



ARNOLD HOLDINGS LTD.

(Non-Banking Finance Company)

CIN No. L65993WB1981PLC034406

Corporate Office : B-502, Ramji House, 30, Jambulwadi, J.S.S. Road,

Mumbai - 400 002. (INDIA) Tel.: 91 - 22 - 2201 6640 / 3241 9304

Email : info@arnoldholdings.in / arnoldholding9@gmail.com

RESULTS OF POSTAL BALLOT

Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rules of the Companies (Share Capital and Debenture) Rules, 2014 and (Incorporation) Rules, 2014, the approval of the Shareholders were sought by postal ballot as per the details furnished in the Postal Ballot Notice dated 13th November, 2014 sent to all the Shareholders for the following purpose.

- (a) Ordinary resolution under Section 61 (1)(d) of the Companies Act, 2013 for authorizing the Board of Directors of the Company for Sub Division of One (1) Equity Share of face value of Rs. 10/- each into Five (5) Equity Shares of Rs. 2/- each.
- (b) Ordinary resolution under Section 61 (1)(a) of the Companies Act, 2013 for authorizing the Board of Directors of the Company for enhancement of Authorized Share Capital of the Company from Rs. 5,05,00,000 (Five Crores and five lacs Only) divided into 50,50,000(Fifty lacs fifty thousand) to Rs. 50,00,00,000 (Fifty Crores Only) divided into 25,00,00,000 (Twenty Five Crores) Equity shares of Rs. 2/- each ranking pari passu in all respect with the existing Equity Shares.
- (c) Ordinary resolution under Section 13 of the Companies Act, 2013 for authorizing the Board of Directors of the Company for alteration of Capital Clause in the Memorandum of Association.
- (d) Special resolution under Section 14 of the Companies Act, 2013 for authorizing the Board of Directors of the Company for adopting New Sets of Articles of Association.
- (e) Special resolution under Section 13(4) of the Companies Act, 2013 for authorizing the Board of Directors of the Company for shifting of Registered Office of the Company from Kolkata, West Bengal to Mumbai, Maharashtra.

The Company has appointed Mr. Santosh Pardeshi, Practicing Company Secretary of M/s. S. Pardeshi & Associates as Scrutinizer for conducting the Postal Ballot, who has been submitted his report. The results were announced by Mr. Mahendraprasad Mallawat (Whole- time Director) of the Company on 24th February, 2015 at the Registered office of the Company. The details of the Postal Ballot results are as follows:-





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Annexure

Summary of the postal ballot papers received and e- voting with their pattern of voting.

Resolution: 1- Ordinary resolution for Sub Division of Equity Share.

Sr. No	Particulars	No. of PBF/ E- voting	No. of Shares voted
(a)	Postal Ballot Forms received	44	185361
(b)	E-voting Confirmations	38	304555
	Total	82	489916
(c)	Less: Invalid no. of votes casted	9	125511
(d)	Valid no. of votes casted (Net)	73	364405
(e)	Total no. of votes with assent for the Resolution	73	364405
(f)	Total no. of votes with dissent for the Resolution	Nil	Nil

Resolution: 2- Ordinary resolution for enhancement of Authorised Share Capital.

Sr. No	Particulars	No. of PBF/ E- voting	No. of Shares voted
(a)	Postal Ballot Forms received	44	185361
(b)	E-voting Confirmations	38	304555
	Total	82	489916
(c)	Less: Invalid no. of votes casted	9	125511
(d)	Valid no. of votes casted (Net)	73	364405
(e)	Total no. of votes with assent for the Resolution	73	364405
(f)	Total no. of votes with dissent for the Resolution	Nil	Nil





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Resolution: 3- Ordinary resolution for Alteration of Capital Clause in the Memorandum of Association.

Sr. No	Particulars	No. of PBF/ E- voting	No. of Shares voted
(a)	Postal Ballot Forms received	44	185361
(b)	E-voting Confirmations	38	304555
	Total	82	489916
(c)	Less: Invalid no. of votes casted	9	125511
(d)	Valid no. of votes casted (Net)	73	364405
(e)	Total no. of votes with assent for the Resolution	73	364405
(f)	Total no. of votes with dissent for the Resolution	Nil	Nil

Resolution: 4- Special resolution for adoption of New sets of Articles of Association.

Sr. No	Particulars	No. of PBF/ E- voting	No. of Shares voted
(a)	Postal Ballot Forms received	44	185361
(b)	E-voting Confirmations	38	304555
	Total	82	489916
(c)	Less: Invalid no. of votes casted	9	125511
(d)	Valid no. of votes casted (Net)	73	364405
(e)	Total no. of votes with assent for the Resolution	73	364405
(f)	Total no. of votes with dissent for the Resolution	Nil	Nil

Resolution: 5- Special resolution for Shifting of Registered Office of the Company.

