

**38TH ANNUAL REPORT
OF
ARNOLD HOLDINGS LIMITED
2019-20**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Mahendraprasad Mallawat	- Whole Time Director & CEO
Mr. Santkumar Goyal	- Additional Executive Director
Mr. Murari Mallawat	- Additional Executive Director
Mr. Sopan Vishwanathrao Kshirsagar	- Non-Executive Independent Director
Mr. Sushil Kumar Jhunjunwala	- Additional Non-Executive Independent Director
Mrs. Munni Devi Jain	- Additional Non-Executive Independent Director

COMPANY SECRETARY& COMPLIANCE OFFICER

CS Santwana Todi

AUDIT COMMITTEE

Sopan Vishwanathrao Kshirsagar	- Chairman
Sushil Kumar Jhunjunwala	- Member
Mahendraprasad Mallawat	- Member

STATUTORY AUDITOR

Amit Ray& Co.

Chartered Accountant
401/403, D- Definity,
Jai Prakash Nagar, Road No. 1,
Goregaon (E), Mumbai-400063
Ph. No. 022-40146981

NOMINATION & REMUNERATION COMMITTEE

Sopan Vishwanathrao Kshirsagar	- Chairman
Sushil Kumar Jhunjunwala	- Member
Munni Devi Jain	- Member

REGISTER & TRANSFER AGENT

Niche Technologies Private Limited

Registrar to Issue & Share Transfer Agents
3A, Auckland Place, 7th Floor, Room No.7A & 7B,
Kolkata-700017, West Bengal
Email Id: nichetechpl@nicetechpl.com,
Website: www.nichetechpl.com
Ph. No.: +91-033-22806616/17/18
Tele Fax: +91-033-22806619

STAKEHOLDER'S SHAREHOLDERS & INVESTOR GRIEVANCES COMMITTEE

Sopan Vishwanathrao Kshirsagar	- Chairman
Sushil Kumar Jhunjunwala	- Member
Mahendraprasad Mallawat	- Member

REGISTERED OFFICE

CIN: L65993MH1981PLC282783

Scrip Code: 537069

ISIN: INE185K01036

B208, Ramji House, 30, Jambulwadi,
JSS Road, Mumbai- 400002.

Ph. No.: 022-22016640

Email: arnoldholding9@gmail.com

Website: www.arnoldholdings.in

BANKER TO THE COMPANY

ICICI Bank Ltd
AXIS Bank Ltd
Karur Vysya Bank Ltd
YES Bank Ltd

38TH ANNUAL GENERAL MEETING

Date: Monday, 28th September, 2020

Time: 10:30 A.M.

Venue: B 208, Ramji House, 30, Jambulwadi,
JSS Road, Mumbai-400002, Maharashtra

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Chairman's Message:

Dear Stakeholders,

I am pleased to present to you our company's performance during the year FY2019-20, and I am proud to share with you how extraordinary and significant this year has been for your company.

Despite the challenges faced by the overall economy, specially NBFCs in the last year and a half, these results reflect how well our model can perform even in an uncertain environment. It's a well-known fact that the real test of a business model is in the times of adversity. Today, the world is facing an unprecedented challenge and the crisis is still unabated. This crisis has shaken many businesses; brought the economy to complete halt and has affected many medium and small sized entrepreneurs. As a firm, we are taking actions to support our people, their families, and our clients. I am proud of how our people have reacted amidst these circumstances, demonstrating the resilience and resolve they put forth on a daily basis on behalf of our clients.

The significant changes in market conditions have adversely impacted many large and small NBFCs as well and has forced many firms to revisit their business models and assess their resilience. As the crisis unfolded and we went from one lockdown to another, we became even more confident of our business model.

Going forward, technology and teamwork will play an ever-bigger role in driving businesses. If we have received one invaluable lesson from the COVID-19 outbreak, it is that technology can help us stay together, inspire each other, and move forward, despite challenges. During the year, we undertook various digitalisation initiatives towards automation of HR, customer on boarding and credit decisions.

This crisis has proven that it's not enough to just have a resilient business model, it is about having the right culture and being passionate. It was indeed heartening to see our teams going out of the way to help our clients and customers and address their concerns in the best possible way. They truly define the AHL culture and I feel an immense gratitude towards them. While there is no shortage of challenges ahead, I am confident in our ability to continue to rise and meet them. We will continue to focus on lifting our communities and will keep providing them with best and timely financial solutions to help them bounce back and contribute towards reviving the economy.

We believe in creating value by taking constant efforts towards building capabilities and developing our competitive edge over peers with the help of bringing in diversity and transparency in doing business and would continue to do so in order to become a stronger entity than we were yesterday.

On behalf of the Board, I thank the entire team at Arnold Holdings Limited for showing their faith by giving constant support and encouragement. I also take the pleasure to thank the employees for their tireless efforts towards achieving our goals.

Best regards,

Sd/-

Munni Devi Jain

(Chairperson)

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 Jhunjhunwala (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 Jhunjhunwala (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 CHAGANLAL 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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 13th February, 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 Jhunjhunwala	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 Jhunjhunwala 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

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 <div>In Lakh</div> <table><tr><td>Particulars</td><td>Financial Year 2019-20</td></tr><tr><td>Paid up Capital</td><td>3007.50</td></tr><tr><td>Reserves excluding Revaluation Reserves</td><td>2332.51</td></tr><tr><td>Total Income</td><td>2413.85</td></tr><tr><td>Total Expenses</td><td>2201.38</td></tr><tr><td>Profit before Tax</td><td>212.47</td></tr><tr><td>Exceptional Item</td><td>0.00</td></tr><tr><td>Tax Expenses</td><td>55.93</td></tr><tr><td>Profit after Tax</td><td>156.53</td></tr></table>		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
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: B208, Ramji House, 30, Jambulwadi, JSS Road, Mumbai-400002

Website: www.arnoldholding.in, E mail: arnoldholding9@gmail.com, Ph.: 022-22016640



DIRECTOR'S REPORT

To,
The Members
Arnold Holdings Limited

Your Directors take pleasure in submitting the 38th Annual Report of the Business and operations of your Company and the Audited Financial Statements for the financial year ended 31st March, 2020.

1. FINANCIAL RESULTS& PERFORMANCE

(Rs. in Lakhs)

Particulars	For the year ended 31-03-2020*	For the year ended 31-03-2019*
Revenue from operations	2413.07	1643.97
Other Income	0.77	2.09
Total Revenue	2413.84	1646.06
Profit before tax and Exceptional Items	212.47	39.83
Exceptional Items	0	0.00
Profit before Taxation	212.47	39.83
-Current Tax	55.93	11.55
-Deferred Tax	0.00	(0.18)
-Income tax of earlier years	0.00	0.00
Net Profit/ (Loss) For The Year	156.53	28.45

* Figures regrouped wherever necessary.

The Company discloses financial results on quarterly yearly basis of which results are subjected to limited review and publishes audited financial results on an annual basis. The Financial Statements as stated above are also available on the Company's website www.arnoldholdings.in.

2. STATE OF COMPANY'S AFFAIR

During the year, Your Company recorded total revenue of 2413.84 Lacs during the current financial year as compared to total revenue of 1646.06 Lacs in financial year 2018-19 and Profit before Tax for the year 2019-20 stood at 212.46 Lacs as compared to Profit before tax of 39.83 Lacs in financial year 2018-19. Profit after Tax for the current year stood at 156.53 Lacs as compared to Profit after Tax of 28.45 Lacs. A detailed analysis on the Company's performance is included in the "Management's Discussion and Analysis" Report, which forms part of this Report.

3. ROAD AHEAD

Our vision is to expand the existing base and widen scope of work. Our priorities are as follows:

- Raising the more customer base
- Provide the best services and retain the existing client base

4. DIVIDEND

Keeping in mind the overall performance and outlook for your Company, your Board of Directors recommend that this time the company is not declaring dividends as the company require funds for its business expansion. Your Directors are unable to recommend any dividend for the year ended 31st March, 2020.

5. UNCLAIMED DIVIDEND

There is balance lying in unpaid equity dividend account. Details are showing on the website https://www.arnoldholdings.in/unclaimed_dividend_account.html

6. TRANSFER TO RESERVE

Company has not transferred any amount from profit to General Reserve.

7. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY: COVID-19:

In the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments across the globe to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers globally. In order to ensure smooth functioning, work from home facility was extended to most of the employees of the company. Although there were uncertainties due to the pandemic in the last quarter of FY2020, inherent resilience of the business model will position the Company well to navigate the challenges ahead. Also as the company is involved in granting loans and advances, operations were going on to some extent in the company amidst lockdown period also. But then also the Covid-19 will impact the finances of the company and its impact can be ascertained only after lifting of lockdown and life coming to stable position.

8. SHARE CAPITAL

During the Year, Company has done Consolidation of Face Value of Equity Shares from Rs. 2/- to Rs. 10/- in Board Meeting Held on 13th August, 2019 and after being approved by the Shareholders in Annual General Meeting held on 27th September, 2019.

9. CHANGE IN NATURE OF BUSINESS, IF ANY

During the Financial Year, there has been no change in the business of the company or in the nature of Business carried by the company during the financial year under review.

10. DEPOSITS

During the year, Company has not accepted any deposits from public within the meaning of the Section 73 of the Companies Act, 2013.

11. SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Holding, Joint Venture or Associate Company.

12. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant material order passed by the regulators or courts or tribunals impacting the going concern status and company's operation in nature.

13. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Mahendraprasad Mallawat Nathmal (DIN: 00720282), Whole Time Director, retire by rotation and is being eligible has offered himself for re-appointment at the ensuing Annual General Meeting. Company's policy on directors' appointment and remuneration is available on the website of the company at <https://www.arnoldholdings.in/policies.html>

Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act, 2013.

The following are the List of Directors and KMP of the Company during the year:

Name of Directors	Category & Designation	Appointment Date	Change in Designation	Resignation Date
Mr. Mahendraprasad Mallawat Nathmal	Whole Time Director	23.11.2010	12.08.2016	-
Mr. Mohandas Dasari	Whole Time Director	10.08.2017	11.09.2017	30.07.2020
Mr. Sopan Vishwanathrao Kshirsagar	Non-Executive Independent Director	07.02.2013	28.09.2013	-
Mrs. Gazala Kolsawala	Non-Executive Director	25/03/2015	12.02.2018	30.07.2020
Mrs. Sarita Bhartia	Non-Executive Independent Director	08.08.2018	25.09.2018	13.02.2020
Mr. Rajkumar Goyal	Non-Executive Independent Director	13.08.2019	27.09.2019	30.07.2020
Mr. Prakash Saboo	Additional Executive Director	13.02.2020	-	22.08.2020
Mr. Sushil Kumar Jhunjhunwala	Additional Non-Executive Independent Director	13.02.2020	-	-
Mr. Santkumar Goyal	Additional Executive Director	30.07.2020	-	-
Mrs. Munni Devi Jain	Additional Independent Director	30.07.2020	-	-
Mr. Murari Mallawat	Additional Executive Director	22.08.2020	-	-
Mr. Mahendraprasad Mallawat Nathmal	CEO	13.02.2016	-	-
Mrs. Minaxi M. Choksi	CFO	12.08.2016	-	30.05.2019
Mr. Dharmendra R. Yadav	CFO	30.05.2019	-	-
Ms. Soniya Goyal (Soniya Agarwal)	Company Secretary	30.11.2013	-	09.01.2020
Ms. Santwana Todi	Company Secretary	09.01.2020	-	-

14. STATUTORY AUDITORS

M/s Amit Ray & Co., Chartered Accountant are Statutory Auditors of the Company, who were appointed in 34th Annual General Meeting on 16.09.2016 to hold the office until the conclusion of the 39th Annual General Meeting.

15. COMMENTS ON AUDITOR'S REPORT

The notes referred to in the Auditor Report are self-explanatory and they do not call for any further explanation as required under section 134 of the Companies Act, 2013. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

16. INTERNAL AUDITOR

Ms. Soniya Agarwal was appointed as an internal Auditor of the Company for the Financial Year 2019-20. Internal Auditors are appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the internal Audit of the Company to the Audit Committee on a quarterly basis. The Scope of Internal audit is approved by the Audit Committee.

The Company has appointed Ms. Santwana Todi as an Internal Auditor for period of five years from the F.Y. 2020-21 to 2024-25 in the Board meeting held on 20th June, 2020 after obtaining her willingness and eligibility letter for appointment as Internal Auditor of the Company.

17. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 in Form MGT-9 is annexed herewith for your kind perusal and information. **(Annexure - 1)**. This Report is also available on the Company's website at www.arnoldholdings.in.

18. RELATED PARTY TRANSACTION

With reference to Section 134(3) (h) of the Companies Act, 2013, all contracts and arrangements with related parties under section 188 of the Companies Act, 2013 entered by the Company during the financial year, were in ordinary course of business and at arm's length basis. Details of the related party transactions made during the year are attached as **Annexure-2** in form AOC-2 for your kind perusal and information. The Policy on Related Party Transactions is uploaded on the website of the company. The web link is <https://www.arnoldholdings.in/policies.html>

19. NUMBER OF MEETING HELD DURING THE YEAR

The Details of all meeting of Board of Directors and Committee meeting had taken place during the year, is given in **Annexure 3** in the Corporate Governance Report.

20. COMPOSITION OF BOARD AND ITS COMMITTEE

The detail of the composition of the Board and its committees thereof and detail of the changes in their composition if any is given in **Annexure 3** in the Corporate Governance Report. The composition of the Board and its committee is also available on the website of the company at www.arnoldholdings.in.

21. LOANS, GUARANTEES AND INVESTMENT

The Company is a Non-Banking Financial Company and all the loans, guarantees and investment made are in accordance with section 186 of Companies Act, 2013.

22. DECLARATION BY INDEPENDENT DIRECTORS

Company has received declaration from all the independent directors duly signed by them stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013.

There has been no Change in the circumstances affecting their status as Independent Directors of the Company so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant regulations.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In terms of requirement of Schedule IV of the Companies Act, 2013, the Independent Directors of the company have complied with the code of Independent Director. Independent Directors met separately on 26th March, 2020 to inter alia review the performance of Non-Independent Directors (Including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of the information between the Management and the Board.

23. VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy has been posted on the website of the Company at <https://www.arnoldholdings.in/policies.html>

24. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, your directors hereby confirm:

- A. That in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departments;

- B. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs if the Company at the end of the financial year and of the profit and loss of the Company for that period;
- C. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- D. That the directors had prepared the annual accounts on a going concern basis; and
- E. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- F. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25. ANNUAL EVALUATION

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the Directors and the working of its Committees based on the evaluation criteria defined by Nomination and Remuneration Committee (NRC) for performance evaluation process of the Board, its Committees and Directors.

The performance evaluation of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as participation in decision making; participation in developing corporate governance; providing advice and suggestion etc.

The Committees of the Board were assessed on the degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The board reviewed the performance of the individual directors on the basis of the criteria such as the contribution in decision making, contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive suggestions and advice in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

26. INTERNAL FINANCIAL CONTROL SYSTEM

The Company has a well-placed, proper and adequate internal financial control system which ensures that all the assets are safeguarded and protected and that the transactions are authorized recorded and reported correctly. The internal audit covers a wide variety of operational matters and ensures compliance with specific standard with regards to availability and suitability of policies and procedures. During the year no reportable material weakness in the design or operation was observed.

27. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The companies act, 2013 re-emphasizes the need for an effective internal financial control system in the company. Rule 8(5) (viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of internal financial controls with reference to the financial statements to be disclosed in the board' report. The detailed report forms part of Independent Auditors Report.

28. CORPORATE GOVERNANCE

Your Company has incorporated the appropriate standards for corporate governance. Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Company is filing Corporate Governance Report to stock exchange quarterly. However, as per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 company is giving report on

corporate governance report in annual report of the company. Corporate Governance Report is as per **Annexure - 3**.

29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING

With reference to Section 134(3) (m) of the Companies Act, 2013, the details of conservation of energy, technology absorption and foreign exchange earnings are as per **Annexure - 4**.

30. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company.

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, the Management Discussion and Analysis Report is given in **Annexure - 5**.

32. SECRETARIAL AUDITOR

Your board has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary, as secretarial Auditor of the company for the financial year 2019-20. The secretarial report for the financial year 2019-20 is attached as **Annexure-6**. Report of secretarial auditor is self-explanatory and need not any further clarification.

33. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There was no employee drawing remuneration in excess of limits prescribed under section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Disclosures pertaining to remuneration as required under section 197(12) of the companies act' 2013 read with rules 5 of the companies (appointment and remuneration of managerial personnel) Rules, 2014 are annexed in **Annexure – 7** to this report and form part of this Report.

34. CEO/ CFO CERTIFICATION

In terms of Regulation 17(8) of the Listing Regulations, the CEO and CFO has certified to the Board of Directors of the Company with regard to the financial statements and other matters specified in the said regulation for the financial year 2019-20. The certificate received from CEO and CFO is attached herewith as per **Annexure – 8**.

35. CODE OF CONDUCT

Being a listed Company provided to the Company from formulating of Code of Conduct for Board of Directors and Senior Management Personnel. However, Board of Directors has formulated and adopted Code of Conduct for Board of Directors and Senior Management Personnel. During the year, Board of Directors and Senior Management Personnel has complied with general duties, rules, acts and regulations. In this regard certificate from Whole Time Director as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been received by the Board and the same is attached herewith as per **Annexure – 9**

Code of Conduct form Board of Directors and Senior Management Personnel is available on below link:
<https://www.arnoldholdings.in/code-of-conduct.html>

36. CORPORATE GOVERNANCE

Corporate Governance is a set of process, practice and system which ensure that the Company is managed in a best interest of stakeholders. The key fundamental principles of corporate governance are transparency and accountability. At Bhatia, Company's core business objective is to achieve growth with transparency, accountability and with independency. Company has adopted various corporate governance standard and doing business in ethical way by which Company has enhance stakeholders trust, shareholders wealth creation by improving shares valuation, market capitalization, etc.

A certificate received from M/s Amit Ray & Co., Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance, as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith as per **Annexure – 10**.

37. SEXUAL HARASSMENT OF WOMEN

Your company adopted policy of “Prevention of Sexual Harassment of Women at Workplace”. There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. The objective of this policy is to provide protection against sexual harassment of women at workplace and for redressal of any such complaints of harassment, internal complaints committee has been set up to redress the complaints, if any.

The company has complied with the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Your director's further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

38. STATEMENT ON RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to negative consequences on the Company's business. Risk Management is a structured approach to manage uncertainty. An enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Policy and Guidelines, and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. The risk management process over the period of time will become embedded into the Company's business system and processes, such that our responses to risk remain current and dynamic.

39. SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

The Company complies with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

40. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive information with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

The Company has a Prohibition of Insider Trading Policy and the same has been posted on the website of the Company at <https://www.arnoldholdings.in/policies.html>

41. RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

42. FRAUD REPORTING

During the year under review, no fraud has been reported by Auditors under Section 143(12) of the Companies Act, 2013.

43. MAINTENANCE OF COST RECORDS

The company is not required to maintain Cost Records as specified by Central Government under section 148(1) of the Companies Act, 2013, and accordingly such accounts and records are not made and maintained.

44. STATUTORY INFORMATION

The Company being basically is a Non- Banking Financial Company and dealing in shares and securities.

45. APPRECIATION

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment and express their sincere thanks and appreciation to all the employees for their continued contribution, support and co-operation to the operations and performance of the company.

46. ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year.

Place: Mumbai
Date: 22.08.2020

For the Board of Director
Arnold Holdings Limited

For the Board of Director
Arnold Holdings Limited

Sd/-
Mahendraprasad Mallawat
Whole Time Director
DIN: 00720282

Sd/-
Munni Devi Jain
Chairman
DIN: 08194500

Annexure-1

FORM MGT 9
EXTRACT OF ANNUAL RETURN

as on the Financial Year ended 31.03.2020

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

I	CIN	L65993MH1981PLC282783
ii	Registration Date	24/12/1981
iii	Name of the Company	Arnold Holdings Limited
iv	Category/ Sub-category of the Company	Public Limited Company
V	Address of the Registered office & Contact detail	B208, Ramji House, 30, Jambulwadi, JSS Road, Mumbai-400002 Ph:022-22016640 Email: arnoldholding9@gmail.com Website: www.arnolholdings.in
Vi	Weather listed Company	Yes
Vii	Name , Address & contact details of the Registrar & Transfer Agent, if any	Niche Technologies Private Limited. 3A, Auckland Place, 7 th Floor, Room No.7A & 7B, Kolkata-700017, West Bengal. Email Id: nichetechpl@nicetechpl.com Website: www.nichetechpl.com Ph. No.: +91-033-22806616/17/18 Tele Fax: +91-033-22806619

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

SR. No.	Name and Description of products/ service	NIC Code of the Product/ service	% to total turnover of the Company
1	Non-Banking Finance Business Activities	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SR. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate	% of Share held	Applicable Sec. of Companies Act, 2013
NIL					

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of total Equity)**i. Category-wise Share Holding**

Category of shareholders	No of shares held at the beginning of the year (as on 31.03.2019)				shareholding at the end of the year (as on 31.03.2020)				%Change during the year (9-5)
	Demat	Physical	Total	% of total shares	Demat	physical	Total	% of total shares	
1	2	3	4	5	6	7	8	9	10
A. Promoters									
(1) Indian									
Individuals / Hindu Undivided Family	9901050	0	9901050	6.58	1980210	0	1980210	6.58	0.00
Central Government	0	0	0	0.00	0	0	0	0.00	0.00
State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
Any other (specify)	0	0	0	0.00	0	0	0	0.00	0.00

Sub-Total (A) (1)	9901050	0	9901050	6.58	1980210	0	1980210	6.58	0.00
(2) Foreign		0	0	0.00		0	0	0.00	0.00
Non-Resident Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (2)	0	0	0	0.00	0	0	0	0.00	
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	9901050	0	9901050	6.58	1980210	0	1980210	6.58	0.00
B. Public Shareholding	0	0	0	0	0	0	0	0	0
(1) Institutions	0	0	0	0	0	0	0	0	0
Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
Central Government	0	0	0	0.00	0	0	0	0.00	0.00
State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B) (1)	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non-Institutions	0	0	0	0	0	0	0	0	0
Bodies Corporate	0	0	0	0	0	0	0	0	0
i) Indian	52803193	0	52803193	35.114	10867999	0	10867999	36.136	1.022
ii) Overseas	0	0	0	0	0	0	0	0	0
Individuals									
Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh	1285783	0	1285783	0.855	496774	85	496859	1.652	0.797
Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh	85746509	0	85746509	57.022	16617726	0	16617726	55.254	-1.768
Any Other (Specify)									
LLP	0	0	0	0	0	0	0	0	0.00
Non Resident Indians	54042	0	54042	0.036	109766	0	109766	0.365	0.329
HUF	0	0	0	0	0	0	0	0	0
Clearing Member	584423	0	584423	0.389	2440	0	2440	0.008	-0.381
Other Directors & their relatives	0	0	0	0	0	0	0	0	0
Market Makers	0	0	0	0	0	0	0	0	0
Sub-total (B) (2)	140473950	0	140473950	93.416	28094705	85	28094790	93.416	0.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	140473950	0	140473950	93.416	28094705	85	28094790	93.416	0.00
TOTAL (A)+(B)	150375000	0	150375000	100.00	30074915	85	30075000	100.00	0.00
C. Shares held by Custodians Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL (A)+(B)+(C)	150375000	0	150375000	100.00	30074915	85	30075000	100.00	0.00

Note: The Company has consolidated existing five equity shares of Rs.2/- each to one equity share of Rs. 10/- each

ii. Shareholding of Promoters

S No	shareholders Name	Shareholding at the beginning of the year 31.03.19			shareholding at the end of the year- 31.03.2020			% change in sharehold ing during the year
		No. Of Shares	% of total Shares of the company	% of shares pledged/encumbered to total shares	No. Of Shares	% of total Shares of the company	% of shares pledged/en cumbered to total shares	
1	BHAGAWANKISHORE CHHAGANLAL KELA	150	0.000	0	30	0.000	0	0.000
2	HARISH MALLAWAT	3000	0.002	0	0	0	0	-0.002
3	HARSHAD ACHALESHWAR KELA	2010000	1.337	0	402000	1.337	0	0.000
4	KAILASHCHAND N MALLAWAT	30000	0.020	0	6000	0.020	0	0.000
5	KAMLADEVI CHAGANLAL KELA	150	0.000	0	30	0.000	0	0.000
6	MAHENDRA PRASAD NATHMAL MALLAWAT HUF.	3000	0.002	0	600	0.002	0	0.00
7	MAHENDRAPRASAD NATHMAL MALLAWAT	150000	0.100	0	30000	0.100	0	0.00
8	MAMTA K MALLAWAT	150000	0.100	0	30000	0.100	0	0.00
9	MANJU MAHENDRA MALLAWAT	39000	0.026	0	7800	0.026	0	0.00
10	MONICA M MALLAWAT	729300	0.485	0	146460	0.487	0	0.002
11	NIDHI PANKAJ KELA	150	0.000	0	30	0.000	0	0.000
12	NIRMALKUMAR NATHMALJI MALLAWAT	3000	0.002	0	600	0.002	0	0.000
13	PANKAJ BHAGWANKISHOR KELA	150	0.000	0	30	0.000	0	0.000
14	PAWANKUMAR NATHMAL MALLAWAT	3000000	1.995	0	600000	1.995	0	0.000
15	PREMADEVI BHAGAWANKISHORE KELA	150	0.000	0	30	0.000	0	0.000
16	RAMA HARSHAD KELA	750000	0.499	0	150000	0.499	0	0.000
17	SANDEEP M MALLAWAT	3000	0.002	0	600	0.002	0	0.000
18	SARITA MAHENDRA MALLAWAT	30000	0.020	0	6000	0.020	0	0.000
19	VARSHA PAWAN MALLAWAT	3000000	1.995	0	600000	1.995	0	0.000

iii. Change in Promoters' Shareholding (Please specify, if there is no change)

SR. NO	PROMOTER	Shareholding at the beginning of the year		DATE	(+)INCREASE/(-)DECREASE IN SHARE HOLDING	REASON	Shareholding at the end of the year	
		No Of Shares	% Of Total Shares Of The Company				No Of Shares	% Of Total Shares Of The Company
1	BHAGAWANKISHORE CHHAGANLAL KELA	150	0.00	01.04.2019	-	-	150	0.000
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	30	0.000
				31.03.2020	-	-	30	0.000
2	HARISH MALLAWAT	3000	0.002	01.04.2019			3000	0.002
				21.06.2019	-3000	Transfer	0	0.000
				31.03.2020	-	-	0	0.000
3	HARSHAD ACHALESHWAR KELA	2010000	1.337	01.04.2019	-	-	2010000	1.337
				20.03.2020		Consolidation of 5 Equity	402000	1.337

						Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-		
				31.03.2020	-	-	402000	1.337
4	KAILASHCHAND N MALLAWAT	30000	0.020	01.04.2019	-	-	30000	0.020
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	6000	0.020
				31.03.2020	-	-	6000	0.020
5	KAMLADEVI CHAGANLAL KELA	150	0.000	01.04.2019	-	-	150	0.000
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	30	0.000
				31.03.2020	-	-	30	0.000
6	MAHENDRA PRASAD NATHMAL MALLAWAT HUF.	3000	0.002	01.04.2019	-	-	3000	0.002
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	600	0.002
				31.03.2020	-	-	600	0.002
7	MAHENDRAPRASAD NATHMAL MALLAWAT	150000	0.100	01.04.2019	-	-	150000	0.100
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	30000	0.100
				31.03.2020	-	-	30000	0.100
8	MAMTA K MALLAWAT	150000	0.100	01.04.2019	-	-	150000	0.100
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	30000	0.100
				31.03.2020	-	-	30000	0.100
9	MANJU MAHENDRA MALLAWAT	39000	0.026	01.04.2019	-	-	39000	0.026
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	7800	0.026
				31.03.2020	-	-	7800	0.026
10	MONICA M MALLAWAT	729300	0.485	01.04.2019	-	-	729300	0.485
				21.06.2019	3000	Transfer	732300	0.487
				20.03.2020		Consolidation of 5 Equity Shares of	146460	0.487

						Rs.2/- each into 1 Equity Share of FV.Rs.10/-		
				31.03.2020	-	-	146460	0.487
11	NIDHI PANKAJ KELA	150	0.000	01.04.2019	-	-	150	0.000
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	30	0.000
				31.03.2020	-	-	30	0.000
12	NIRMALKUMAR NATHMALJI MALLAWAT	3000	0.002	01.04.2019	-	-	3000	0.002
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	600	0.002
				31.03.2020	-	-	600	0.002
13	PANKAJ BHAGWANKISHOR KELA	150	0.000	01.04.2019	-	-	150	0.000
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	30	0.000
				31.03.2020	-	-	30	0.000
14	PAWANKUMAR NATHMAL MALLAWAT	3000000	1.995	01.04.2019	-	-	3000000	1.995
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	600000	1.995
				31.03.2020	-	-	600000	1.995
15	PREMADEVI BHAGAWANKISHORE KELA	150	0.000	01.04.2019	-	-	150	0.000
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	30	0.000
				31.03.2020	-	-	30	0.000
16	RAMA HARSHAD KELA	750000	0.499	01.04.2019	-	-	750000	0.499
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	150000	0.499
				31.03.2020	-	-	150000	0.499
17	SANDEEP M MALLAWAT	3000	0.002	01.04.2019	-	-	3000	0.002
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of	600	0.002

						FV.Rs.10/-		
				31.03.2020	-	-	600	0.002
18	SARITA MAHENDRA MALLAWAT	30000	0.020	01.04.2019	-	-	30000	0.020
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	6000	0.020
				31.03.2020	-	-	6000	0.020
19	VARSHA PAWAN MALLAWAT	3000000	1.995	01.04.2019	-	-	3000000	1.995
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	600000	1.995
				31.03.2020			600000	1.995

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

SR.NO	Name of Shareholders	Shareholding at the beginning of the year		DATE	(+)/INCREASE/(-)DECREASE IN SHARE HOLDING	REASON	Shareholding at the end of the year	
		No Of Shares	% Of Total Shares Of The Company				No Of Shares	% Of Total Shares Of The Company
1	Bhuvneshwari Vyapaar Private Limited	4913800	3.268	01.04.2019	-	-	4913800	3.268
				12.07.2019	5210	Transfer	4919010	3.271
				26.07.2019	329259	Transfer	5248269	3.490
				02.08.2019	381040	Transfer	5629309	3.744
				09.08.2019	50100	Transfer	5679409	3.777
				16.08.2019	1110	Transfer	5680519	3.778
				23.08.2019	1000	Transfer	5681519	3.778
				30.08.2019	9705	Transfer	5691224	3.785
				06.09.2019	71801	Transfer	5763025	3.832
				13.09.2019	13650	Transfer	5776675	3.842
				20.09.2019	-250	Transfer	5776425	3.841
				27.09.2019	-1495	Transfer	5774930	3.840
				04.10.2019	-139900	Transfer	5635030	3.747
				11.10.2019	238857	Transfer	5873887	3.906
				25.10.2019	-500	Transfer	5873387	3.906
				01.11.2019	-40250	Transfer	5833137	3.879
				22.11.2019	80996	Transfer	5914133	3.933
				29.11.2019	-50	Transfer	5914083	3.933
				06.12.2019	284665	Transfer	6198748	4.122
				13.12.2019	1580	Transfer	6200328	4.123
				20.12.2019	1713	Transfer	6202041	4.124
				27.12.2019	496	Transfer	6202537	4.125
				31.12.2019	52904	Transfer	6255441	4.160
				03.01.2020	16600	Transfer	6272041	4.171
				10.01.2020	398	Transfer	6272439	4.171

				17.01.2020	2500	Transfer	6274939	4.173
				24.01.2020	1477	Transfer	6276416	4.174
				31.01.2020	2651	Transfer	6279067	4.176
				07.02.2020	8078	Transfer	6287145	4.181
				14.02.2020	680	Transfer	6287825	4.181
				28.02.2020	3081	Transfer	6290906	4.183
				06.03.2020	9406	Transfer	6300312	4.190
				13.03.2020	60810	Transfer	6361122	4.230
				20.03.2020	1271816	Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	1271816	4.229
				31.03.2020	-	-	1271816	4.229
2	DANITA VALLABH RATHI	6000000	3.990	01.04.2019	-	-	6000000	3.990
				20.03.2020	1200000	Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	1200000	3.990
				31.03.2020	-	-	1200000	3.990
3	HAZOOR MULTI PRODUCTS LIMITED	14562069	9.684	01.04.2019	-	-	14562069	9.684
				30.08.2019	-302500	Transfer	14259569	9.483
				06.09.2019	-131152	Transfer	14128417	9.395
				13.09.2019	-592121	Transfer	13536296	9.002
				20.09.2019	-955822	Transfer	12580474	8.366
				27.09.2019	-615330	Transfer	11965144	7.957
				04.10.2019	-748200	Transfer	11216944	7.459
				11.10.2019	-444492	Transfer	10772452	7.164
				18.10.2019	-282563	Transfer	10489889	6.976
				25.10.2019	-359500	Transfer	10130389	6.737
				01.11.2019	-115012	Transfer	10015377	6.660
				08.11.2019	-10000	Transfer	10005377	6.654
				27.12.2019	-51000	Transfer	9954377	6.620
				17.01.2020	-39552	Transfer	9914825	6.593
				24.01.2020	-10000	Transfer	9904825	6.587
				14.02.2020	-25901	Transfer	9878924	6.570
				21.02.2020	-20500	Transfer	9858424	6.556
				28.02.2020	-35830	Transfer	9822594	6.532
				06.03.2020	-4788	Transfer	9817806	6.529
				20.03.2020	1963560	Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	1963560	6.529
				31.03.2020	-	-	1963560	6.529
4	IRIS BUSINESS SOLUTIONS PRIVATE LIMITED	5080706	3.379	01.04.2019	-	-	5080706	3.379
				05.04.2019	-338601	Transfer	4742105	3.154

				12.04.2019	-118000	Transfer	4624105	3.075
				19.04.2019	142620	Transfer	4766725	3.170
				26.04.2019	156051	Transfer	4922776	3.274
				03.05.2019	108895	Transfer	5031671	3.346
				10.05.2019	294268	Transfer	5325939	3.542
				17.05.2019	-43322	Transfer	5282617	3.513
				24.05.2019	-32950	Transfer	5249667	3.491
				30.08.2019	406169	Transfer	5655836	3.761
				06.09.2019	356121	Transfer	6011957	3.998
				13.09.2019	367542	Transfer	6379499	4.242
				20.09.2019	919055	Transfer	7298554	4.854
				27.09.2019	915936	Transfer	8214490	5.463
				30.09.2019	104000	Transfer	8318490	5.532
				04.10.2019	231661	Transfer	8550151	5.686
				11.10.2019	964437	Transfer	9514588	6.327
				18.10.2019	401553	Transfer	9916141	6.594
				25.10.2019	346301	Transfer	10262442	6.825
				01.11.2019	230002	Transfer	10492444	6.978
				08.11.2019	356001	Transfer	10848445	7.214
				15.11.2019	-36371	Transfer	10812074	7.190
				29.11.2019	282764	Transfer	11094838	7.378
				06.12.2019	-358690	Transfer	10736148	7.140
				13.12.2019	34399	Transfer	10770547	7.162
				10.01.2020	-33791	Transfer	10736756	7.140
				17.01.2020	-524900	Transfer	10211856	6.791
				24.01.2020	-907257	Transfer	9304599	6.188
				31.01.2020	-543420	Transfer	8761179	5.826
				07.02.2020	-565035	Transfer	8196144	5.450
				14.02.2020	-660569	Transfer	7535575	5.011
				21.02.2020	-618501	Transfer	6917074	4.600
				28.02.2020	-75200	Transfer	6841874	4.550
				06.03.2020	-89150	Transfer	6752724	4.491
				13.03.2020	-22500	Transfer	6730224	4.476
				20.03.2020	1351284	Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	1351284	4.493
				31.03.2020	-	-	1351284	4.493
5	RAHUL VILAS NAHATA	5457378	3.629	01.04.2019	-	-	5457378	3.629
				10.01.2020	-200000	Transfer	5257378	3.496
				20.03.2020	1051475	Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	1051475	3.496
				31.03.2020	-	-	1051475	3.496
6	RAUDRAMUKHI COMMERCE PRIVATE LIMITED	5578732	3.710	01.04.2019	-	-	5578732	3.710

				20.03.2020	1115746	Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	1115746	3.710
				31.03.2020	-	-	1115746	3.710
7	SULOCHANA KISHORE TOSHNIWAL	5357399	3.563	01.04.2019	-	-	5357399	3.563
				20.03.2020	1071479	Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	1071479	3.563
				31.03.2020	-	-	1071479	3.563
8	ULKA KIRAN KURUNDKAR	5154530	3.428	01.04.2019	-	-	5154530	3.428
				23.08.2019	-95000	Transfer	5059530	3.365
				30.08.2019	-18500	Transfer	5041030	3.352
				29.11.2019	-278000	Transfer	4763030	3.167
				06.12.2019	-32391	Transfer	4730639	3.146
				13.12.2019	-25071	Transfer	4705568	3.129
				27.12.2019	-51290	Transfer	4654278	3.095
				31.12.2019	-20400	Transfer	4633878	3.082
				20.03.2020	926775	Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	926775	3.082
				31.03.2020	-	-	926775	3.082
9	VAISHALI SHEKHAR CHANNE	6000000	3.990	01.04.2019	-	-	6000000	3.990
				20.03.2020	1200000		1200000	3.990
				31.03.2020	-	Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10	1200000	3.990
10	VALLABH M RATHI	6000000	3.990	01.04.2019	-	-	6000000	3.990
				20.03.2020	1200000	Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10	1200000	3.990
				31.03.2020	-	-	1200000	3.990
11	VALLABH RATHI HUF.	6000000	3.990	01.04.2019	-	-	6000000	3.990
				20.03.2020	1200000	Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10	1200000	3.990
				31.03.2020	-	-	1200000	3.990

v. Shareholding of Director's & Key Managerial Personnel

C v56	Director/KMP	Shareholding at the beginning of the year	DATE	(+)INCREASE/(-)	REASON	Shareholding at the end of the year
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SR. NO		No Of Shares	% Of Total Shares Of The Company)DECREASE IN SHARE HOLDING		No Of Shares	% Of Total Shares Of The Company
1	Mahendraprasad Mallawat	150000	0.100	01.04.2019	-	-	150000	0.100
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	30000	0.1000
				31.03.2020	-	-	30000	0.1000
2	Rajkumar Goyal	0	0.000	01.04.2019	-	-	0	0.000
				20.03.2020		Consolidation of 5 Equity Shares of Rs.2/- each into 1 Equity Share of FV.Rs.10/-	85	0.000
				31.03.2020	-	-	85	0.000

None of the other Directors & Key Managerial Personnel holds any share in the Company.

