30 Jambulwadi, JSS Road
Mumbai - 400002

Our report dated 28.05.2024 is to be read along with this letter:

1. Compliance with the provisions of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and the SEBI regulations and Circulars is the responsibility of the management of the Company. My responsibility is to express an opinion on these compliances based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the compliance of SEBI LODR, SEBI regulations and SEBI Circulars. The verification was done on test basis to ensure that correct facts are reflected in the compliance records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of SEBI LODR and other SEBI regulations on test basis.
6. The Annual Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Surat
Date: 28/05/2024



Signature: 
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: F006116F000475673
PR: 12004GJ424500