Sr. No	Particulars	No. of PBF/ E- voting	No. of Shares voted
(a)	Postal Ballot Forms received	44	185361
(b)	E-voting Confirmations	38	304555
	Total	82	489916
(c)	Less: Invalid no. of votes casted	9	125511
(d)	Valid no. of votes casted (Net)	73	364405
(e)	Total no. of votes with assent for the Resolution	71	364403
(f)	Total no. of votes with dissent for the Resolution	2	2





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Based on the above summary, the Resolutions mentioned in the Notice of Postal Ballot dated 13th November, 2014 were passed by the requisite majority.

Thanking you

For Arnold Holdings Limited

(Mahendraprasad Mallawat)

Director





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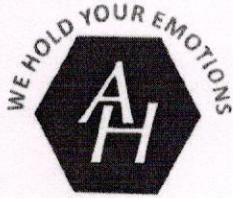
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DETAILS OF VOTING RESULTS BY POSTAL BALLOT (INCULDING E- VOTING) PURSUANT TO CLAUSE 35 A OF THE LISTING AGREEMENT.

Details of Resolutions	<p>Ordinary resolution under Section 61 (1)(d) of the Companies Act, 2013 for authorizing the Board of Directors of the Company for Sub Division of One (1) Equity Share of face value of Rs. 10/- each into Five (5) Equity Shares of Rs. 2/- each.</p> <p>Ordinary resolution under Section 61 (1)(a) for enhancement of Authorized Share Capital of the Company from Rs. 5,05,00,000 (Five Crores and five lacs Only) divided into 50,50,000(Fifty lacs fifty thousand) to Rs. 50,00,00,000 (Fifty Crores Only) divided into 25,00,00,000 (Twenty Five Crores) Equity shares of Rs. 2/- each.</p> <p>Ordinary resolution under Section 13 for alteration of Capital Clause in the Memorandum of Association.</p> <p>Special resolution under Section 14 for adopting New Sets of Articles of Association.</p> <p>Special resolution under Section 13(4) for shifting of Registered Office of the Company</p>
Resolution required	Ordinary & special
Mode of Voting	Postal Ballot/ E- Voting
Date of Postal Ballot Notice	13 th November, 2014
Record date of reckoning voting rights	31 st December, 2014
Date of Dispatch of notice	23 rd January, 2015
Total No. of Shareholders on record date	1121

Total No. of Shareholders to whom Postal Ballot Form (s) was sent: 1121.





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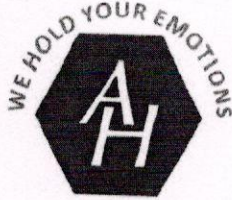
Details of voting results as per Clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Sub Division of face value of Equity Share under Section 61(1)(d) for the Companies Act, 2013.

Promoter/ Public	No. of share held as on record date (1)	No. of votes polled* (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)] *100
Promoter/ Promoter Group	330035	252910	76.63%	252910	-	100%	-
Public- Institutional holders	-	-	-	-	-	-	-
Public	4682465	237006	5.06%	111495	-	47.04%	-
Total	5012500	489916	9.77%	364405	-	74.38%	-

* Under this column, the valid votes polled are mentioned

The number of votes polled in favour of Ordinary resolutions is 364405 (74.38% of the total valid votes). Thus, the Ordinary resolution has therefore been approved by the Shareholders with requisite majority.





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Details of voting results as per Clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Enhancement of Authorised Share Capital of the Company under Section 61(1)(a) for the Companies Act, 2013.

Promoter/ Public	No. of share held as on record date (1)	No. of votes polled* (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)] *100	% of votes against on votes polled (7)= [(5)/(2)] *100
Promoter/ Promoter Group	330035	252910	76.63%	252910	-	100%	-
Public- Institutional holders	-	-	-	-	-	-	-
Public	4682465	237006	5.06%	111495	-	47.04%	-
Total	5012500	489916	9.77%	364405	-	74.38%	-

* Under this column, the valid votes polled are mentioned

The number of votes polled in favour of Ordinary resolutions is 364405 (74.38% of the total valid votes). Thus, the Ordinary resolution has therefore been approved by the Shareholders with requisite majority.

Details of voting results as per Clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Alteration of Share Capital Clause in the Memorandum of Association of the Company under Section 13 for the Companies Act, 2013.