V. INDEBTEDNESS

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year				
I. Principle Amount	0	83245775	0	83245775
II. Interest due but not paid	0	0	0	0
III. Interest accrued but not due	0	0	0	0
Total (I+II+III)	0	83245775	0	83245775
Change in Indebtedness during the financial year				
Additions	0	0	0	0
Reduction	0	73193686	0	73193686
Net Change	0	(73193686)	0	(73193686)
Indebtedness at the end of the financial year				
I. Principle Amount	0	10052089	0	10052089
II. Interest due but not paid	0	0	0	0
III. Interest accrued but not due	0	0	0	0
Total (I+II+III)	0	10052089	0	10052089

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Director and/or Manager

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Name of the MD/WTD			Total Amount
1.	Gross Salary	Mahendraprasad Mallawat (WTD)	Mohandas Dasari (WTD)	Prakash Saboo (ED)	
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	6,28,400	1,00,000	1,80,000	9,08,400
b.	Value of perquisites u/s 17(2) of Income Tax Act, 1961	NIL	NIL	NIL	NIL
c.	Profits in lieu of salary under section 17(3) of the Income	NIL	NIL	NIL	NIL

	Tax Act, 1961				
2.	No. of Stock option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission				
	As % of profit	NIL	NIL	NIL	NIL
	Others (specify)	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total	6,28,400	1,00,000	1,80,000	9,08,400
	Celling as per the Act	Rs. 22,15,506			

B. Remuneration to other Directors

(Amount in Rs.)

Sr. No.	Particulars	Name of Directors		Total Amount
1.	Independent Directors	Gazala Kolsawala	Sarita Bhartia	
a.	Fees for attending Board/ Committee meetings	-	50,000	50,000
b.	Commission	-	-	-
c.	Others	-	-	-
	Total (1)	-	50,000	50,000
2.	Other Non-Executive Directors			
a.	Fees for attending Board/ Committee meetings	27,000	-	27,000
b.	Commission	-	-	-
c.	Others	-	-	-
	Total (2)	27,000	-	27,000
	Total (1+2)	27,000	50,000	77,000
	Total Managerial Remuneration	27,000	50,000	77,000
	Overall Managerial Remuneration	27,000	50,000	77,000
	Celling as per the Act	Rs. 2,21,551		

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

(Amount in Rs.)

Sr. No.	Particulars	Key Managerial Personnel			Total
1.	Gross Salary	Dharmendra Yadav (CFO)	Soniya Goyal (Soniya Agarwal) (CS)*	Santwana Todi (CS)*	
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	2,63,000	3,15,000	45,000	6,23,000
b.	Value of perquisites u/s 17(2) of Income Tax Act, 1961	0.00	0.00	0.00	0.00
c.	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00	0.00	0.00	0.00
2.	No. of Stock option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission				
	As % of profit	0.00	0.00	0.00	0.00
	Others (specify)	0.00	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00	0.00
	Total	2,63,000	3,15,000	45,000	6,23,000

* Soniya Agarwal has been resigned from the Company w.e.f 09/01/2020 and Santwana Todi has been appointed w.e.f. 09/01/2020.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY			NIL		
Penalty					
Punishment					
Compounding					
B. DIRECTORS			NIL		
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS			NIL		
Penalty					
Punishment					
Compounding					

Place: Mumbai
Date: 22.08.2020

For the Board of Director
Arnold Holdings Limited

Sd/-
Mahendraprasad Mallawat
Whole Time Director
DIN: 00720282

For the Board of Director
Arnold Holdings Limited

Sd/-
Munni Devi Jain
Chairman
DIN: 08194500

Annexure-2

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or agreement or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advance, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
NIL								

2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient term of the contracts or arrangements or transactions including the value, if any	Date(s) if approval by the Board, if any	Amount paid as advanced, if any
1	Mahendraprasad Mallawat, Whole Time Director	Remuneration	Annually	Remuneration paid Rs. 6,28,400/-	18/04/2019	NIL
2	Prakash Saboo, Director	Remuneration	Annually	Remuneration paid Rs. 1,80,000/-	13/02/2020	NIL
3	Sarita Bhartia, Independent Director	Sitting Fees	N.A	Sitting Fees Paid Rs. 50,000/-	18/04/2019	NIL
4	Gazala Kolsawala, Non-Executive Director	Sitting Fees	N.A	Sitting Fees Paid Rs. 27,000/-	18/04/2019	NIL
5	Mohandas Dasari, Whole Time Director	Remuneration	Annually	Remuneration paid Rs. 1,00,000/-	18/04/2019	NIL
6	Pawan Kumar Mallawat, Relative of Director	Rent paid	Monthly	Rent paid Rs. 55,000 Monthly	18/04/2019	NIL
7	Dharmendra Yadav, CFO	Salary	Annually	Salary Paid Rs. 2,63,000/-	30/05/2019	NIL
8	Soniya Goyal, Company Secretary*	Salary	Annually	Salary paid Rs. 3,15,000/-	18/04/2019	NIL
9	Santwana Todi, Company Secretary*	Salary	Annually	Salary paid Rs. 45,000/-	09/01/2020	NIL

* Soniya Goyal company secretary of the Company has been resigned w.e.f. 09th January, 2020 and appointment of Ms. Santwana Todi w.e.f. 09th January, 2020.

Place: Mumbai
Date: 22.08.2020

For the Board of Director
Arnold Holdings Limited
Sd/-
Mahendraprasad Mallawat
Whole Time Director
DIN: 00720282

For the Board of Director
Arnold Holdings Limited
Sd/-
Munni Devi Jain
Chairman
DIN: 08194500

CORPORATE GOVERNANCE REPORT

In terms of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the report containing details of corporate governance systems and processes at Arnold Holdings Limited is as under:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company is committed to good Corporate Governance and has benchmarked itself against the prescribed standards. The fundamental objective of Corporate Governance is the enhancement of shareholders' value and protecting the interest of the stakeholders. Your Company's philosophy of Corporate Governance is aimed at assisting the management in the efficient conduct of the business of the Company and in the meeting its obligations to shareholders and others.

2. BOARD OF DIRECTORS

The Board of Directors of the Company (Board) has optimum combination of Executive and Non-Executive Directors comprising three Executive Directors and three Non-Executive Directors. None of the Directors hold directorship in more than 20 public limited companies nor is a member of more than 10 committees or chairman of more than 5 committees across all the public limited companies in which they are Directors.

(a) Board Strength and representation:

As on 31st March, 2020 the Board of Directors comprises of seven directors out of which three is Executive director and out of which 2 are Whole Time Directors, one is Non-Executive Director and remaining three are Non-Executive Independent Directors. As on date of this report Board of Directors of the company is as follows:

Name of Directors	Category & Designation
Mr. Mahendraprasad Mallawat	Executive Whole Time Director
Mr. Santkumar Goyal*	Additional Executive Director
Mr. Murari Mallawat*	Additional Executive Director
Mr. Sopan Vishwanathrao Kshirsagar	Non-Executive Independent Director
Mr. Sushil Mahendrakumar Jhunjunwala*	Additional Non-Executive Independent Director
Mrs. Munni Devi Jain*	Additional Non-Executive Independent Director

* Mr. Santkumar Goyal & Mrs. Munni Devi Jain are appointed w.e.f. 30.07.2020 and Mr. Murari Mallawat is appointed w.e.f. 22.08.2020

** Mr. Mohandas Dasari, Mr. Raj Kumar Goyal & Mrs. Gazala Mohammed Irfan Kolsawala had resigned w.e.f. 30.07.2020.

*** Mr. Prakash Saboo had resigned w.e.f. 22.08.2020.

(b) The Details of Directorship held by the Directors as on 31st March, 2020 and their attendance at the Board meetings during the year are as follows:

Name of the Directors	Category of Director	No. of other Directorships	No. of other Board Committee(s) in which he is		Attendance at last AGM	Attendance at Board Meetings	No. of Shares held as on 31.03.2020
			Member	Chairman			
Mr. Mahendraprasad Mallawat	WTD PD	NIL	NIL	NIL	YES	8	30000
Mr. Mohandas Dasari	WTD	2	NIL	NIL	NO	8	NIL
Mr. Prakash Saboo	ED	NIL	NIL	NIL	NA	2	NIL
Mr. Sopan Vishwanathrao Kshirsagar	ID/NED	NIL	NIL	NIL	YES	8	NIL
Mr. Sushil Kumar Jhunjunwala	ID/ANED	NIL	NIL	NIL	NA	2	NIL
Mr. Rajkumar Goyal	ID/NED	NIL	NIL	NIL	YES	5	85

Mrs. Gazala Kolsawala	NED	NIL	NIL	NIL	YES	8	NIL
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PD – Promoter Director, WTD- Whole Time Director, ED – Executive Director, NED – Non Executive Directors, ID – Independent Director, ANED- Additional Non-Executive Directors

Notes:

- Disclosure of Chairmanship & Membership includes membership of Committees in Public Limited Companies only.
- Directorships include alternate directorship, directorship of Private Limited Companies, Section 8 Companies of the Companies Act, 2013 and Foreign Companies.
- None of the Directors of Board is a member of more than ten Committees and no Director is Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.
- None of the Independent Director of the Company is holding position of Independent Director in more than 7 Listed Company. Further, none of the Director of the Company serving as a Whole-Time Director or Managing Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company.
- None of the Non-executive Directors has any pecuniary relationship. Non-executive Directors have no transaction with the Company. The details of sitting fees, commission and remuneration paid to each director appear later under the disclosure relating to Remuneration to Directors.

(c) Details of number of Board Meetings held in the financial year.

During the financial year 2019-20, there were **Eight (8) Board meetings** held on following dates:

18/04/2019	30/05/2019	13/08/2019	13/11/2019	09/01/2020	13/02/2020
04/03/2020	05/03/2020				

(d) Disclosure of Relationships between Directors inter-se:

No other Directors are related to each other except Mr. Murari Mallawat is the nephew of the Mr. Mahendraprasad Mallawat (Whole Time Director) of the Company.

(e) Number of shares and convertible instruments held by non-executive Directors

Except as disclosed below none of the Non-Executive Directors hold any share in the Company.

Sr. No.	Name of Non -Executive Director	No. of Shares Held
1	Munni Devi Jain	600
2	Raj Kumar Goyal	85

(f) Familiarization to Independent Directors:

The newly appointed Independent Directors of the Company are familiarized with the various aspects of the Company provided with an overview of the requisite criteria of independence, roles, rights, duties and responsibilities of directors, terms of appointment of the Company and policies of the Company and other important regulatory aspects as relevant for directors. The Company, through its Executive Director or Manager as well as other Senior Managerial Personnel, conducts presentations/programs to familiarize the Independent Directors with the strategy, operations and functions of the Company inclusive of important developments in business. The details of familiarization programs held for the independent Directors are provided on the Company's website <https://www.arnoldholdings.in/policies.html>.

The terms and conditions of independent directors is available on the website of the company <https://www.arnoldholdings.in/policies.html>

(g) Meeting of Independent Directors

Company has received declaration from all the independent directors under provision of section 149(6) of the Companies Act, 2013 and under provisions of regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure requirements), Regulations, 2015 confirming that they are satisfying the criteria of independence as prescribed under the said Act & Regulations. The Board of Directors of the company confirm that they satisfying the criteria of independence under the said act and regulations and are independent of the management.

The Company's independent directors meet at least once in a financial year without the presence of executive directors and management personnel to review the performance of Non-Independent Directors and Board as whole.

During the financial year 2019-20, **one (1) meeting** of Independent Directors were held on following dates: 26/03/2020.

Attendance of Directors at independent Directors meeting held during the financial year is as under:

Name	Categories	No. of Meeting Attended
Mr. Sopan Vishwanathrao Kshirsagar	Chairman	1
Mr. Rajkumar Goyal	Member	1
Mr. Sushil Kumar Jhunjhunwala	Member	1

(h) Matrix highlighting core skills/expertise/competencies of the Board of Directors:

The Board of Directors have identified the following skills required for the Company and the availability of such skills with the Board.

Sr. No.	Essential Core skills/expertise/competencies required for the Company	Core skills/expertise/competencies of the Board of Directors
1.	Strategic and Business Leadership in Finance sector	The Directors have eminent experience in Financial Activities.
2.	Finance expertise	The Board has eminent business leaders with deep Knowledge of finance and business.
3.	Personal Values	Personal characteristics matching the Company's values, such as integrity, accountability, and high performance standards.
4.	Good Corporate Governance	Experience in developing and implementing good Corporate Governance practice, maintaining Board and Management accountability, managing stakeholder's interest and Company's responsibility towards customer's employees, supplier, regulatory Bodies and the community in which it operates.
5.	Risk Assessment and Management Skills	Assessing the market, political and other risk and plans to mitigate the risk.

	Strategic and Business Leadership in NBFC	Finance expertise	Personal Values	Good Corporate Governance	Risk Assessment and Management Skills
Mahendraprasad Mallawat (Whole Time Director)	yes	yes	yes	yes	yes
Mohandas Dasari* (Whole Time Director)	yes	yes	yes	yes	yes
Prakash Saboo* (Additional Executive Director)	yes	yes	yes	yes	yes
Sopan Vishwanathrao Kshirsagar (Independent Director)	yes	yes	yes	yes	yes

Sushil Mahendrakumar Jhunjunwala (Additional Independent Director)	-	yes	yes	yes	-
Raj Kumar Goyal* (Independent Director)	-	yes	yes	yes	yes
Sarita Bhartia* (Independent Director)	-	yes	Yes	yes	yes
Gazala Mohammed Irfan Kolsawala (Non-Executive Director)	yes	yes	yes	yes	yes
Santkumar Goyal (Additional Executive Director)	yes	yes	yes	yes	yes
Murari Mallawat (Additional Executive Director)	yes	yes	yes	yes	-
Munni Devi Jain (Additional Independent Director)	-	yes	yes	yes	-

* Sarita Bhartia resigned w.e.f 13.02.2020

Mohandas Dasari and Rajkumar Goyal resigned w.e.f 30.07.2020

Prakash Saboo resigned w.e.f 22.08.2020

3. AUDIT COMMITTEE

The Audit Committee of the company consists of two Independent Directors and one Executive Director of the Company. All the Directors have good understanding Finance, Accounts and Law. Composition of audit committee of the company is as follows:

Name	Categories	Nature of Directorship
Mr. Sopan Vishwanathrao Kshirsagar	Chairman	Non-Executive Independent Director
Mr. Mrs. Sarita Bhartia	Member	Non-Executive Independent Director
Mr. Mahendraprasad Mallawat	Member	Executive Director

The Composition of committee was changed in the Board Meeting held on 13th February, 2020 as follows:

Name	Categories	Nature of Directorship
Mr. Sopan Vishwanathrao Kshirsagar	Chairman	Non-Executive Independent Director
Mr. Sushil Kumar Jhunjunwala	Member	Additional Non-Executive Independent Director
Mr. Mahendraprasad Mallawat	Member	Executive Director

During the financial year 2019-20, **Four (4) meetings** of Audit Committee were held on following dates:
30/05/2018 13/08/2019 13/11/2019 13/02/2020

Attendance of members for the meeting of Audit Committee held during the year 2019-20 is as below:

Name	No. of Meeting Attended
Mr. Sopan Vishwanathrao Kshirsagar	4
Mr. Sushil Kumar Jhunjunwala	0
Mr. Mahendraprasad Mallawat	4
Mrs. Sarita Bhartia	4

The term of reference of Audit Committee is as below:

The scope of audit committee shall include, but shall not be restricted to, the following;

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Scrutiny of inter-corporate loans and investments;
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
6. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
10. Discussion with internal auditors any significant findings and follow up there on;
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
14. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
15. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
16. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
17. Valuation of undertakings or assets of the company, where ever it is necessary.
18. Evaluation of internal financial controls and risk management systems;
19. Monitoring the end use of funds raised through public offers and related matters.

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial information and results of operations;
- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE

Company has formulated nomination and remuneration committee comprising three non-executive directors. Composition of the Committee is as follows:

Name	Categories	Nature of Directorship
Mrs. Sarita Bhartia	Chairman	Non-Executive Independent Director
Mr. Sopan Vishwanathrao Kshirsagar	Member	Non-Executive Independent Director
Mrs. Gazala Kolsawala	Member	Non-Executive Director

The Composition of committee was changed in the Board Meeting held on 13th February, 2020 as follows:

Name	Categories	Nature of Directorship
Mr. Sopan Vishwanathrao Kshirsagar	Chairman	Non-Executive Independent Director
Mr. Sushil Kumar Jhunjhunwala	Member	Additional Non-Executive Independent Director
Mrs. Gazala Kolsawala	Member	Non-Executive Director

The Composition of committee was changed in the Board Meeting held on 30th July, 2020 as follows:

Name	Categories	Nature of Directorship
Mr. Sopan Vishwanathrao Kshirsagar	Chairman	Non-Executive Independent Director
Mr. Sushil Kumar Jhunjhunwala	Member	Additional Non-Executive Independent Director
Mrs. Munni Devi Jain	Member	Additional Non-Executive Independent Director

During the financial year 2019-20, **Four (4) meetings** of Nomination & Remuneration Committee were held on following dates:

30/05/2019 13/08/2019 09/01/2020 13/02/2020

Attendance of members for the meeting of Nomination & Remuneration Committee held during the year 2019-20 is as below:

Name	No. of Meeting Attended
Mr. Sopan Vishwanathrao Kshirsagar	4
Mr. Sushil Kumar Jhunjhunwala	0
Mrs. Gazala Kolsawala	4
Mrs. Sarita Bhartia*	4
Mrs. Munni Devi Jain	NA

The term of reference of Nomination & Remuneration Committee is as below:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
4. Devising a policy on Board diversity, if any;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.

