ARNOLD HOLDINGS LTD.
(Non-Banking Finance Company)
CIN No. L65993MH1981PLC282783

Date: 30th May, 2025

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

Scrip ID/Code/ ISIN	: ARNOLD/537069/ INE185K01036
Subject	: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2025.
Ref.	: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

As per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; please find enclosed herewith the Annual Secretarial Compliance Report of Arnold holdings Limited ("the Company") for the Financial Year ended March 31, 2025 issued by the Mr. Ranjit Binod Kejriwal, Practicing Company Secretary, Secretarial Auditor of the Company.

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
Date: 2025.05.30 20:48:47 +05'30'

Raji Jaikumar Panicker
Company Secretary & Compliance Officer

Encl: as above

Secretarial Compliance Report of M/s Arnold Holdings Limited
For the year ended 31-03-2025

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

Auditor's Responsibility:

My responsibility is to express an opinion on compliance of these acts, rules, regulations and circulars and maintenance of records based on my audit. I conducted my audit in accordance with the Secretarial Auditing Standards issued by the Institute of Company Secretaries of India. Those Standards require that I 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.

I 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.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

I, CS Ranjit Binod Kejriwal 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 the Company
(b) The fillings/ submissions made by the listed entity to the stock exchanges,
(c) Website of the listed entity,
(d) Any other document/filling, as maybe relevant, which has been relied upon to make this certification.

For the Financial year ended **31-03-2025** ("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 thereunder; and
(b) 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: -

(a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(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; ; **(Not applicable to the company during the review period)**

2/906, 1, Aastha, Hira Modi Sheri, Sagrampura, Ring Road, Surat-395-002 | 261-2331123 | rbksurat@gmail.com
316, The Summit Business Park, WEH Metro Station, Sir M. V. Road, Andheri (E), Mumbai-400-093 | 022-49737235 | rk@rkejriwal.com

(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, 2015 and circulars/guidelines issued thereunder;

And based on the above examination, I, 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.	Secretarial Standards: 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 section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: • 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.	Maintenance and disclosures on Website: • 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.	Disqualification of Director: None of the director of the company are disqualified under Section 164 of Companies Act, 2013.	Yes	

5.	To examine details related to Subsidiaries of listed entities: (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.	Preservation of Documents: 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.	Performance Evaluation: 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.	Related Party Transactions: (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.	Disclosure of events or information: 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.	No	The company has made all disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder except two transactions which are reported below in Point (a), Sr. No. 1 and 2.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulation 2015.	Yes	Based on the quarterly compliance certificate received from the Compliance Officer all the entries are updated in the software

11	Actions taken by SEBI or Stock Exchange(s) if any: 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.	Additional non-compliances, if any: 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 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Regulations/ Circular No.	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Deviations	Revised filing of outcome of board meeting held on 30-05-2024.
Action Taken by	-
Type of Action	-
Details of Violation	Outcome of board meeting held on 30-05-2024 was revised as the company failed to attach resignation letter of Mr. Santkumar Goyal, Whole Time Director of the company. Thereafter, company filed revised outcome of board meeting held on 30-05-2024 with a delay 35 minutes approximately.
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	The company filed revised outcome of board meeting held on 30-05-2024 with a delay 35 minutes approximately.
Management Response	The company explained that outcome of board meeting held on 30-05-2024 was filed within 30 minutes of conclusion of meeting, but resignation letter of Mr. Santkumar Goyal, Whole Time Director of the company was not attached in that file. Thus, the revised outcome was filed along with the resignation letter on the same day on being aware.
Remarks	-

Sr. No.	2
Compliance Requirement (Regulations/circular/guidelines Including specific clause	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Regulations/ Circular No.	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Deviations	Delay in filing of audited financial results for the quarter and year ended 31-03-2024
Action Taken by	-
Type of Action	-
Details of Violation	The company filed audited financial results for the quarter and year ended 31-03-2024 with delay of 14 minutes approximately.
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	The company is required to file audited financial results for the quarter and year ended 31-03-2024 within 30 minutes of conclusion of board meeting approving the same. However, the same has been filed with delay of 14 minutes approximately.
Management Response	The company clarified that due to power cut the filing of audited financial results for the quarter and year ended 31-03-2024 was delayed.
Remarks	-