Promoter/ Public	No. of share held as on record date (1)	No. of votes polled* (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)] *100	% of votes against on votes polled (7)= [(5)/(2)] *100
Promoter/ Promoter Group	330035	252910	76.63%	252910	-	100%	-
Public- Institutional holders	-	-	-	-	-	-	-
Public	4682465	237006	5.06%	111495	-	47.04%	-
Total	5012500	489916	9.77%	364405	-	74.38%	-

* Under this column, the valid votes polled are mentioned





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The number of votes polled in favour of Ordinary resolutions is 364405 (74.38% of the total valid votes).
Thus, the Ordinary resolution has therefore been approved by the Shareholders with requisite majority.

Details of voting results as per Clause 35A of the Listing Agreement in respect of Special Resolution passed for Adoption of New Sets of Article of Association under Section 14 for the Companies Act, 2013.

Promoter/ Public	No. of share held as on record date (1)	No. of votes polled* (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)] *100	% of votes against on votes polled (7)= [(5)/(2)] *100
Promoter/ Promoter Group	330035	252910	76.63%	252910	-	100%	-
Public- Institutional holders	-	-	-	-	-	-	-
Public	4682465	237006	5.06%	111495	-	47.04%	-
Total	5012500	489916	9.77%	364405	-	74.38%	-

* Under this column, the valid votes polled are mentioned

The number of votes polled in favour of Special resolutions is 364405 (74.38% of the total valid votes).
Thus, the Ordinary resolution has therefore been approved by the Shareholders with requisite majority.





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Details of voting results as per Clause 35A of the Listing Agreement in respect of Special Resolution passed for Shifting of Registered Office of the Company under Section 13(4) for the Companies Act, 2013.

Promoter/ Public	No. of share held as on record date (1)	No. of votes polled* (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)] *100	% of votes against on votes polled (7)= [(5)/(2)] *100
Promoter/ Promoter Group	330035	252910	76.63%	252910	-	100%	-
Public- Institutional holders	-	-	-	-	-	-	-
Public	4682465	237006	5.06%	111493	2	47.04%	0.00%
Total	5012500	489916	9.77%	364403	2	74.38%	0.00%

* Under this column, the valid votes polled are mentioned

The number of votes polled in favour of Special resolutions is 364403 (74.38% of the total valid votes). Thus, the Ordinary resolution has therefore been approved by the Shareholders with requisite majority.

Place: Kolkata

Date: 24th February, 2015

For Arnold Holdings Limited

Mahendras

(Mahendraprasad Mallawat)

Director



S PARDESHI & ASSOCIATES

Company Secretaries

31/413E, Second Floor, Vasant Wadi, Kalbadevi, Mumbai – 400052

Tel. : 91-22-40048551 Mob. 9892616154

E-Mmail : santoshpardeshi@gmail.com

To,

The Chairman,
Arnold Holdings Limited
18, Rabindra sarani, 712, Poddar Court, 7th Floor,
Gate No. 2, Kolkata, West Bengal- 400001.

Dear Sir,

RE: SCRUTINIZER'S REPORTS

I refer to my appointment as Scrutinizer made on 13th November, 2014 by Board of Directors of **Arnold Holdings Limited** for conducting the Ballot process for seeking members assent/dissent for various resolutions specified under Notice dated 13th November, 2014 of the Company.

I have carried out the work as Scrutinizer from the close of working hours on 22nd February, 2015. In this connection I need to bring to your attention the following aspects:-

1. The Company has appointed Central Depository Services (India) Limited, (CDSL) to provide e- voting facility, whereby member had the option to vote either through e- voting and Voting by Postal Ballot the detailed procedure was notified to the members in the notice dated 13th November, 2014. The E- voting period commenced on January 24th, 2015 from 10.00 AM and concluded on February 22nd, 2015 at 6.00 PM.
2. I enclose the Scrutinizer's Report along with the relevant listings.

For S Pardeshi & Associates,
Company Secretaries

SANTOSH
PARDESHI

Santosh Pardeshi

(Proprietor)

F.C.S No. 7727

Certificate of Practice No. 8485

S PARDESHI & ASSOCIATES

Company Secretaries

31/413E, Second Floor, Vasant Wadi, Kalbadevi, Mumbai – 400052

Tel. : 91-22-40048551 Mob. 9892616154

E-Mmail : santoshpardeshi@gmail.com

Minutes

22nd February, 2015

I, Santosh Pardeshi of S Pardeshi & Associates, Company Secretaries, appointed by the Board of Directors of the Company as Scrutinizer by the Company to conduct E- Voting and Scrutinizer for the purpose of conducting the Ballot Process do hereby report, by way of separate note as follows:-