The detailed Nomination & Remuneration Policy is uploaded on the website of the Company. The web link
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is <https://www.arnoldholdings.in/policies.html>

Further in terms of Regulation 19(4) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the Committee is required to formulate a criteria for evaluation of performance of Independent Directors and the Board of Directors. The criteria is available on the link <https://www.arnoldholdings.in/policies.html>. The board reviewed the performance of the independent directors on the basis of the criteria such as the contribution in raising concerns to the Board, safeguarding of confidential information, rendering independent unbiased opinion etc.

5. REMUNERATION OF DIRECTORS

During the year company has paid following remuneration or setting fees to the directors as follows:

Name	Category	Remuneration / Sitting Fees (In Rs.)
Mr. Mahendraprasad Mallawat	Executive Managing Director	6,28,400
Mr. Mohandas Dasari	Executive Whole Time Director	1,00,000
Mr. Prakash Saboo	Executive Whole Time Director	1,80,000
Mr. Sopan Vishwanathrao Kshirsagar	Non-Executive Independent Director	NIL
Mr. Sushil Kumar Jhunjhunwala	Non-Executive Independent Director	NIL
Mrs. Gazala Kolsawala	Non-Executive Director	27,000
Mr. Rajkumar Goyal	Non-Executive Independent Director	NIL
Mrs. Sarita Bhartia	Non-Executive Independent Director	50,000

REMUNERATION POLICY

The Company has adopted and implemented the Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 which is available on the website of the Company <https://www.arnoldholdings.in/policies.html>.

The remuneration payable to Directors, Key Managerial Personnel and Senior Management Person will involve a balance between fixed and incentive pay reflecting short term and long term performance objectives appropriate to the working of the Company and support in the achievement of Corporate Goals. The other matters like service contract, notice period, severance fees etc. may be decided by board from time to time.

Presently the company pay sitting fees to its non-executive directors which is detailed in the above table. The criteria for making payment to the non-executive director is available on the website of the company <https://www.arnoldholdings.in/policies.html>

6. STAKEHOLDER'S RELATIONSHIP COMMITTEE

To solve the investors grievances Company has formulated Stakeholder's Relationship Committee. Composition of the Committee is as follows:

Name	Categories	Nature of Directorship
Mrs. Sarita Bhartia	Chairman	Non-Executive Independent Director
Mr. Sopan Vishwanathrao Kshirsagar	Member	Non-Executive Independent Director
Mr. Mahendraprasad Mallawat	Member	Executive Whole Time Director

The Composition of committee was changed in the Board Meeting held on 13th February, 2020 as follows:

Name	Categories	Nature of Directorship
Mr. Sopan Vishwanathrao Kshirsagar	Chairman	Non-Executive Independent Director
Mr. Sushil Kumar Jhunjhunwala	Member	Additional Non-Executive Independent Director
Mr. Mahendraprasad Mallawat	Member	Executive Whole Time Director

During the financial year 2019-20, **Fours (4) meetings** of Stakeholder's Relationship Committee were held on following dates:

09/04/2019 12/07/2019 07/10/2019 08/01/2020

Attendance of members for the meeting of Stakeholder's, Shareholders and Investor Committee held during the year 2019-20 is as below:

Name	No. of Meeting Attended
Mr. Sopan Vishwanathrao Kshirsagar	4
Mr. Sushil Kumar Jhunjhunwala	0
Mr. Mahendraprasad Mallawat	4
Mrs. Sarita Bhartia	4

Name & Designation and address of the Compliance Officer

CS Soniya Agarwal (Resigned w.e.f 09/01/2020)

CS Santwana Todi (Appointed w.e.f 09/01/2020)

Company Secretary & Compliance Officer

Arnold Holdings Limited

B208, Ramji House, 30, Jambulwadi,

JSS Road, Mumbai-400002

Pursuant to the Regulation 13(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; the details regarding investor's complaints are as follows:

Status of Complaints pending, received, disposed and unresolved:

Number of Shareholders' Complaints Pending at the end of the year	NIL
Number of Shareholders' Complaints received during the year	NIL
Number of Shareholders' Complaints disposed during the year	NIL
Number of Shareholders' Complaints remain unresolved during the year	NIL

7. GENERAL BODY MEETING

The details of Annual General Meetings held during the last three years are as follows:

Year	Day, Date and Time	Venue
2016-17	Monday, 11 th September, 2017 at 10.30 A.M.	Hotel Landmark Banquet Hall, Landmark Bldg., Mith Chowki, Link Road, Malad (W), Mumbai-400064
2017-18	Tuesday, 25 th September, 2018 at 10.30 A.M.	IMC Chamber of Commerce and Industry, Kilachand Conference Room, 2nd Floor, IMC Bldg., IMC Marg, Churchgate, Mumbai-400020
2018-19	Friday, 27 th September, 2019 at 10:00 A.M.	IMC Chamber of Commerce and Industry, Walchand Centre, 3 rd Floor, IMC Bldg., IMC Marg, Churchgate, Mumbai-400020

The details of Resolution(s) which were passed in the last three Annual General Meetings ("AGM") of the Company along with details of Postal Ballot & voting pattern are as follows:

Date of AGM	Resolution	Ordinary/ Special	Favor		Against	
			Ballot	E-Voting	Ballot	E-Voting
11th September, 2017	Adoption of Annual Accounts, Auditor's & Director's Report.	Ordinary	6576168	17174407	0	0
	Re-appointment of Mr. Mahendraprasad Mallawat, as a whole time director, retire by rotation	Ordinary	6576168	17174407	0	0
	Ratification of App. of Auditors.	Ordinary	6576168	17174407	0	0
	Appointment of Mr. Mohandas Dasari (DIN: 05105936) as a Whole time Director.	Ordinary	6576168	17174407	0	0
25th September,	Adoption of Annual	Ordinary	6206703	48486709	0	0

2018	Accounts, Auditor's & Director's Report.					
	Re-appointment of Mrs. Gazala Kolsawala, retire by rotation	Ordinary	6206703	48486709	0	0
	Ratification of App. of Auditors.	Ordinary	6206703	48486709	0	0
	Appointment of Mrs. Sarita Bharti (DIN 01002622) as a Non – Executive Independent Director for a further period of 3 Years.	Ordinary	6206703	48486709	0	0
27th September, 2019	Adoption of Annual Accounts, Auditor's & Director's Report.	Ordinary	6977697	79535532	0	0
	Re-appointment of Mr. Mohandas Dasari as a whole Time Director, retire by rotation	Ordinary	6977697	79535532	0	0
	Ratification of App. of Auditors.	Ordinary	6977697	79535532	0	0
	Appointment of Mr. Rajkumar Goyal (DIN 08529131) as a Non – Executive Independent Director	Ordinary	6977697	79535532	0	0
	Re-appointment of Mr. Sopan Vishwanathrao Kshirsagar (DIN: 06491444) as a Non - Executive Independent Director for a second term of five consecutive years.	Special	6977697	79535532	0	0
	Consolidation of Face Value of Equity Shares from Rs. 2/- to Rs. 10/- of the Company.	Special	6977697	79535532	0	0
	Alteration to memorandum of association of the company.	Special	6977697	79535532	0	0

NAME AND ADDRESS OF SCRUTINIZER OR THE PERSON WHO CONDUCTED THE REMOTE EVOTING AND BALLOT EXERCISE:

CS Ranjit Kejriwal

Practicing Company Secretary,
1, Aastha, 2/906, Hira Modi Sheri,
Opp. Gujarat Samachar Press,
Sagrampura, Ring Road,
Surat – 395002, Gujarat.
Email: rbksurat@gmail.com
Ph.: +91-261-2331123

EXTRA- ORDINARY GENERAL MEETING:

There was no Extra-Ordinary General Meeting was held during the year 2019-20.

POSTAL BALLOT

The Company has not passed resolutions through postal ballot during the year 2019-20. As per amended Companies Act, 2013, Company is not proposing postal Ballot for 38th AGM and thus procedure for postal ballot is not applicable.

9. MEANS OF COMMUNICATION

Financial Results:

Arnold Holdings Limited believes in to publish all the financial information to stakeholders within the stipulations provided under the law. During the year, Company has declared all financial results within the timeline provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Quarterly/ Half yearly/ Yearly financial results: The Quarterly /Half yearly/ Yearly financial results of the Company are normally published in website of the Company i.e. on www.arnoldholdings.in. Financial results for the year 2019-20 have been submitted to stock exchange within 30 minutes from the conclusion of Board Meeting in which financial results have been approved. During the year, following half yearly and yearly financial results have been submitted on BSE portal.

Period of Financial Results	Date
Unaudited Financial Results for the quarter ended June 30, 2019	13/08/2019
Unaudited Financial Results for the half year ended September 30, 2019	13/11/2019
Unaudited Financial Results for the quarter ended December 31, 2019	13/02/2020
Audited Financial Results for the year ended March 31, 2020	30/07/2020

The Company's Quarterly & Annually Financial Results are published in Newspaper. Hence, Company has published abovementioned half yearly and yearly financial results in The Free Press Journal (English language) and Navshakti (Marathi Language) in /Mumbai.

News Release/ Presentation made to the Investors: Nil except as mentioned above.

Website: Company's official website www.arnoldholdings.in contains separate tab "Investor Relations" for investors, in which notices of the Board Meetings, Annual Reports, Shareholding Pattern and other announcements made to stock exchange are displayed in due course for the shareholders information.

Email IDs for investors: The Company has formulated email id arnoldholding9@gmail.com for investor service, investor can also contact share Registrar and Transfer Agent (RTA) of the Company on their email id nichetechpl@nichetechpl.com and the same is available on website of the Company www.arnoldholdings.in.

SEBI SCORES: For investor compliant redressal SEBI has developed SCORES platform in which investor can lodged any complaint against the Company for any grievance. The Company also uploads the action taken report in the SCORES platform for redressal of investor complaint.

BSE Corporate Compliance & Listing Centre (the "Listing Centre"): BSE's Listing Centre is a web- based Application designed for Corporate. All periodical compliances filings like shareholding pattern, corporate governance report, among others are also filed electronically on the Listing Centre.

10. GENERAL SHAREHOLDER INFORMATION

Date, Time and Venue of AGM	28 th September, 2020 10.30 AM, B 208, Ramji House, 30 Jambulwadi, JSS Road, Mumbai-400002
Financial Year	From 1 st April 2019 to 31 st March, 2020
Date of Book Closure	From Tuesday, the 22 nd day of September, 2020 to Monday, the 28 th day of September, 2020 (both day inclusive)

The Members / Proxies who intend to attend the meeting are requested to bring the Attendance slip sent herewith duly filed in to the meeting. The instrument appointing the proxy, in order to be effective, should be duly stamped, completed and signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

LISTING ON STOCK EXCHANGE

The Equity Shares of the Company as on the date are listed on the BSE Limited. The Company confirms that it has paid Annual Listing Fee for the Financial Year 2019-20 to the BSE Limited.

STOCK CODE OF THE COMPANY

ISIN : INE185K01036
Scrip Name : ARNOLD
Security Code : 537069
Type of Shares : Equity Shares
No. of paid up shares : 3, 00, 75,000

NAME OF THE STOCK EXCHANGE

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Tel. : 022-22721233/4,
Fax : 022-22721919

MARKET PRICE DATA

Data of market price high, low for the year 2019-20 is given below:

Month	High (Rs.)	Low (Rs.)	Volume (No. of Shares)	Turnover (Amount in Rs.)	Closing
April, 2019	8.95	8.15	1022669	8771607	8.60
May, 2019	8.93	7.50	1181165	9975672	7.79
June, 2019	7.95	7.03	149821	1122794	7.50
July, 2019	7.92	5.53	1055240	6739914	6.15
August, 2019	8.50	5.22	794799	5615920	7.80
September, 2019	9.50	7.00	2710410	22917525	9.38
October, 2019	11.70	8.60	2527937	24514701	9.40
November, 2019	10.50	8.70	874096	8379849	9.17
December, 2019	9.17	7.80	941899	7808974	8.01
January, 2020	8.80	6.89	4169224	31627877	7.00
February, 2020	7.67	6.42	2756971	19375615	7.00
March, 2020	8.10	6.54	257524	1858314	7.41

PERFORMANCE IN COMPARISON TO OTHER INDICES

Table below gives the performance comparison of M/s. ARNOLD HOLDINGS LIMITED to BSE Sensex and BSE SME IPO for the F.Y.2019-20 on month to month closing figures:

Month	BSE Sensex	Change in %	ARNOLD (Closing Price at BSE)	Change in %
April 2019	39031.55	0.93	8.60	3.37
May 2019	39714.20	1.75	7.79	-9.42
June 2019	39394.64	-0.80	7.50	-3.72
July 2019	37481.12	-4.86	6.15	-18.00
August 2019	37332.79	-0.40	7.80	26.83
September 2019	38667.33	3.57	9.38	20.26
October 2019	40129.05	3.78	9.40	0.21
November 2019	40793.81	1.66	9.17	-2.45

December 2019	41253.74	1.13	8.01	-12.65
January 2020	40723.49	-1.29	7.00	-12.61
February 2020	38297.29	-5.96	7.00	0.00
March 2020	29468.49	-23.05	7.41	5.86

IN CASE THE SECURITIES ARE SUSPENDED FROM TRADING, THE DIRECTOR'S REPORT SHALL EXPLAIN THE REASON THERE OF

Securities of the company are not suspended from trading.

REGISTRAR & TRANSFER AGENTS:

Niche Technologies Private Limited

Registrar to Issue & Share Transfer Agents

3A, Auckland Place, 7th Floor, Room No.7A & 7B

Kolkata-700017, West Bengal

Email Id: nichetechpl@nichetechpl.com

Website: www.nichetechpl.com

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

Tele Fax: +91-033-22806619

SHARE TRANSFER SYSTEM

The Company's shares are compulsorily traded in dematerialized mode. The dematerialized shares are transferable through the depository system. The power of share transfer has been delegated to the designated officials of Registrar & Transfer Agent of the Company, **Niche Technologies Private Limited**. The Registrar & Transfer Agent processes the share transfers within a period of fifteen days from the date of receipt of the transfer documents.

The Company has obtained half yearly certificates from Company Secretary in Practice for compliance of share transfer formalities as per the requirement of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also carried out Quarterly Secretarial Audit for reconciliation of Share Capital Audit as required under SEBI circular no. 16 dated 31st December, 2002.

INVESTOR HELPDESK

Shareholders/Investors can also send their queries through e-mail to the Company at arnoldholding9@gmail.com. This designated e-mail has also been displayed on the Company's website www.arnoldholdings.in under the section Investor relation.

COMPLIANCE OFFICER

Mrs. Soniya Agarwal (*resigned w.e.f 09.01.2020*)

Ms. Santwana Todi (*appointed w.e.f 09.01.2020*)

Company Secretary & Compliance Officer

DISTRIBUTION OF SHAREHOLDINGS AS ON MARCH 31, 2020:

a. On the basis of Shareholdings

Shareholding of Nominal	No. of Shareholders	% of Shareholders	Total Shares	% of Shares Amount
1 to 500	857	70.3035	49,748	0.1654
501 to 1000	176	14.4381	1,13,842	0.3785
1001 to 5000	59	4.8400	1,40,507	0.4672
5001 to 10000	34	2.7892	2,53,623	0.8433
10001 to 50000	33	2.7071	9,41,024	3.1289
50001 to 100000	13	1.0664	9,43,083	3.1358
100001 & Above	47	3.8556	2,76,33,173	91.8809
TOTAL	1219	100.00	3,00,75,000	100.00

On the basis of Category

Sr. No.	Description	No. of members		No. of shares	
		Nos.	%	Nos.	%

A	Promoters Holding				
		18	1.48	1980210	6.58
B	Non-Promoter Holding				
	<u>Institutions</u>				
	Mutual Funds				
	<u>Non-Institutions</u>				
	Resident Individual	1082	88.76	14885605	49.49
	Resident Individual HUF	65	5.33	2228980	7.41
	Foreign Individuals or NRI	8	0.66	109766	0.37
	Bodies Corporate	36	2.95	10867999	36.14
	Any other (Clearing Member)	10	0.82	2440	0.01
	Total:	1219	100.00%	3,00,75,000	100.00%

NOMINATION FACILITY

It is in the interest of the shareholders to appoint nominee for their investments in the Company. Those members, who are holding shares in physical mode and have not appointed nominee or want to change the nomination, are requested to send us nomination form duly filed in and signed by all the joint holders.

OUTSTANDING GDRS/ADRS/WARRANTS/ANY OTHER CONVERTIBLE INSTRUMENTS

The Company does not have any outstanding instruments of the captioned type.

PROCEEDS FROM PUBLIC ISSUE / RIGHTS ISSUE / PREFERENTIAL ISSUE / WARRANT CONVERSION

The Company has not issued further share during the year.

DETAILS OF DIVIDEND

The Company has not declared dividend to its shareholders.

DETAILS OF UNPAID DIVIDEND

There is balance lying in unpaid equity dividend account. Details are showing on the website www.arnoldholdings.in.

PLANT LOCATION

The Company is in the business of providing financial services; therefore, it does not have any manufacturing plants.

ADDRESS FOR CORRESPONDENCE:

(a) Registrar & Transfer Agents:

Niche Technologies Private Limited
3A, Auckland Place, 7th Floor, Room No.7A & 7B
Kolkata-700017, West Bengal
Email Id: nichetechpl@nichetechpl.com
Website: www.nichetechpl.com
Ph. No.: +91-033-22806616/17/18
Tele Fax: +91-033-22806619

(b) Registered Office:

208, Ramji House, 30, Jambulwadi,
JSS Road, Mumbai – 400002, Maharashtra
Ph. No.: 022-22016640
Email: arnoldholding9@gmail.com
Website: www.arnoldholdings.in

CREDIT RATING: NIL

11. DISCLOSURES

DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENT

In preparation of the financial statements, the Company has followed the Ind AS issued by the Institute of Chartered Accountants of India (ICAI). The significant accounting policies which are consistently applied have been set out in the Notes to the Accounts.