Sr. No.	3
Compliance Requirement (Regulations/circular/guidelines Including specific clause	Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders as framed under SEBI (Prohibition of Insider Trading) Regulations, 2015.
Regulations/ Circular No.	Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders as framed under SEBI (Prohibition of Insider Trading) Regulations, 2015.
Deviations	Purchase of company's shares when the trading window was closed.
Action Taken by	-
Type of Action	-
Details of Violation	Mr. Himanshu Pawan Mallawat (relative of promoter) has purchased company's shares on 08-10-2024 and 25-10-2024 when the trading window was closed.
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	The company's shares were purchased when the trading window was closed by Mr. Himanshu Pawan Mallawat (relative of promoter) resulting to violation of company's insider trading policy and SEBI (Prohibition of Insider Trading) Regulations, 2015.
Management Response	The trade was done without the knowledge of management. The management is taking steps to create awareness about the same and are in the process of taking action.
Remarks	-

Sr. No.	4
Compliance Requirement (Regulations/circular/guidelines Including specific clause	Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Regulations/ Circular No.	Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Deviations	The company has not mentioned the re-appointment date of Mr. Sushil Jhunjhunwala, Independent Director in the Integrated Governance report filed for quarter 4 – March 2025.
Action Taken by	-
Type of Action	-
Details of Violation	Mr. Sushil Jhunjhunwala was re-appointed for a second term as Independent Director of the company in the Annual General Meeting held on 30-09-2024. The second term was effective from 13-02-2025 and the date was not mentioned in the Integrated Governance report

	filed for quarter 4 – March 2025.
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	The company has not mentioned the re-appointment date of Mr. Sushil Jhunjhunwala, Independent Director in the Integrated Governance report filed for quarter 4 – March 2025 resulting to improper disclosures under Regulation 27 of SEBI LODR.
Management Response	Due to inadvertence, the date was left out from the Integrated Governance report filed for quarter 4 – March 2025.
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.	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 Limited.
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.

(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	Number of independent directors present in the Stakeholders Relationship Committee and Nomination & Remuneration 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 Stakeholders Relationship 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 Nomination & Remuneration 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 Stakeholders Relationship 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 Nomination & Remuneration

	Committee meeting has been wrongly mentioned as 1 instead of 3 in the meeting held on 13-02-2024.
Observations made in the secretarial compliance report for the year ended.(the years are to be mentioned)	For the year ended 31-03-2024
Comments of the practicing company secretary on the actions taken by the listed entity.	The company filed revised corporate governance report for the quarter ended 31-03-2024 on 22-04-2024 by mentioning correct number of independent directors present in Stakeholders Relationship Committee and Nomination & Remuneration Committee meeting.
Remedial actions, if any, taken by the listed entity	-
Management Response	Due to typographical mistake in entering the number of independent directors present in the Stakeholders Relationship Committee meeting held on 13-03-2024 and Nomination & Remuneration 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.	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 Limited.
Observations made in the secretarial compliance report for the year ended. (the years are to be mentioned)	For the year ended 31-03-2024
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 Limited.
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:		
	ii. 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 shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	There is no subsidiary company.
	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	NA	There is no subsidiary company.

	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. 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. iii. Disclaimer in case of non-receipt of Information 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.	NA NA	None None
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

I further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. – **Not Applicable**

RANJIT BINOD KEJRIWAL

Digitally signed by RANJIT BINOD KEJRIWAL
Date: 2025.05.30 17:56:13 +05'30'

Place: Surat
Date: 30/05/2025

Signature:
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: **F006116G000512523**
PR: I2004GJ424500

This report is to be read with our letter dated 30th May, 2025 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 30.05.2025 is to be read along with this letter:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

RANJIT BINOD KEJRIWAL
Digitally signed by RANJIT BINOD KEJRIWAL
Date: 2025.05.30 17:56:31 +05'30'

Place: Surat
Date: 30/05/2025

Signature:
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: **F006116G000512523**
PR: I2004GJ424500

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