



ARNOLD HOLDINGS LTD.

(Non-Banking Finance Company)

CIN No. L65993MH1981PLC282783

Date: 30th May, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Scrip ID/Code : ARNOLD/537069
Subject : Annual Secretarial Compliance Report of Arnold Holdings Limited for the Financial Year ended 31st March, 2023.
Ref. : Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019

Dear Sir/Madam,

As per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023 issued by the Secretarial Auditor of the Company, Mr. Ranjit Binod Kejriwal, Practicing Company Secretary.

You are requested to kindly take the above information on record.

Thanking You,

Yours Faithfully,

For Arnold Holdings Limited

**Raji Jaikumar
Panicker**

Digitally signed by Raji Jaikumar Panicker
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o=ARNOLD HOLDINGS LIMITED, email=rajip@arnold.com,
email=rajip@arnold.com, c=IN,
serialNumber=0511040406405883319854438a0e1,
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Date: 2023.05.30 15:05:02 +05'30'

Raji Jaikumar Panicker
Company Secretary & Compliance Officer

Encl: as above



RANJIT KEJRIWAL

Company Secretaries & Registered Valuer (SFA)

**Secretarial compliance report of M/s ARNOLD HOLDINGS LIMITED
For the year ended 31.03.2023**

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.

An audit 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 have examined the records of M/s Arnold Holdings Limited ("the Company") which comprises:

- (a) All the documents and records made available to us and explanation provided by M/s Arnold Holdings Limited
- (b) The fillings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as maybe relevant, which has been relied upon to make this certification.

For the year ended 31.03.2023("Review Period") in respect of compliance with the provisions of:

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



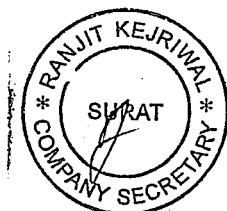
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The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:-

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**the regulation is not applicable during the Financial Year 2022-23;**
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **the regulation is not applicable during the Financial Year 2022-23;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021; **the regulation is not applicable during the Financial Year 2022-23;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **the regulation is not applicable during the Financial Year 2022-23;**
- (g) SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2021; **the regulation is not applicable during the Financial Year 2022-23;**
- (h) SEBI (Prohibition of Insider Trading) Regulations, 2015and circulars/guidelines issued there under;
and Circulars/ guidelines issue there under;

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.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section118(10) of the Companies Act, 2013 and mandatorily applicable</p>	Yes	
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <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	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/information under a 		



	<p>separate section on the website.</p> <ul style="list-style-type: none"> 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	
4.	<p><u>Disqualification of Director:</u></p> <p>None of the director of the company are disqualified under Section 164 of Companies Act 2013.</p>	Yes	
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	The Company doesn't have any Subsidiary Company.
6.	<p><u>Preservation of Documents:</u></p> <p>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.</p>	Yes	
7.	<p><u>Performance Evaluation:</u></p> <p>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</p>	Yes	
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(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.</p>	Yes NA	All the related party transactions are done with prior approval only.



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 there under.	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	During the period under review, the company had installed new software and had transferred all the old entries to new software. 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 there under.	Yes	
12.	<u>Additional Non Compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	There are no additional non compliances except those which are mentioned below in the table.



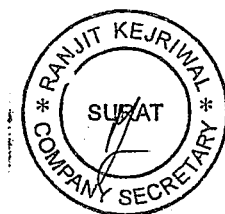
(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken By	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc)	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
I	Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	27(2)	The figures of Related Party Transactions were mentioned in Lakhs and not in Actual Figures	NIL	NIL	NIL	NIL	The Company has filed the revised Corporate Governance for the Quarter and Year Ended 31 st March, 2022 on 21st July, 2022.	The management was not aware of filling 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.	
2	Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	33	Delay filing in Financials for the Quarter ended June 2022	NIL	NIL	NIL	NIL	The Company has made delay in filing Financial Result for the Quarter ended	Due to certain technical error we could not file the financials on time.	



								June, 2022 by 7 Minutes.		
3	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	30	Delay filing in Outcome of Board meeting held on 29/04/2022	NIL	NIL	NIL	NIL	Outcome of Board Meeting held on 29/04/2022 was filed delayed by 2 hours 48 minutes.	The delay in filing the outcome was due to internet outage at the registered office.	
4	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	30	Revised outcome of Board meeting held on 26/08/2022 for mentioning the wrong time of Start time of Meeting	NIL	NIL	NIL	NIL	Revised Outcome of Board Meeting held on 26/08/2022 was filled as start time was written wrong.	Due to typographical mistake in entering the start time of the Board meeting the revised outcome was filed.	
5	Regulation 98 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	98	The company is suspended on Calcutta Stock Exchange	NIL	NIL	NIL	NIL	The company is suspended on Calcutta Stock Exchange for non-filing of documents but is regularly filing its document on BSE.	The management is planning for revocation of suspension from Calcutta Stock Exchange till then the company is filling its update on BSE.	

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



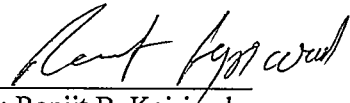
Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 98 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	98	The company is suspended on Calcutta Stock Exchange	No actions taken	NIL	NIL	NIL	The Company is in violation of Listing Agreement with CSE.	The management is planning for revocation of suspension from Calcutta Stock Exchange till then the company is filling its update on BSE.	The company has not applied for revocation of suspension from CSE yet.

I further report that –

- There was no event of appointment/ re-appointment/ resignation of Statutory Auditors of the Listed Entity during the review period and the Listed Entity has not modified the terms of appointment of its existing Auditor. In this regard, I report that the Listed Entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Place: Surat
Date: 29.05.2023



Signature: 
Name of PCS: Ranjit B. Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN:F006116E000414931
PR: 12004GJ24500

This report is to be read with our letter dated 29th May, 2023 which is annexed and forms an integral part of this report.



RANJIT KEJRIWAL

Company Secretaries & Registered Valuer (SFA)

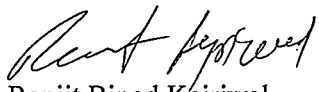
To
The Board of Directors
Arnold Holdings Limited
CIN: L65993MH1981PLC282783
B 208, Ramji House,
30 Jambulwadi, JSS Road
Mumbai - 400002

Our report dated 29.05.2023 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: 29.05.2023



Signature: 
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: F006116E000414931
PR: 12004GJ24500

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