RISK MANAGEMENT

The Company has to frame a formal Risk Management Framework for risk assessment and risk minimization to ensure smooth operation and effective management control. The Audit Committee has to review the adequacy of the risk management framework of the Company, the key risks associated with the business and to measure the steps to minimize the same.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has adopted the Code of Conduct for regulating, monitoring and reporting of Trading by Insiders in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Companies Act, 2013.

MATERIAL SUBSIDIARY

The Company does not have any material subsidiary.

COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE:

The Compliance Certificate on corporate Governance for the Year ended 31st March, 2020, issue by M/s. Amit Ray & Co., Statutory Auditors of the Company forms part of the Corporate Governance Report. The certificate is enclosed as **Annexure 10**.

CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

Mr. Ranjit Kejriwal, Practicing Company Secretary has issued a certificate required under the listing regulations, confirming that none of the Directors on the Board of the company has been debarred or disqualified from being appointed or continuing as director of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as **Annexure 11**.

WHISTLE BLOWER POLICY/VIGIL MECHANISM POLICY

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy has been posted on the website of the Company at <https://www.arnoldholdings.in/policies.html>.

RELATED PARTY TRANSACTION

The Company has no materially significant related party transactions with related parties during the financial year which were in conflict with the interest of the Company. All Related Party Transactions during the year have been disclosed in **AOC-2 as per annexure 2**.

The list of related party transactions entered by the Company during the year is mentioned in note no. 2.9 of Related party Disclosures (As identified by management) of the financial statement. All related party transactions are monitored by Audit Committee of the Company. Company's policy on related party transaction is available on below link: <https://www.arnoldholdings.in/policies.html>.

FEES TO STATUTORY AUDITOR

Company has paid total fees paid by the company to the Statutory Auditor as mentioned below:

Amount in Rs.	
Payment to Statutory Auditor	FY 2019-20
Audit Fees	29,500
Tax Audit Fees	-

DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The details of complaints filed, disposed & pending are given below:

Number of Complaints during the year: NIL

Number of complaints disposed of during the year: Not Applicable

Number of complaints pending as on end of the financial year: Not applicable

STATUTORY COMPLIANCE, PENALTIES AND STRICTURES

The Company has complied with the requirements of the Stock Exchanges / Securities and Exchange Board of India (SEBI) / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the year.

MANDATORY & NON MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements of Corporate Governance and endeavors to adopt good corporate governance practices which help in adoption of non-mandatory requirements.

UPDATE E-MAILS FOR RECEIVING NOTICE/DOCUMENTS IN E-MODE

The Ministry of Corporate Affairs (MCA) has through its circulars issued in 2011, allowed service of documents by companies including Notice calling General Meeting(s), Annual Report etc. to their shareholders through electronic mode. This green initiative was taken by MCA to reduce paper consumption and contribute towards a green environment. As a responsible citizen, your company fully supports the MCA's endeavor.

In accordance of the same, your company had proposed to send Notice calling General Meetings, Annual Report and other documents in electronic mode in future to all the shareholders on their email addresses. Accordingly, the Annual Report along with Notice will be sent to the shareholders in electronic mode at their email addresses.

The shareholders may register their email addresses with their Depository through Depository Participant.

UPDATE YOUR CORRESPONDENCE ADDRESS/ BANK MANDATE/PAN/ EMAIL ID

Shareholder(s) holding shares in dematerialized form are requested to notify changes in Bank details/ address/ email ID directly with their respective DPs.

QUOTE FOLIO NO. / DP ID NO.

Shareholders/ Beneficial owners are requested to quote their DP ID no. in all the correspondence with the Company.

Shareholders are also requested to quote their Email ID and contact number for prompt reply to their correspondence.

11. DISCRETIONARY REQUIREMENTS THE BOARD

The chairman of the company is a Non-Executive Director.

SEPARATE POSTS OF CHAIRPERSON AND CHIEF EXECUTIVE OFFICER

The company has its Non-Executive director as a chairman. But all efforts are made to ensure that all the members of the board are given adequate opportunity to put their views and participate in the proceeding(s) of meeting.

SHAREHOLDER RIGHTS

Half yearly and yearly declaration of financial performance is uploaded on the website of the company <https://www.arnoldholdings.in/financial-result.html> as soon as it is intimated to the stock exchange.

MODIFIED OPINION(S) IN AUDIT REPORT

Standard practices and procedures are followed to ensure unmodified financial statements.

REPORTING OF INTERNAL AUDITOR

The Internal Auditor reports directly to the Audit Committee.

.12. The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46

The company has complied with the provisions of regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI(Listing Obligations and Disclosure Requirements), Regulations, 2015.

Place: Mumbai
Date: 22.08.2020

For the Board of Director
Arnold Holdings Limited

For the Board of Director
Arnold Holdings Limited

Sd/-
Mahendraprasad Mallawat
Whole Time Director
DIN: 00720282

Sd/-
Munni Devi Jain
Chairman
DIN: 08194500

Annexure-4

AS PER RULE 8 OF COMPANIES (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY

- (i) The steps taken or impact on conservation of energy
 - (ii) The steps taken by the Company for utilizing alternate sources of energy
 - (iii) The capital investment on energy conservation equipment
- } NIL

B. TECHNOLOGY ABSORPTION

- (i) The efforts made towards technology absorption
 - (ii) The benefits derived like product improvement, cost reduction, product development Or import substitution
 - (iii) In case of imported technology (imported during last three years reckoned from the Beginning of the financial year)
 - a. The details of technology imported
 - b. The year of import
 - c. Whether the technology been fully absorbed
 - d. If not fully absorbed areas where absorption has not taken place & reasons thereof
 - (iv) The expenditure incurred on research & development during the year 2019-20
- } NIL

C. FOREIGN EXCHANGE EARNING AND OUTGO

The Foreign Exchange earning in terms of actual inflows

Foreign Exchange earnings during the financial year 2019-20: NIL

The Foreign Exchange outgo during the year in terms of actual outflows

Foreign Exchange outgo during the financial year 2019-20: NIL

Place: Mumbai
Date: 22.08.2020

For the Board of Director
Arnold Holdings Limited

For the Board of Director
Arnold Holdings Limited

Sd/-
Mahendraprasad Mallawat
Whole Time Director
DIN: 00720282

Sd/-
Munni Devi Jain
Chairman
DIN: 08194500

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**ECONOMIC OVERVIEW****Global Economy****Declining Growth, Uncertain Outlook**

The world economy witnessed a mixed Calendar Year (CY) 2019. The global real Gross Domestic Product (GDP) growth in CY 2019 was 2.9% compared with 3.6% in CY 2018, reflecting slow growth in both emerging markets and advanced economies. Higher reciprocal tariffs and an uncertain macro environment led to a broad-based slowdown in manufacturing and global trade. Concerns about future global growth and mixed macro Environment led to accommodative monetary policies by global central banks.

World Economic Growth

The global economy started CY 2020 on a strong note with the US-China trade conflicts reaching phase one agreement and the uncertainty around Brexit fading. However, the outbreak of the COVID-19 pandemic, originating from China and spreading across the world, prompted most major countries to impose a Lockdown to break the chain of transmission. The containment measures severely impacted economic activities worldwide.

Outlook

While the magnitude of the COVID-19 impact is yet to be ascertained, the IMF forecasts the 'Great Lockdown' to lead to the worst downturn in CY 2020 since the Great Depression, with global GDP likely to fall as much as - 4.9%. However, assuming the contagion recedes by second half of 2020, the global economy could witness a sharp recovery of 5.4% in CY 2021.

Indian Economy

In 2019, India became a US\$ 2.7 Trillion economy, having added one Trillion US dollars in the last five years. The recent Economic Survey of the present government outlined the blueprint to achieve the vision of making India a US\$ 5 Trillion economy by 2024-25. Following the path, India's rank in the World Bank's Ease of Doing Business 2020 has consistently improved over last three years and stands at 63, among 190 countries, making it the one of world's top 10 most improved countries for the third consecutive time. Further, the government has set a target to invest worth Rs.111 Trillion over 2020-2026 under National Infrastructure Pipeline (NIP). NIP is likely to help provide quality and adequate infrastructure across the nation and boost economic growth.

The Reserve Bank of India (RBI) has undertaken a number of measures to ensure sufficient liquidity in the system since the beginning of FY 2019-20. The policy rate (repo rate) has been cut from 6.25% in the beginning of year to 4% now in ongoing fiscal so far. We also note this time transmission of rate cuts has happened in a large way and helped across all industries and borrowers.

The government collected Rs.16.49 Lakh Crore as net tax revenue in FY 2019-20 as against Rs.14.84 Lakh Crore collected in FY 2018-19. The direct tax collection stood at Rs.11.7 Lakh Crore in FY 2019-20 as against estimated Rs.13.4 Lakh Crore in FY 2018-19. For FY 2020-21, the gross direct tax collections are budgeted to increase by 12.7% according to the Union Budget as against 2.9% growth achieved in FY 2018-19. Further, capital expenditure for FY 2020-21 is pegged at Rs. 4.12 Lakh Crore as against Rs.3.49 Lakh Crore incurred in FY 2019-20 and fiscal deficit was targeted at 3.5% in FY 2020-21, which is unlikely to be achieved given the disruption in economy due to the COVID-19 pandemic. The Goods and Service Tax (GST) gross mop up for FY 2019-20 was Rs. 12.2 Lakh Crore against Rs. 11.7 Lakh Crore in FY 2018-19, reflecting increase in manufacturing and consumption activity, supported by rate cuts during the fiscal.

The non-food bank credit recorded a growth of 6.7% Y-o-Y to Rs. 92.11 Lakh Crore in March 2020 as compared to Rs.86.33 Lakh Crore in March 2019. The growth was a result of increase in growth of service sector by 7.4% to Rs. 25.95 Lakh Crore from Rs. 24.15 Lakh Crore (consisting of NBFC growth of 26% to Rs. 8.07 Lakh Crore) and personal loan by 15% to Rs. 25.54 Lakh Crore from Rs. 22.20 Lakh Crore (including growth in housing by 15.4% to Rs. 13.39 Lakh Crore). The growth in industry (micro & small, medium and large) was marginal at 0.7% to Rs. 29.05 Lakh Crore.

The Indian Economy was not immune to the global slowdown and was affected across all four key growth engines of the economy – private consumption, private investment, exports and government consumption and

investment faltered to stimulate any growth. The first three have slowed down significantly led by a variety of reasons. Consumption, the biggest contributor of growth was subdued, pointing to fragile consumer sentiment and purchasing ability. Similarly, private investments and exports have remained muted owing to soft demand, global uncertainties around trade and investments and geopolitical tensions. The fourth engine has been moderated because of the limited elbow room the government has for counter-cyclical spending as the budget deficit remains under pressure.

Given the sharp deterioration in economic activities from the beginning of FY 2020-21 and higher risk of steep deterioration in fiscal discipline, India may be exposed to sovereign rating downgrade, which may have wide ramifications on our financial markets. Given a sharp contraction in domestic economic activities and soft stance of global bankers towards interest rates as to promote consumption activities are likely to keep interest rate scenario benign in India. A sharp fall in oil prices and other commodities are likely to result in softening of inflation rate in subsequent months, which along with a normal monsoon forecast does not warrant a significant rise in the food inflation trajectory. The RBI had changed its stance from neutral to accommodative in its April 2020 monetary policy and a shift in stance is unlikely going forward, given the macroeconomic backdrop.

COVID-19 impact in India

Regarded as one of the largest lockdowns in the history, affecting most businesses in the form of supply disruptions, steep fall in consumption demand, investments, uncertainty for the informal sector and large cash flow gaps for the corporates will significantly affect the overall economy.

The actual impact still remains a challenge to project, given the uncertainty around the containment measures and ultimate recovery.

Cyclical slowdown, recovery delayed

The Indian economy grew by 4.2% in FY 2019-20, compared to 6.1% in FY 2018-19. The slowdown can be largely attributed to weak domestic consumption, sluggish manufacturing (from 5.7% to 0.9%) and construction activities (from 6.1% to 3.0%). Further, weak fixed investment and muted exports have dampened the sentiments. Despite a series of rate cuts by the RBI, credit off take remained slow.

India GDP Growth

As green shoots of recovery started to become visible, an unexpected COVID-19 pandemic engulfed India too, Compelling the government to impose a nationwide lockdown beginning March 24, 2020. This has dashed hope of any early recovery on economy, which will have wider ramification in current fiscal. It brought all business activities, except those related to essential goods and services to standstill and put over 1.3 Billion in suspended animation.

Government announces interim relief; central bank steps in to stabilize economy

The central government announced a special economic package of Rs.20.9 Lakh Crore consisting of mix of short-term measures (fiscal and monetary) and reforms to boost long-term economic prospects to overcome the impact of COVID-19 and boost demand. The RBI announced series of liquidity measures to mitigate the COVID-19 impact and stabilise the economy, along with a host of other measures, including interest rate cuts, reduction in Statutory Liquidity Ratio (SLR)/Cash Reserve Ratio (CRR), moratorium on loans, loan provisioning norms, etc.

Outlook

As per CRISIL, the Indian economy will see contraction at 5% in FY 2020-21, while non-agricultural GDP is to contract 6%, agriculture could cushion the blow by growing at 2.5%. This is mainly led by steep deterioration in business activities and sharp contraction in consumption trend due to disruption led by COVID-19. A recent KPMG report (April 2020) expects the economic recovery in India to be smoother and faster than other advanced economies to emerge stronger out of the pandemic. On a positive note, Moody's (a global rating company) has forecasted, India's GDP growth rate to bounce back to 6.6% in FY 2021-22. The government's clear focus in current fiscal is to revive demand and consumption to drive economic growth back to normalcy.

INDUSTRY OVERVIEW

NBFC industry

NBFCs have played a vital role in the financial system over the last decade. They complement as well as compete with banks, bringing in efficiency and diversity in the financial intermediary segment. NBFCs bridge the gap between formal credit channels and those who are denied credit from these channels, i.e., they help financing those individuals (majorly SENPs) and entities (mostly MSMEs) that are unserved or underserved by formal banking channels. Systemic credit in Indian markets grew from Rs.75.4 Trillion in FY 2013-14 to Rs.130.2 Trillion in FY 2019-20. The proportion of NBFCs in this growing systemic credit has been consistently expanding from 17% in FY 2013-14 to 22% in FY 2019-20.

Delving Deeper

The credit growth of NBFCs was slower in FY 2019-20, due to the risk perception for players with higher exposure to wholesale lending, asset-liability mismatches, capital adequacy and perceived corporate governance. This led to a scenario where NBFCs with riskier exposures and ALM mismatches finding it difficult to access capital market over the near to medium term. According to a CRISIL report on NBFCs (April 2020), the loan book of NBFCs grew at a 3-year CAGR of 13% CAGR from Rs.20.1 Lakh Crore in FY 2016-17 (Estimated) to Rs.28.7 Lakh Crore (Estimated) in December 2019. As per RBI, the industry received the highest share in credit deployment by NBFCs (56.7%), followed by retail loans (20.2%) and services (14.5%) as on September 30, 2019.

Borrowings of the NBFCs upto September 2019, majorly consisting of bank borrowings grew by 21.2% Y-o-Y to touch Rs. 6.3 Lakh Crore in 2019-20, whereas other sources grew 16.8%Y-o-Y to Rs. 7.6 Lakh Crore. Borrowings from public deposits grew by 40.3% to Rs. 0.5 Lakh Crore. Securitisation has played a significant role for raising resources effectively for NBFCs. Since September 2018, the securitization volumes of NBFCs have jumped significantly and continue to remain high for FY 2019-20 as well.

RBI measures to boost NBFCs

The RBI and the government have taken several measures to enhance system liquidity and strengthen the governance and risk management framework of NBFCs, including HFCs:

- Removal of 25% Debenture Redemption Reserve (DRR) requirement
- Relaxation of end-use restrictions on external commercial borrowings from recognised lenders
- Allowance of Partial Credit Enhancements (PCE) to banks for bonds tenured three years and above
- Relaxation of the minimum holding period of loans with original maturities > 5 years to encourage securitising assets
- Allowing co-origination of loans with scheduled commercial banks
- Liquidity coverage ratio maintenance of 50% and 30%, as per the size of AUM
- Interest subvention scheme for NBFC-ND-SI for loans provided to MSMEs to the extent of 2% for all GST registered MSMEs
- One-time restructuring of existing loans to MSMEs

In addition, the RBI undertook a series of initiatives to strengthen the financial services industry, like accommodative monetary policies, reducing the benchmark rates by 115 basis points, CRR exemption for retail loans, externally benchmarking rates, long term repo operations and operation twist.

Outlook

Since September 2018, NBFCs have faced multiple headwinds, with constrained funding access, coupled with rising borrowing costs and re-calibration of loan-book, which has constrained growth. Typical sharp increase in disbursements seen in March end of a fiscal was confined in FY 2019-20 due to lockdown, growth for FY 2020-21 is now expected to be lower due to curtailed disbursements during initial few months of FY 2020-21 to conserve liquidity.

However, due to the cyclical slowdown, the share of NBFCs is expected to face a slight blip, as it is projected to drop slightly from 23% in FY 2018-19 to 22% in each of FY 2019-20 and FY 2020-21.

- In this extreme challenging environment, NBFC credit growth is expected to be flat in FY 2020-21 after registering growth of ~6 % to Rs.29 Trillion (projected) in FY 2019-20.
- Home Loans and MSME finance, are better placed as compared to auto finance and wholesale finance segments.

- Well-capitalised lenders with balanced ALMs and secured lending are expected to grow, as liquidity and low NPA levels would bring in long-term growth for these players.

Special measures by the Government and RBI for COVID-19 impact mitigation

1. Additional policy rate cut by 115 bps to 4%
2. Reverse repo rate cut at 3.35%, to purposefully create an imbalance, encouraging banks to productively disburse for lending purposes
3. Targeted Long-Term Repo Operations (TLTRO) upto Rs. 1, 00,000 Crore
4. Reduction of CRR by 1% for 1-year period to 3%
5. Reduce daily CRR requirement from 90% to 80% till June 26, 2020
6. Increase accommodation under the Marginal Standing Facility (MSF) from 2% to 3% till June 30, 2020
7. Additional measures like permitting all lending institutions to provide a 6-month moratorium for all term loans, deferring interest on working capital facilities and easing working capital financing, were announced to infuse liquidity in the markets
8. On April 17, 2020, the RBI announced another round of TLTRO amounting to Rs.50, 000 Crore and the banks are required to invest the funds in investment grade bonds, commercial paper, and non-convertible debentures of NBFCs, with at least 50% of the total amount availed going to small and mid-sized NBFCs and Micro Finance Institutions (MFIs)
9. Further, RBI provided a Special Liquidity Facility (SLF) of Rs.15, 000 Crore to enable it to provide liquidity support to the MSMEs and meet sectoral credit needs.
10. Rs.45, 000 Crore partial credit guarantee (PCG 2.0) scheme for non-banking financial companies (NBFCs)
11. Rs.30, 000 Crore special liquidity scheme for NBFCs, housing finance companies (HFCs) and microfinance institutions (MFIs) with full guarantee by the government.

COMPANY BUSINESS OVERVIEW:

Arnold Holdings Limited is a public limited company incorporated in the year 1981 listed in Bombay Stock Exchange. It is a non-deposit taking NBFC, registered with the RBI vide Registration No. B-13.02130 Ever since its incorporation the company engaged in investment in shares and activity of non-banking finance company

Our Company is primarily focused in providing inter corporate loans, personal loans, loans against shares & securities, loans against properties, trade financing, bills discounting, trading in shares & securities. Being an, NBFC our Company has positioned itself between the organized banking sector and local money lenders, offering the customers competitive, flexible and timely lending services.

Products & Services:

Our Company offers financial services to commercial, industrial and financial clients with a one stop financial solution:-

- ✓ Trade Finance & Bill Discounting
- ✓ Working capital loans
- ✓ Loan against property
- ✓ Margin funding and loan against approved securities
- ✓ Capital market
- ✓ Corporate finance
- ✓ Mortgage and loans
- ✓ Infrastructure finance

FINANCIAL PERFORMANCE:

During the fiscal Year 2020, the gross operational income of the Company stood at Rs.2413.85 Lacs as compared to previous fiscal Year of Rs. 1646.06 Lacs. The company has continued its lending activities and advances portfolio of the Company has been Rs. 3894.29 Lacs and the interest income of the Company have been stood at Rs. 328.826Lacs. This fiscal Year Company's profits have been 156.53 Lacs as compared to Rs. 28.45 Lacs of fiscal Year 2019.

Financial Highlights:

- Income from operation stood at Rs. 2413.07 Lacs for fiscal Year 2020.
- Profit before Taxes of fiscal Year 2020 was Rs. 212.47 Lacs.
- Profit after Taxes of fiscal Year 2020 was Rs. 156.53 Lacs.
- Earnings per share for fiscal Year 2020 were Rs. 0.520 per share.
- Net Worth of company stood at Rs. 5248.928 Lacs as on March 31, 2020.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The company is operating as Non-banking Financial Company and so does not have segment wise performance. The performances are reflected in the balance sheet.

SWOT ANALYSIS:

Strengths:

An integrated financial services platform: We offer our clients an integrated financial services platform by offering lending against demat shares, finance consultancy, loan against immovable properties and allied products. Our integrated service platform allows us to leverage relationships across the lines of businesses and our industry and product knowledge by providing multi-channel delivery systems to our client base, thereby increasing our ability to cross-sell our services.

Experienced Management: We believe that our senior management and our talented and experienced Team are the principal reason for the growth of our Company. We believe that the extensive experience and financial acumen of our management and staff facilitates us with a significant competitive advantage.

Weakness:

Branding: Our Company is not a well-established brand among large NBFC players who have access to larger financial resources.

Accessibility: We do not have branches so we are unable to explore the business opportunities in other areas.

Opportunities:

Large Market: The players in the NBFC sector still have a lot of scope to cover larger market and the rural markets are still untapped.

Desire for Status: With increased desire of individuals to improve their standard of living, the NBFC industry is getting exposed to new category of client (individuals) in a big way with large share of business coming from this segment apart from corporate clients.

Threats:

Economic Downturn: If the economic downturn is prolonged it can reduce the financing need of people due to shrinking business opportunities.

Private Banks: Private Banks are also working on the similar business model as the NBFCs do, thereby giving a very strong competitions to the NBFC's.

RBI and Government restrictions: With more stringent norms governing the functioning of NBFC and certain government restrictions act as a hindrance in smooth functioning of NBFC.

FUTURE STRATEGY:

- **Expansion of existing activities:** Our Company intends to expand its financial services by enhancing its focus on margin funding, loan against shares and securities, loan against properties and corporate loan, bill discounting and working capital loan.

- **Differentiated Services:** In the growing economy, the corporate clients will be requiring funds for further expansions. Our Company would be providing all diversified service portfolio under one umbrella to cater most of the customer needs and demands.
- **Brand recognition:** We are in such a business where we are facing lot of competition. Our Company is not a well-established brand among large NBFC players. We will be making the necessary arrangements for our brand reorganization.

RISKS AND CONCERNS

As a NBFC, the Company is exposed to market risk, global risk, regulatory risk, credit risk, liquidity risk, competition risk and interest rate risk etc. which can affect the return on investments and financial business in unexpected way. Sustained efforts to strengthen the risk framework and portfolio quality have yielded consistently better outcomes for the Company. The level and degree of each risk varies depending upon the nature of activity undertaken by them. The company's operations might be adversely impacted due to incapacitation of sections of the global workforce due to exposure to the pandemic COVID 19, reduced productivity due to employee stress and impact on emotional well-being while under local lockdowns or quarantines, inability to provide work from home access to some employees due to logistical or security or contractual reasons. Demand for the company's product may be adversely affected not only in industry segments directly impacted by the pandemic – like hotels and hospitality, but across other segments as well due to a sharp slowing down of the world's major economies. This is likely to affect the company's earnings in the short and medium term.

HEALTH SAFETY AND PANDEMIC RISK

In addition to serious implications for people's health and the healthcare services, coronavirus (COVID-19) is having a significant impact on the world-wide economy including India in terms of business growth and business models. The disruption has pushed the financial sector to adopt digital model for sustenance and growth. The company and its subsidiaries have been proactive enough to switch over to fully digital mode since the Covid-19 ensuring employees the best health safety measures and uninterrupted service to the stakeholders. However, the performance of the company and its subsidiaries may be impacted in future because of the lasting effect of this disruption on the economy.

INTERNAL CONTROL SYSTEM AND ADEQUACY:

The Company maintains a system of internal controls designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations.

The organization is well structured, and the policy guidelines are well documented with pre-defined authority. The Company has also implemented suitable controls to ensure that all resources are utilized optimally, financial transactions are reported with accuracy and there is strict adherence to applicable laws and regulations.

The Company has put in place adequate systems to ensure that assets are safeguarded against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported. The Company also has an exhaustive budgetary control system to monitor all expenditures against approved budgets on an ongoing basis.

The Company uses information technology extensively in its operations for ensuring effective controls besides economy. It also helps the Company in providing accurate MIS and prompt information / services to its customers and other stakeholders. The Company has implemented enhanced level of Information System Security controls with monitoring systems to address technology risks.

The Company has an independent internal audit function which continuously evaluates the adequacy of, and compliance with, policies, plans, regulatory and statutory requirements. Risk based approach is adopted while carrying out the audits. Internal audit also evaluates and suggests improvement in effectiveness of risk management, control and governance process. The Audit Committee of the Board provides necessary oversight and directions to the internal audit function and periodically reviews the findings and ensures corrective measures are taken.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES

Your Company firmly believes that its human resources are the key enablers for the growth of the Company and important asset. Hence, the success of the Company is closely aligned to the goals of the human resources of the Company. Taking into this account, your Company continued to Invest in developing its human capita and establishing its brand on the market to attract and retain the best talent.

Employee relations during the period under review continued to be healthy, cordial and harmonious at all levels and your Company is committed to maintain good relations with the employees.

SIGNIFICANT CHANGES:

- a. Debtors turnover ratio stood at 218.08 in FY.20 as against 59.02 in FY.19.
- b. Inventory turnover ratio has decreased 2.26 in FY 20 as compared to 1.81 in FY 19.
- c. Interest Coverage Ratio has increased 2.621 in FY 20 as compared to 1.96 in FY 19.
- d. Current Ratio has increased from 27.48 in FY.19 to 706.55 in FY.20.
- e. Debt Equity Ratio reduced from 0.170 in FY.19 to 0.019 in FY.20.
- f. Operating profit margin has increased from 4.94% in FY.19 to 9.23% in FY.20.
- g. Similarly, net profit margin also shown growth from 1.73% in FY.19 to 6.49% in FY.20.
- h. Return on net worth stood at 2.98% in FY.20 as compared to 0.56% in FY.19.

CAUTIONARY:

Statement in the Management Discussion & Analysis, describing the company's objectives, projections and estimates are forward looking statement and progressive within the meaning of applicable laws & regulations. Actual result may vary from those expressed or implied.

Important developments that could affect the company's operations are significant changes in political and economic environment in India, tax laws, RBI regulations, exchange rate fluctuation and other incidental factors.

Place: Mumbai
Date: 22.08.2020

For the Board of Director
Arnold Holdings Limited

For the Board of Director
Arnold Holdings Limited

Sd/-
Mahendraprasad Mallawat
Whole Time Director
DIN: 00720282

Sd/-
Munni Devi Jain
Chairman
DIN: 08194500

Annexure-6

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Arnold Holdings Limited
(CIN: L65993MH1981PLC282783)
B 208, Ramji House, 30 Jambulwadi,
JSS Road Mumbai - 400002

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Arnold Holdings Limited**, (hereinafter called the “company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification on test check basis of the **M/s. Arnold Holdings Limited**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

Due to the Covid-19 Lockdown, we have relied on management representations, scanned copies and soft copies of documents received by the company for issue of this report. Physical verification was not possible. So to that extent the report may be based on our presumption to the truth of digital documents and representation.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Arnold Holdings Limited** for the financial year ended on **31st March, 2020** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable during the year:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **the regulation is not applicable during the Financial Year 2019-20**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **the regulation is not applicable during the Financial Year 2019-20**

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares)(Amendment) Regulations, 2016;**the regulation is not applicable during the Financial Year 2019-20**and
- h. Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **the regulation is not applicable during the Financial Year 2019-20**
- vi. Other Laws Specifically Applicable to Company:
 - a. Income Tax Act, 1961
 - b. Goods & Service Tax and other Indirect Taxes
 - c. The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975
 - d. Reserve Bank of India Act, 1934

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to the Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with BSE Stock Exchange of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During The year under review, the company has generally complied with the provisions of the act, rules, regulations and guidelines mentioned above except:

1. As per Regulation 30 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, Outcome of Board Meeting held on 18th April, 2019 was filed after 24 hours of the occurrence of event on 22nd April, 2019 due to some technical error on the website of BSE.

2. As per Regulation 30 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular CIR/CFD/CMD/4/2015 dated September 9, 2015, brief particulars of directors/ KMP was not filed with the stock exchange due to inadequacy of the management.

3. As per SEBI circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 and BSE Circular LIST/COMP/05/2019-20 dated April 11, 2019, Initial Disclosure for Large Corporate Entity was filed delayed on 24th May, 2019. There are some discrepancy in the threshold limit filed with the stock exchange.

4. Audit Report and Financial Result filed with the stock exchange for the quarter and year ended on 31st March, 2019 on 30th May, 2019 was not as prescribed by SEBI. Further, the Balance sheet filed for the quarter ended 30th September, 2019 is also not as prescribed by SEBI.

5. Audit Report for the year ended 31st March, 2019 as annexed to the annual report for the year 2018-19 is not as prescribed under Standards on Auditing. The Financial Statement for the year ended 31st March, 2019 as approved on 30th May, 2019 is not in the format as prescribed under Annexure III of the companies Act, 2013.

6. As per Regulation 33 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, revised Financial Result for the Quarter ended June, 2019 was filed with the stock exchange on 3rd September, 2019 after adding the reconciliation table for net profit/loss.

7. Financial Statement for the year ended 31st March, 2019 as approved on 30th May, 2019 was not signed by CFO of the company.

8. There are difference in figures between the financial results filed with the stock exchange for the quarter and year ended on 31th March, 2019 on 30th May, 2019 and the financial statement filed with the ROC for the year ended 31st March, 2019 due to regrouping/ reclassification.

9. The Related party transaction as per regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended on 31st March, 2019 is filed after 30 days of filing of financial result (i.e. 30th May, 2019) on 06th August, 2019.
10. Certificate under Regulation 40(9) & (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended on 30th September, 2019 was revised and filed after inserting the UDIN as prescribed by the ICSI within the prescribed time limit on 30th October, 2019.
11. Reconciliation of share capital audit report under Regulation 76 of SEBI (Depositories and Participant) Regulations, 2018 for the quarter ended on 30th September, 2019 was revised and filed after inserting the UDIN as prescribed by the ICSI within the prescribed time limit on 30th October, 2019. No revised XBRL was filed for that purpose.
12. The annual Disclosure under Regulation 30 (1) & (2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 was filed by the company instead of promoter of the company to the stock exchange and company for the year ended 31st March, 2019.
13. The annual Disclosure under Regulation 30 (1) & (2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 for the year ended 31st March, 2020 was revised as wrong shareholding was mentioned earlier.
14. The intimation for closure of trading window under SEBI (Prohibition of Insider Trading) Regulations, 2015 for the declaration of financial result was filed delayed on 30th July, 2019 to the Stock Exchange.
15. As per Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Revised Shareholding Pattern was filed with the stock exchange for the quarter ended June, September and December 2019.
16. As per Regulation 13 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, same report of Investors Complain for the quarter ended 31st March, 2018 was filed mistakenly on 9th April, 2019.
17. Annexures to the director's report approved on 30th May, 2019 are not signed by two directors or chairman of the company.
18. Date of signing of Directors Report approved on 30th May, 2019 is mentioned as 13th August, 2019 in annual report due to typographical mistake. The signing of Mohandas Dasari in Directors report was not mentioned due to typographical error.
19. In the resolution passed by the Board and members on 13.08.2019 and 27.09.2019 for consolidation of shares, instead of mentioning that every 5 (Five) equity shares with face value Rs. 2/- each held by a member are consolidated and redesigned into 1 (one) equity share with face value of Rs. 10/- fully paid up, it was mentioned that every 1 (One) equity shares with face value Rs. 2/- each held by a member are consolidated and redesigned into 1 (one) equity share with face value of Rs. 10/- fully paid up. Further the board rectified the mistake and filed the revised resolution with the MCA
20. Notice of AGM dated 27.09.2019 was not signed by company Secretary of the company.
21. In the Annual report for the financial year 2018-19 filed on the stock exchange on 31st August, 2019, does not cover few points as prescribed in Companies Act and LODR.
22. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, revised Voting result in XBRL mode was filed for the AGM held on 27.09.2019.
23. The company is suspended on Calcutta Stock Exchange for non-filing of documents but is regularly filing its document on BSE.

24. Attendance Register, Ballot Papers, Proxy Forms of the AGM held on 27.09.2019 are not available for verification.

25. E-Form SH-7 for consolidation of shares was filed delayed with MCA after due date.

I further report that, based on the information provided by the company, its officers and authorised representative during the conduct of the audit, and also on the review of reports by CS/CFO and Statutory Auditor of the company, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

I further report, that the compliance by the company of applicable financial laws, like direct and indirect tax laws, Pollution control, and Labour laws has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the board were unanimous and no dissenting views have been recorded.

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I report further that, during the audit period, there were no specific events/actions in pursuance of the aforesaid laws, rules, regulations, etc. having a major bearing on the company's affairs.

Company has consolidated existing five equity shares of Rs.2/- each to one equity share of Rs. 10/- each pursuant to the members resolution approved in the Annual General Meeting held on 27th September, 2019.

Place: SURAT
Date: 22/08/2020

Sd/-
Name of PCS: Ranjit B. Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: **F006116B000605341**

Note:

This report is to be read with our letter dated 22nd August, 2020 which is annexed and forms an integral part of this report.

To,
The Members,
Arnold Holdings Limited
(CIN: L65993MH1981PLC282783)
B 208, Ramji House, 30 Jambulwadi,
JSS Road Mumbai - 400002

Our Secretarial Audit report dated 22nd August, 2020 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we 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. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit 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: 22/08/2020

Sd/-
Name of PCS: Ranjit B. Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: **F006116B000605341**

Annexure-7

The Disclosures pertaining to remuneration as required under section 197(12) of the companies act, 2013 read with rule 5 of the companies (appointment and remuneration of managerial personnel) Amendment rules, 2016 are as under:

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20, ratio of the remuneration of the employees of the Company for the financial year 2019-20 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for F.Y. 2019-20 (Amount in Rs.)	% increase in Remuneration in the F.Y. 2018-19	Ratio of Remuneration of each Director/to median remuneration of employees
1	Mahendraprasad Mallawat Nathmal Whole-time Director	6,28,400	-2.57	2.84:1
2	Mohandas Dasari Whole-time Director	1,00,000	66.67	0.45:1
3	Prakash Saboo* Additional Executive Director	1,80,000	N.A	0.81:1
4	Sarita Bhartia Non-Executive Independent Director**	50,000	100	0.23:1
5	Gazala Mohammed Irfan Kolsawala Non- Executive Director	27,000	-25.00	0.12:1
6	Sopan Vishwanathrao kshirsagar Non-Executive Independent Director	NIL	NIL	N.A.
7	Raj Kumar Goyal Non-Executive Independent Director	NIL	NIL	N.A.
8	Sushil Mahendrakumar Jhunjhunwala	NIL	NIL	N.A.
9	Soniya Goyal*** Company Secretary & Compliance Officer	3,15,000	-23.62	N.A.
10	Santwana Todi**** Company Secretary & Compliance Officer	45,000	N.A.	N.A.
11	Dharmendra R. Yadav***** Chief Financial Officer	2,63,000	N.A.	N.A.

*Appointed on 13.02.2020

**Resigned on 13.02.2020

*** Resigned on 09.01.2020

****Appointed on 09.01.2020

***** Appointed on 30.05.2019

- (i) Names of the top ten employees in terms of remuneration drawn from the Company in the financial year 2019-20:

Sr. No.	Name & Designation	Qualification and Experience	Remuneration (Amount in Rs.) Per Annum	Date of Appointment	Age (In years)	Particulars of Last Employment	Relative of Director/ Manag	Percentage of Equity Shares
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							er	
1	Mahendraprasad Mallawat Nathmal Whole-time Director	B.com 45 years	6,28,400	23-11-2010	62	NA	NA	0.100
2.	Soniya Goyal Company Secretary & Compliance Officer	CS 6 years	3,15,000/-	30-11-2013	32	NA	No	-
3.	Dharmendra R. Yadav Chief Financial Officer	B.Com 9 years	2,63,000/-	30-05-2019	33	Rihita Caro Forwarders Pvt Ltd	No	-
4.	Prakash Saboo Additional Executive Director	CA 25 years	1,80,000/-	13-02-2020	52	NA	No	-
5.	Mohandas Dasari Whole-time Director	Master in Economics 25 Years	1,00,000/-	10-08-2017	70	General Manager in RBI	No	-
6.	Santwana Todi Company Secretary & Compliance Officer	CS 6 Years	45,000/-	09-01-2020	32	NA	No	-
7.	Sushma Pardeshi Assistant	B.com 3 Years	2,79,600/-	01-04-2017	42	NA	No	-
8.	Abhishek R Pandey, Project Manager	B.com 3 months	54,000/-	01-01-2020	25	NA	No	-

- (ii) The median remuneration of employees of the Company during the Financial Year was Rs. 2,21,500/- per annum
- (iii) In the Financial year, the median remuneration of employees has increased by 1.72%.
- (iv) There were 7 permanent employees on the rolls of the Company as on March 31,2020;
- (v) Average percentage increase made in the salaries of employees other than the managerial personnel in comparison of the last financial year is 15.66%. There is an average increase of 2.79% in the managerial remuneration in comparison to the last financial year.
- (vi) The remuneration of KMP is as per the recommendations of the Nomination & Remuneration Committee.
- (vii) It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

Place: Mumbai
Date: 22.08.2020

For the Board of Director
Arnold Holdings Limited

For the Board of Director
Arnold Holdings Limited

Sd/-
Mahendraprasad Mallawat
Whole Time Director
DIN: 00720282

Sd/-
Munni Devi Jain
Chairman
DIN: 08194500

Annexure-8

Certificate in terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
ARNOLD HOLDINGSLIMITED.

Dear Sir/Madam,

In accordance with Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we certify that:

1. We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2020 and that to the best of my knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the financial year ended March 31, 2020 which is fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the auditors and the Audit Committee:-
 - a. that there are no significant changes in internal control over financial reporting during the financial year ended March 31, 2020;
 - b. there are no significant changes in accounting policies during the financial year ended March 31, 2020; and
 - c. that there are no instances of significant fraud of which we have become aware.

Place: Mumbai
Date: 30.07.2020

By order of Board of Directors

By order of Board of Directors

Sd/-

Mahendraprasad Nathmal
CEO and Whole Time Director

Sd/-

Dharmendra Yadav
Chief Financial Officer

Annexure-9

DECLARATION BY WHOLE TIME DIRECTOR THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

All the Members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2020 as applicable to them as laid down in Companies Act, 2013 with the code of conduct of Board members and senior management personnel.

Date: 22.08.2020

Place: Mumbai

For Arnold Holdings Limited

Sd/-

Mahendraprasad Mallawat

Whole Time Director

DIN: 00720282

Annexure-10

Amit Ray & Co.

Chartered Accountants

401/403, D- Definity, Jai Prakash Nagar, Road No. 1, Goregaon (E), Mumbai-400063

Ph. No. 022-40146981/49769479/49725517

Mobile- 9167441068/ 9167441048

Email: nagrao57@gmail.com,

Web: www.amitrayco.in

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of

ARNOLD HOLDINGSLIMITED.

We have examined the compliance of the conditions of Corporate Governance by **Arnold Holdings Limited** (The Company); for the year ended 31st March 2020 as stipulated in Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 of the said Company with BSE Limited.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015. In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

For Amit Ray & Co.

Chartered Accountants

Sd/-

Nag Bhushan Rao

Partner

UDIN: 20073144AAAAIL3169

M. No. 073144

FRN No. 000483C

Place: Mumbai

Date: 22.08.2020

Annexure-11

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per item 10(i) of clause C of Schedule V of the **Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** read with regulation 34(3) of the said Listing Regulations)

To,
The Members,
Arnold Holdings Limited
(CIN: L65993MH1981PLC282783)
B 208, Ramji House, 30 Jambulwadi,
JSS Road, Mumbai-400002

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Arnold Holdings Limited having CIN: L65993MH1981PLC282783 and having registered office at B 208, Ramji House, 30 Jambulwadi, JSS Road, Mumbai-400002 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Mahendraprasad Mallawat Nathmal	00720282	23.11.2010
2.	Mr. Mohandas Dasari	05105936	10.08.2017
3.	Mr. Prakash Saboo	01687975	13.02.2020
4.	Mrs. Gazala Mohammed Irfan Kolsawala	07133943	25.03.2015
5.	Mr. Rajkumar Goyal	08529131	13.08.2019
6.	Mr. Sopan Vishwanathrao Kshirsagar	06491444	07.02.2013
7.	Mr. Sushil Mahendrakumar Jhunjhunwala	08679362	13.02.2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Surat
Date: 22.08.2020

SD/-
Name of PCS: Ranjit B. Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: F006116B000605330

INDEPENDENT AUDITOR'S REPORT

To
The Members,
Arnold Holdings Limited,

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **ARNOLD HOLDINGS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, including the statement of other comprehensive income, the cash flow statement and the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Other Matter

The financial statements of the Company for the year ended March 31, 2020, included in these standalone financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on July 30, 2020.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e. On the basis of written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For AMIT RAY & COMPANY
Chartered Accountants
Firm Reg. No. 000483C

SD/-
FCA Nag Bhushan Rao
Partner
Membership No: 073144
UDIN: 20073144AAAAHB2352

Place: Mumbai
Date: 30.07.2020

Annexure A referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report of even date

Re: ARNOLD HOLDINGS LIMITED ('the company')

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

(c) The Company does not hold any immovable properties during the year.
- ii. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.
- iv. In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. As the company is registered under Reserve Bank of India as a Non-Banking Finance Company, it is eligible to take Loan & Advances and grant Loan & Advances on such terms & conditions which are prejudicial to the interest of the company.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Therefore, in our opinion, the provisions of clause 3(vi) of the Order are not applicable to the Company.
- vii. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Goods & Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st March, 2020 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no amount payable in respect of income tax, Goods & service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes. The dues of income-tax and other statutory dues on account of any dispute are as follows:

S. N.	Name of the statute	Period to which the amount relates (AY)	Outstanding Demand	Date on which demand raised	Under Section	Forum where the dispute is pending
1	Income Tax Act, 1961	2009-10	6,93,040	13.12.2016	u/s 147	Appeal pending with CIT (Appeals)
2	Income Tax Act, 1961	2015-16	4,02,008	22.11.2017	u/s 143(3)	Appeal pending with CIT (Appeals)
3	Income Tax Act, 1961	2012-13	-	30.03.2019	u/s 148	Still in reassessment

4	Income Tax Act, 1961	2013-14	-	29.03.2019	u/s 148	Still in reassessment
5	Income Tax Act, 1961	2014-15	-	30.03.2019	u/s 148	Still in reassessment
6	Income Tax Act, 1961	2015-16	-	30.03.2019	u/s 148	Still in reassessment

- viii. In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of dues to any bank. The Company did not have any outstanding loans or borrowing dues in respect of a financial institution or to government or dues to debenture holders during the year.
- ix. According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans hence; reporting under clause (ix) is not applicable to the Company and hence not commented upon.
- x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- xi. According to the information and explanations given by the management, the managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- xiii. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are applicable to the Company and registration has been obtained by the company.

For AMIT RAY & COMPANY
Chartered Accountants
Firm Reg. No. 000483C

SD/-
FCA Nag Bhushan Rao
Partner
Membership No: 073144
UDIN: 20073144AAAAHB2352
Place: Mumbai
Date: 30.07.2020

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ARNOLD HOLDINGS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **ARNOLD HOLDINGS LIMITED** ("the Company") as of **March 31, 2020** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that;

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For AMIT RAY & COMPANY

Chartered Accountants

Firm Reg. No. 000483C

Sd/-

FCA Nag Bhushan Rao

Partner

Membership No: 073144

UDIN: 20073144AAAAHB2352

Place: Mumbai

Date: 30.07.2020

ARNOLD HOLDINGS LIMITED
Balance Sheet as at 31st March 2020

(₹ in Lakhs)

Particulars	Note no.	As at 31st March 2020	As at 31st March 2019
ASSETS			
1) Financial assets			
i) Trade receivable	3A	5.867	16.263
ii) Cash & cash equivalents	3B	328.543	609.102
iii) Investments	4A	10.542	51.000
iv) Loans	4B	3,894.288	4,309.604
v) Other financial assets	3C	9.545	23.087
Total Financial assets (1)		4,248.785	5,009.056
2) Non-Financial Assets			
i) Inventory	5	1,069.854	907.081
ii) Property, plant and equipment	6	139.204	139.204
iii) Deferred tax assets	7	2.888	2.888
iv) Other non-financial assets	8	66.947	43.941
Total Non-Financial Assets (2)		1,278.893	1,093.113
Total Assets (1) + (2)		5,527.678	6,102.169
EQUITY AND LIABILITIES			
1) Financial liabilities			
i) Trade payables	9A	0.121	56.235
ii) Borrowings	10	100.521	832.458
iii) Other financial liabilities	9B	1.771	0.266
Total Financial Liabilities (1)		102.413	888.958
2) Non-Financial liabilities			
i) Provisions	11	85.143	29.631
ii) Other current liabilities	12	0.109	0.100
Total Non-Financial liabilities (2)		85.252	29.731
3) Equity			
i) Equity share capital	13	3,007.500	3,007.500
ii) Other equity	14	2,332.513	2,175.981
Total equity (3)		5,340.013	5,183.481
Total Equity & Liabilities (1) + (2) + (3)		5,527.678	6,102.169
Significant accounting policies	1 & 2		
Notes on financial statements			

The accompanying notes are an integral part of the financial statements

As per our report of even date.

For Amit Ray & Company

Chartered Accountants

Firm Regn. No. 000483C

Sd/-

Nag Bhushan Rao

Partner

Membership No.: 073144

UDIN: 20073144AAAAHB2352

Date: 30.07.2020

Place: Mumbai

For and on behalf of the Board of directors

Sd/-

Sushil Mahendrakumar Jhunjunwala

Non-Executive Chairman

DIN: 08679362

Sd/-

Santwana Todi

Company Secretary

Sd/-

Mahendraprasad Mallawat

Whole Time Director/CEO

DIN: 00720282

Sd/-

Dharmendra Yadav

C.F.O.

ARNOLD HOLDINGS LIMITED
Statement of Profit & Loss for the Year Ended 31st March 2020

(₹ in Lakhs)

Particulars	Note No.	Year ended 31st March 2020	Year ended 31st March 2019
I) Revenue from operations	16		
i) Interest Income	16(i)	328.826	406.613
ii) Dividend Income	16(ii)	7.856	2.983
iii) Sale of Securities	16(iii)	1,844.570	1,233.587
iv) FNO Trading	16(iv)	6.641	-
v) Profit on Liquid Fund	16(v)	-	0.784
vi) Income for Mutual Fund Redeem	16(vi)	12.766	-
vii) Contract Income	16(vii)	-	-
viii) Recover Bad & Doubtful Debts	16(viii)	212.412	-
I) Total Revenue from Operations		2,413.071	1,643.968
II) Other Income	17	0.774	2.088
III) Total Income (I) + (II)		2,413.845	1,646.056
IV) Expenses			
i) Finance Costs	18	10.303	41.310
ii) Purchases of stock in trade	19	2,299.056	1,275.826
iii) Changes in inventories of finished goods	20	(162.774)	11.727
iv) Employee Benefit Expenses	21	19.420	16.399
v) Depreciation and amortization expense	6	-	0.307
vi) Fees & Commission Paid		1.200	-
vi) Other Expenses	22	34.173	260.661
IV) Total Expenses		2,201.379	1,606.228
V) Profit/(Loss) Before tax and Exceptional items (III) - (IV)		212.467	39.828
VI) Exceptional Items		-	-
VII) Profit/(Loss) Before tax (V) - (VI)		212.467	39.828
VIII) Tax expense:			
(i) Current tax		55.934	11.551
(ii) Deferred tax		-	(0.178)

IX) Profit/(Loss) for the period from continuing operations (VII) - (VIII)		156.533	28.454
X) Tax Expense of discontinued operations		-	-
XI) Profit/(loss) from discontinued operations(After tax) (X-XI)		-	-
XII) Profit/(loss) for the period (IX+XII)		156.533	28.454
XIII) Other Comprehensive Income			
(A) (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Subtotal (A)		-	-
(B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Subtotal (B)		-	-
XIV) Other Comprehensive Income (A + B)		-	-
XV) Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period)		156.533	28.454
XVI) Earning per equity share (Face value of Rs 10 each) (for continuing operations)			
- Basic (in Rs.)		0.520	0.019
-Diluted (in Rs.)		0.520	0.019
XVI) Earning per equity share (Face value of Rs 10 each) (for discontinued operations)			
- Basic (in Rs.)		-	-
-Diluted (in Rs.)		-	-
XVI) Earning per equity share (Face value of Rs 10 each) (for continuing and discontinued operations)			
- Basic (in Rs.)		0.520	0.019
-Diluted (in Rs.)		0.520	0.019
Significant accounting policies			
Notes on financial statements	1 & 2		

The accompanying notes are an integral part of the financial statements

As per our report of even date.

For Amit Ray & Company

Chartered Accountants

Firm Regn. No. 000483C

Sd/-

Nag Bhushan Rao

Partner

Membership No.: 073144

UDIN: 20073144AAAAHB2352

Date: 30.07.2020

Place: Mumbai

For and on behalf of the Board of directors

Sd/-

Sushil Mahendrakumar Jhunjhunwala

Non-Executive Chairman

DIN: 08679362

Sd/-

Santwana Todi

Company Secretary

Sd/-

Mahendraprasad Mallawat

Whole Time Director/CEO

DIN: 00720282

Sd/-

Dharmendra Yadav

C.F.O.

ARNOLD HOLDINGS LIMITED
Cash Flow Statement for the year ended 31st March 2020

(₹ in Lakhs)

Particulars	For the period ended 31.03.2020	For the period ended 31.03.2019
A. Cash Flow From Operating Activities		
Profit as per Profit and Loss Account	212.467	39.828
Non-cash adjustments:		
Interest expense	10.303	41.310
Depreciation	-	0.307
Provision for expenses	55.512	(54.723)
Operating Profit/ (Loss) before working capital change	278.282	26.721
Movements in working capital		
(Increase)/ Decrease in Trade Receivables	10.396	23.184
(Increase)/ Decrease in Inventory	(162.774)	11.727
(Increase)/ Decrease in other current financial assets	-	1.950
(Increase)/ Decrease in other non-current assets	(23.006)	71.609
(Increase)/ Decrease in other current assets	13.542	5.119
Increase/ (Decrease) in current financial liabilities	1.506	-
Increase/ (Decrease) in trade payable	(56.114)	0.070
Increase/ (Decrease) in other current Liabilities	0.009	0.100
Cash Generated From Operations	61.841	140.480
Income Tax Paid	(55.934)	(11.551)
Net Cash From Operating Activities	5.908	128.929
B. Cash Flow From Investing Activities		
Purchase of fixed assets	-	-
Sale/(Purchase) of Investment	40.458	(50.000)
Cash advances and loans received back	415.316	355.077
Net Cash Flow From Investing Activities	455.773	305.077
C. Cash Flow from Financing Activities		
Proceeds/(Payment) from long term borrowings	(731.937)	(2.938)
Interest paid	(10.303)	(41.310)
Net Cash Flow From Financing Activities	(742.240)	(44.248)
Net Increase/ Decrease In Cash & Cash Equivalents (A+B+C)	(280.559)	389.758
Cash & Cash Equivalents at the beginning of the period	609.102	219.344
Cash & Cash Equivalents at the end of period	328.543	609.102
Cash surplus/(deficit) for the year	(280.559)	389.758

The accompanying notes are an integral part of the financial statements

As per our report of even date.

For Amit Ray & Company

Chartered Accountants

Firm Regn. No. 000483C

Sd/-

Nag Bhushan Rao

Partner

Membership No.: 073144

UDIN: 20073144AAAAHB2352

Date: 30.07.2020

For and on behalf of the Board of directors

Sd/-

Sushil Mahendrakumar Jhunjunwala

Non-Executive Chairman

DIN: 08679362

Sd/-

Santwana Todi

Sd/-

Mahendraprasad Mallawat

Whole Time Director/CEO

DIN: 00720282

Sd/-

Dharmendra Yadav

Statement of Changes in Equity for the year ended 31st March 2020

A Equity share capital

(₹ in Lakhs)

Particulars	Amount
As at April 01, 2018	3,007.500
Changes in equity share capital during the year	-
As at March 31, 2019	3,007.500
Changes in equity share capital during the year	-
As at March 31, 2020	3,007.500

% of Shareholding more than 5%

Name of Shareholder	No. of shares
As at March 31, 2020	
Hazoor Multi Projects Limited	19,63,560
Total no. of shares	19,63,560
% of Shareholding	6.53%

B Other equity

(₹ in Lakhs)

Particulars	Reserves and surplus						Total
	General Reserve	Capital Reserve	Statutory Reserve	Reserve Fund U/Sec: 45-IC@20% of NP after Tax	Provision Against Standard Asset @ 0.25% of Loans and Advances.	Retained earnings	
As at April 01, 2018	1,782.643	10.526	0.114	81.656	64.734	207.853	2,147.526
Profit for the year	-	-	-	-	-	28.454	28.454
Transfer to reserve	-	-	-	5.691	10.774	(16.465)	-
As at March 31, 2019	1,782.643	10.526	0.114	87.347	75.508	219.842	2,175.981
Profit for the year	-	-	-	-	-	156.533	156.533
Transfer to reserve	-	-	-	31.307	15.577	(46.884)	-
Balance as at March 31, 2020	1,782.643	10.526	0.114	118.654	91.086	329.491	2,332.513

The accompanying notes are an integral part of the financial statements

As per our report of even date.

For Amit Ray & Company

For and on behalf of the Board of directors

Chartered Accountants

Firm Regn. No. 000483C

Sd/-

Nag Bhushan Rao

Partner

Membership No.: 073144

UDIN: 20073144AAAAHB2352

Date: 30.07.2020

Place: Mumbai

Sd/-

Sushil Mahendrakumar Jhunjunwala

Non-Executive Chairman

DIN: 08679362

Sd/-

Santwana Todi

Company Secretary

Sd/-

Mahendraprasad Mallawat

Whole Time Director/CEO

DIN: 00720282

Sd/-

Dharmendra Yadav

C.F.O.

ARNOLD HOLDINGS LIMITED
Notes Forming Part of the Financial Statements as at 31st March 2020

3: Current financial assets

(₹ in Lakhs)		
Particulars	As at 31st March 2020	As at 31st March 2019
A: Trade Receivable		
Trade Receivables		
Considered good	5.867	16.263
Total A	5.867	16.263
B: Cash & cash equivalents		
Cash on Hand	2.429	1.197
Balances with Bank in Current Account	326.114	607.905
Total B	328.543	609.102
C: Deposit		
Tax deducted at source AY 2019-20	-	23.087
Tax deducted at source AY 2020-21	9.545	-
Total C	9.545	23.087

4: Non-current financial assets

(₹ in Lakhs)		
Particulars	As at 31st March 2020	As at 31st March 2019
A: Investments		
HDFC debt Fund For Cancer Cure	1.000	1.000
DSP Black Rock Liquid Fund	-	50.000
Fixed Deposit (Auto Sweep)	9.542	-
Total A	10.542	51.000
B: Loan		
(Unsecured, considered good)	3,894.288	4,309.604
Total B	3,894.288	4,309.604

5: Inventory

(₹ in Lakhs)		
Particulars	As at 31st March 2020	As at 31st March 2019
Shares And Securities	1,069.854	907.081
Total	1,069.854	907.081

ARNOLD HOLDINGS LIMITED

Notes Forming part of the Financial Statements for the year ended at 31st March 2020

3: Property, plant and equipment

(₹ in Lakhs)

	Gross Block				Depreciation				Net block	Net block
Particulars	As at April 1, 2019	Additions	Disposals	As at March 31, 2020	As at April 1, 2019	Additions	Transferred to Retained Earnings	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Residential Property (WIP)	99.238	-	-	99.238	-	-	-	-	99.238	99.238
Commercial Property (WIP)	39.965	-	-	39.965	-	-	-	-	39.965	39.965
Total	139.204	-	-	139.204	-	-	-	-	139.204	139.204

3: Property, plant and equipment (Previous Year)

(₹ in Lakhs)

	Gross Block				Depreciation				Net block
Particulars	As at April 1, 2018	Additions	Disposals	As at March 31, 2019	As at April 1, 2018	Additions	Transferred to Retained Earnings	As at March 31, 2019	As at March 31, 2019
Computer	2.888	-	-	2.888	2.581	0.307	-	2.888	-
Residential Property (WIP)	99.238	-	-	99.238	-	-	-	-	99.238
Commercial Property (WIP)	39.965	-	-	39.965	-	-	-	-	39.965
Total	142.091	-	-	142.091	2.581	0.307	-	2.888	139.204

ARNOLD HOLDINGS LIMITED
Notes Forming Part of the Financial Statements as at 31st March 2020

7: Deferred tax asset

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Deferred tax assets	2.888	2.711
Additions during the year	-	0.178
Total	2.888	2.888

8: Other non-current assets

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Tax deducted at source (Unsecured)	66.485	43.479
Income Tax Refundable	-	-
Preliminary Expenses	-	-
Advances	0.462	0.462
		-
Total	66.947	43.941

ARNOLD HOLDINGS LIMITED
Notes Forming Part of the Financial Statements as at 31st March 2020

9: Financial liabilities

	(₹ in Lakhs)	
Particulars	As at 31st March 2020	As at 31st March 2019
A: Trade Payables		
Sundry Creditors	0.121	56.235
Trade Payables for Expenses	-	-
Total A	0.121	56.235
B: Other financial liabilities		
Salary Payable	0.955	-
Director Remuneration - M.P.Mallawat	0.893	-
Director Fees Payable - P Saboo	0.800	-
Audit Fees Payable	0.266	0.266
Gst Payable	(1.142)	
Total B	1.771	0.266

10: Borrowings

	(₹ in Lakhs)	
Particulars	As at 31st March 2020	As at 31st March 2019
Borrowings		
Unsecured Loans		
Bohra Industries Ltd	-	309.210
Creative Peripherals & Distribution Ltd	100.521	123.248
Harmon Finochem Ltd unsecured	-	400.000
Si Creva consulting services pvt Ltd. (unsecured)	-	-
Total A	100.521	832.458

11: Provisions

	(₹ in Lakhs)	
Particulars	As at 31st March 2020	As at 31st March 2019
Provision for Income Tax (A.Y. 2015-16)	-	-
Provision for Income Tax (A.Y. 2014-15)		-

	-	
Provision for TDS on Interest Paid	1.030	1.030
Provision for TDS on Professional Fees	0.215	0.582
Provision TDS on Rent	0.165	0.150
Provision TDS on Commission paid	-	0.070
Provision for TDS on BSE Listing Fees	-	-
Provision for Income Tax (2016-17)	-	-
Provision for Income Tax (A.Y. 2017-18)	-	-
Provision for Income Tax (A.Y. 2018-19)	16.248	16.248
Provision for Income Tax (A.Y. 2019-20)	11.551	11.551
Provision for Income Tax (A.Y. 2020-21)	55.934	-
Income Tax Refund AY 2010-11	-	-
Income Tax Refund AY 2011-12	-	-
Income Tax Refund AY 2012-13	-	-
Income Tax Refund AY 2016-17	-	-
		-
Total	85.143	29.631

12: Other Current liabilities

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Professional Tax Payable	0.109	0.100
Total	0.109	0.100

ARNOLD HOLDINGS LIMITED

Notes Forming part of the Financial Statements for the year ended at 31st March 2020

13: Equity share capital

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Authorised capital 5.00 Crores Equity Shares of Rs. 10 each (P.Y. 25.00 Crores Equity Shares of Rs. 2 each)	5,000.000	5,000.000
Total	5,000.000	5,000.000
Issued, subscribed & paid up capital 3,00,75,000 Equity Shares of Rs. 10 each (P.Y. 15,03,75,000 Equity Shares of Rs. 2 each fully paid up)	3,007.500	3,007.500
iii) Other financial assets	3,007.500	3,007.500

Note: During the Year Company has Consolidated FV of Equity Shares From Rs. 2/- each to Rs. 10/-each.

a. Reconciliation of number of equity shares

Particulars	As at 31st March 2020	
	In Nos.	(₹ in Lakhs)
<u>Equity Share</u>	-	-
At the beginning of the year	1503.750	3,007.500
Issued during the year	-	-
Bonus issue paid during the Year	-	-
Less: Consolidation of shares from Rs.2/- each to Rs. 10/-each	1203.000	
Outstanding at the end of the year	300.750	3,007.500

b. Terms/rights attached to equity shares

Borrowings

The company has only one class of shares having a par value at Rs.10/- per share. Each holder of equity shares is entitled to one vote per share.

14: Other equity

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
General Reserve		
Balance at beginning of the year	1,782.643	1,782.643
Add: Transferred during the year	-	-
Less: Deletion during the year	-	-
Sub Total-(a)	1,782.643	1,782.643
Capital Reserve		
Balance at the Beginning of the year	10.526	10.526

Add: Transferred during the year	-	-
Sub Total-(b)	10.526	10.526
Statutory Reserve		
Balance at the Beginning of the year	0.114	0.114
Add: Transferred during the year	-	-
Less: Deletion during the year	-	-
Sub Total-(c)	0.114	0.114
Reserve Fund U/Sec: 45-IC@20% of NP after Tax		
Balance at the Beginning of the year	87.347	81.656
Add: Transferred during the year	31.307	5.691
Less: Deletion during the year		
Sub Total-(d)	118.654	87.347
Provision Against Standard Asset @ 0.25% of Loans and Advances & ECL Provision		
Balance at the Beginning of the year	75.508	64.734
Add: Transferred during the year	9.736	10.774
Add: Prov. for Impairment Assets (ECL)	5.841	-
Less: Deletion during the year	-	-
Sub Total-(e)	91.086	75.508
Reserves & Surplus	-	-
Balance at beginning of the year	219.842	207.853
Add: Profit for the year	156.533	28.454
Less: Contingent Provision Against Standard Assets	(9.736)	(10.774)
Less: Transferred to Reserve Fund U/Sec 45-1C	(31.307)	(5.691)
Less: Prov. for Impairment Assets (ECL)	(5.841)	-
Sub Total-(f)	329.491	219.842
Total-(a+b+c+d+e+f)	2,332.513	2,175.981

ARNOLD HOLDINGS LIMITED

Notes Forming part of the Financial Statements for the year ended at 31st March 2020

16: Revenue from operations

(₹ in Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
i) Interest Income	328.826	406.613
ii) Dividend	7.856	2.983
iii) Sale of Securities	1,844.570	1,233.587
iv) FNO Trading	6.641	-
v) Profit on Liquid Fund	-	0.784
vi) Income for Mutual Fund Redeem	12.766	-
vii) Contract Income	-	-
viii) Recover Bad & Doubtful Debts	212.412	-
Total	2,413.071	1,643.968

17: Other Income

(₹ in Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Interest- Income tax refund AY 2017-18	-	2.088
Interest- Income tax refund AY 2012-13	0.024	-
Professional Fees - Finance Work	0.750	-
Total	0.774	2.088

21: Financial Costs

(₹ in Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Interest on Secured Loans	10.303	41.310
Total	10.303	41.310

19: Purchase of stock-in-trade

(₹ in Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Purchase of Securities	2,288.566	1,237.026
FNO Trading	-	38.800
Purchase of Securities (Bond)	10.490	-
Total	2,299.056	1,275.826

20: Changes in inventories

(₹ in Lakhs)

Borrowings	Year ended 31st March 2020	Year ended 31st March 2019
Inventory at the end of the year		-
Traded Goods	1,069.854	907.081
Inventory at the beginning of the year		-
Traded Goods	907.080	918.807
(Increase)/decrease in inventories		-
Traded Goods	(162.774)	11.727

21: Employment Benefit Expenses

(₹ in Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Salary and wages	11.366	8.739
Director Remuneration	8.054	7.660
Total	19.420	16.399

22: Other Expenses

(₹ in Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Advertising expenses	0.766	0.817
Agency Charges (Crif High Mark)	0.050	0.059
Agency Charges (Equifax)	0.050	0.059
Agency Charges (Experian)	0.050	0.059
Auction Commission	0.003	-
Audit fees	-	0.348
Bank charges	0.007	0.000
BSE Listing Charges	3.000	2.950
CGST	1.232	-
Conveyance expenses	2.198	1.510
Consolidation Of Shares	0.500	-
Depository Charges	2.184	1.573
Demat Charges	0.048	-
Fees and Commission Paid	-	1.400
Computer Maintenance	0.180	-
Electricity expenses	0.146	0.327
Filing Fees	-	-
General Expense	1.714	2.018
Interest on Service Tax paid	-	-
Office Expense	2.299	2.088
Office Rent	6.600	11.850

Postage & telegram Exp.	1.865	1.398
Printing and stationery	-	0.675
Bad and Doubtful Debts W/off	-	212.412
Repairs and maintenance Charges	1.752	1.238
Telephone and postage expenses	0.397	0.632
Travelling Expenses	0.223	0.181
Website Expense	0.080	0.110
Preliminary expenses written off	-	6.743
Professional Fess	1.396	7.052
Professional Tax	-	0.102
Registrar Fees	0.176	0.208
Round Off	0.001	-
ROC Charges	0.981	0.241
Rates & taxes	0.097	0.593
Sebi Fees	0.003	-
SGST	1.232	-
Stamp Charges	0.255	-
Stt Sttdel	2.471	-
Stt Sttrnd	0.000	-
Stt Sttsq	0.055	-
Share trading expenses	1.717	3.899
Annual general meeting expense	-	0.118
Transaction Charges	0.446	-
Total	34.173	260.661

Current tax

(₹ in Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Current tax pertaining to current year	55.934	11.551
Total	55.934	11.551

ARNOLD HOLDINGS LIMITED

Notes Forming part of the Financial Statements for the year ended at 31st March 2020

23: Provisions Contingent liability and Contingent Assets

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liability

The company has filed and contesting appeals before CIT (A), Kolkata against the Assessment orders u/s 143(3) of Income Tax Act, 1961 in the case of erstwhile transferor companies which were merged in the company pursuant to Order of Hon'ble High Court, Kolkata. The demand raised by the department as informed by the Management of the Company for the Asst. Year 2007-2008 is Rs. 79.25 Lacs. The Management is confident to get the relief from the Appellate Authorities.

24: Earnings per share

Particulars	Current Year	Previous Year
Amounts used as numerator in calculating EPS (Rs.)	156.533	28.454
Weighted no. of Equity Shares used as denominator (Nos.)	300.750	1,503.750
Nominal value per Equity Share (Rs.)	10.000	2.000
Earnings/(Loss) Per Share (Basic) (Rs.)	0.520	0.019
Earnings/(Loss) Per Share (Diluted) (Rs.)	0.520	0.019

Corporate information

Arnold Holdings Ltd. is a public Limited NBFC Company incorporated in 1981 listed on BSE Ltd. The company is engaged in the field of Corporate Finance, Infrastructure Finance, Mortgage and Gold Loans, Capital Market.

Arnold has been seasoned provider of private equity to companies across sectors. Arnold private equity practice has led investments across range of sector- pharmaceutical research, high-end telecom technology, product development, media production services, technology, textiles, drug, manufacturing, construction, processed foods, components and tool fabrication and real estate.

1. Significant Accounting Policies

1.1 Basis of Preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and relevant provisions of the Companies Act, 2013 ("the Act"). These are the Company's first Ind AS financial statements and Ind AS 101- 'First time adaption of Indian Accounting Standards' has been applied during the presented years.

1.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities measured at fair value. The methods used to measure fair values are discussed further in notes to financial statements.

1.3 Property, plant and equipment

All Property, Plant and Equipment (PPE) are stated at carrying value in accordance with previous GAAP, which is used as deemed cost on the date of transition to Ind AS using the exemption granted under Ind AS 101.

The cost of an item of property, plant and equipment is recognized as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The cost of an item of PPE is the cash price equivalent at the recognition date.

The company has chosen the cost model for recognition and this model is applied to all class of assets. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

1.4 Capital Work in Progress

"The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the assets to a working condition and location for their intended use, and the initial estimate of dismantling and removing the items and restoring the site on which they are located and borrowing costs. Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis to the cost of related assets. Deposit works/cost plus contracts are accounted for on the basis of statements of account received from the contractors.

Unsettled liabilities for price variation/exchange rate variation in case of contracts are accounted for on estimated basis as per terms of the contracts."

1.5 Depreciation:

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method/SLM method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

1.6 Revenue:

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis except discount claims, rebates and retirement benefits which cannot be determined with certainty during the year.

1.7 Inventories:

The inventories of equity shares have been valued at Cost.

1.8 Cash flow statement:

Cash flows are reported using the indirect method prescribed in Ind AS 7 'Statement of Cash Flows'.

1.9 General:

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

1.10 Impact of COVID:

The company has assessed the impact of COVID- 19 on its financial statement on the basis of information provided by the management and the company

Note No.: 2

2. Notes on Financial Statements

2.1 The SSI status of the creditors is not known to the Company; hence the information is not given.

2.2 Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.

2.3 Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.

2.4 Expenditure in Foreign Currency: NIL NIL

2.5 Earning in Foreign Exchange NIL NIL

2.6 Taxes

a) Current Tax

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

b) Deferred Tax

Particulars	As at 31st March,2020	As at 31st March 2019
Opening Balance (Assets)	(2,88,819)	(2,71,050)
Addition/(Reversal) in Profit & Loss Statement	-	(17,769)
Closing Balance Liability/(Assets)	(2,88,819)	(2,88,819)

2.7 Auditor's remuneration comprises of the following:

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
Statutory Audit	29,500	29,500
Company Law Matters	-	-
Total	29,500	29,500

2.8 The Company believes that no impairment of assets arises during the year within the purview of recommendations of Accounting Standard - 28, Impairment of Assets and accordingly no provision has been made in this regard.**2.9 Related Party Disclosures are as under****a) Key Management Personnel**

1. Mr. Mahendraprasad Mallawat Nathmal (Whole time Director) (Appointed w.e.f. 23/11/2010)
2. Mr. Mohandas Dasari (Whole Time Director) (Appointed w.e.f. 10/08/2017)
3. Mr. Prakash Saboo (Additional Executive Director) (Appointed w.e.f. 13/02/2020)
4. Mr. Sopan Vishwanathrao Kshirsagar (Independent Director) (Appointed w.e.f. 07/02/2013)
5. Mrs. Gazala Mohammed Irfan Kolsawala (Non- Executive Director) (Appointed w.e.f. 25/03/2015)
6. Mr. Raj Kumar Goyal (Independent Director) (Appointed w.e.f. 13/08/2019)
7. Mr. Sushil Mahendrakumar Jhunhunwala (Independent Director) (appointed w.e.f. 13/02/2020)
8. Mrs. Sarita Bhartia (Independent Director) (Resigned w.e.f 13/02/2020)
9. Mr. Mahendraprasad Mallawat Nathmal (CEO) (Appointed on 13/02/2016)
10. Mrs. Minaxi Choksi (CFO) (Resigned w.e.f. 30/05/2019)
11. Mr. Dharmendra R. Yadav (CFO) (Appointed w.e.f 30/05/2019)
12. Mrs. Soniya Goyal (Company Secretary) (Resigned w.e.f 09/01/2020)
13. Ms. Santwana Todi (Company Secretary & Compliance Officer) (Appointed w.e.f. 09/01/2020)

b) Relative of Key Management Personnel

1. Mr. Pawankumar Mallawat

c) Transactions with Related parties
(Figure in ₹)

Particulars	Transactions during the year			
	Current Year		Previous year	
	Key Management Personnel	Relative of Key Management Personnel	Key Management Personnel	Relative of Key Management Personnel
Remuneration Paid	16,08,400	-	11,78,404	-
Office Rent	-	6,60,000	-	6,00,000

2.10 Previous year figures have been regrouped/rearranged wherever necessary.

As per our report of even date.
For Amit Ray & Company
Chartered Accountants
Firm Regn. No. 000483C
Sd/-
Nag Bhushan Rao
Partner
Membership No.: 073144
UDIN: 20073144AAAAHB2352
Date: 30.07.2020
Place: Mumbai
For and on behalf of the Board of directors
Sd/-
Sushil Mahendrakumar Jhunjhunwala
Non-Executive Chairman
DIN: 08679362
Sd/-
Santwana Todi
Company Secretary
Sd/-
Mahendraprasad Mallawat
Whole Time Director/CEO
DIN: 00720282
Sd/-
Dharmendra Yadav
C.F.O.

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 38th Annual General Meeting of the Company 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.

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.

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THE MINISTRY OF CORPORATE AFFAIRS HAS TAKEN A “GREEN INITIATIVE IN THE CORPORATE GOVERNANCE” BY ALLOWING PAPERLESS COMPLIANCES BY THE COMPANIES AND HAS ISSUED CIRCULAR STATING THAT SERVICE OF NOTICE/DOCUMENTS INCLUDING ANNUAL REPORT CAN BE SENT BY E-MAIL TO ITS MEMBERS. TO SUPPORT THIS GREEN INITIATIVE OF THE GOVERNMENT, MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESS, SO FAR, ARE REQUESTED TO GET THEIR E-MAIL ADDRESSES, IN RESPECT OF ELECTRONIC HOLDING WITH DEPOSITORY THROUGH THEIR CONCERNED DEPOSITORY PARTICIPANTS. MEMBERS, WHO HOLD SHARES IN PHYSICAL FORM, ARE REQUESTED TO GET THEIR SHARES DEMATERIALIZED.