1. The Company had, on 13th November, 2014 completed the dispatch of the notice to the Members of the Company, whose name appeared on the Register of Member / List of beneficiaries as on 31st December, 2014.
2. We have been provided with the adequate computer support at the office of the Company E- Voting was duly entered.
3. The Votes of the member are considered in proportion to their share in the paid-up share capital of the Company.
4. We have downloaded the data of e-voting after the e-voting module was disable by the Central Depository Services India Limited (CDSL) on 22nd February, 2015 at 6.00 PM.
5. We have not received any Envelopes containing Postal Ballot forms after 6.00 PM on 22nd February, 2015.

6. In general and for your information, I carried out such scrutiny as I considered necessary on the basis of authorizations and other documents and records.
7. We obtained certain statements from the data entered and on the basis of these Statements/Reports I have carried out such further checks/verification as I considered necessary.
8. We gave final touches to the documentation, which was the result of the data/information entered into the computers. On the basis of statement generated, I have prepared my report. I enclose a copy of such statements duly signed by me for the purpose of identification.
9. We did not find any defaced or mutilated ballot paper.

**For S Pardeshi & Associates,
Company Secretaries**

**SANTOSH
PARDESHI**

**Santosh Pardeshi
(Proprietor)**

F.C.S No. 7727

Certificate of Practice No. 8485

S PARDESHI & ASSOCIATES

Company Secretaries

31/413E, Second Floor, Vasant Wadi, Kalbadevi, Mumbai – 400052

Tel. : 91-22-40048551 Mob. 9892616154

E-Mmail : santoshpardeshi@gmail.com

Report of Scrutinizer

To,

The Chairman,
Arnold Holdings Limited
18, Rabindra sarani, 712, Poddar Court, 7th Floor,
Gate No. 2, Kolkata, West Bengal- 400001.

Dear Sir,

I, Santosh Pardeshi of proprietor of S Pardeshi & Associates, Company Secretaries, Mumbai, appointed as Scrutinizer by the Company to conduct E- Voting for passing of three ordinary resolution and two special resolution as contained in the notice dated 13th November, 2014, submit our report as under:

Physical Postal Ballot Results:

Item no. of Notice	Votes in the favour of the Resolution		Votes against the Resolution		Invalid Votes	Total Votes
	Nos.	% of total no of valid votes cast (Favour & Against)	Nos.	% of total no of valid votes cast (Favour & Against)		
Item No. 1 of Notice (As a Ordinary Resolution) for the sub- division of 1 (one) equity share of face value of rs. 10/- each into 5 (five) equity share of 2/- each.	59850	100%	0	0%	125511	185361
Item No. 2 of Notice (As a Ordinary Resolution) for increase the authorised share capital of the company.	59850	100%	0	0%	125511	185361
Item No. 3 of Notice (As a Ordinary Resolution) for alteration of capital clause in the memorandum of association of the company.	59850	100%	0	0%	125511	185361
Item No. 4 of Notice (As a Special Resolution) for adoption of new set of article of association of the company.	59850	100%	0	0%	125511	185361
Item No. 5 of Notice (As a Special Resolution) for shifting of registered office of the company from kolkata, state of west begal to mumbai, state of Maharashtra.	59848	99.99%	2	0.01	125511	185361

E – Voting:

Item no. of Notice	Votes in the favour of the Resolution		Votes against the Resolution		Invalid Votes	Total Votes
	Nos.	% of total no of valid votes cast (Favour & Against)	Nos.	% of total no of valid votes cast (Favour & Against)		
Item No. 1 of Notice (As a Ordinary Resolution) for the sub- division of 1 (one) equity share of face value of rs. 10/- each into 5 (five) equity share of 2/- each.	304555	100%	0	0%	0	304555
Item No. 2 of Notice (As a Ordinary Resolution) for increase the authorised share capital of the company.	304555	100%	0	0%	0	304555
Item No. 3 of Notice (As a Ordinary Resolution) for alteration of capital clause in the memorandum of association of the company.	304555	100%	0	0%	0	304555
Item No. 4 of Notice (As a Special Resolution) for adoption of new set of article of association of the company.	304555	100%	0	0%	0	304555
Item No. 5 of Notice (As a Special Resolution) for shifting of registered office of the company from kolkata, state of west begal to mumbai, state of Maharashtra.	304555	100%	0	0%	0	304555

Combined Report:

Item no. of Notice	Votes in the favour of the Resolution		Votes against the Resolution		Invalid Votes	Total Votes
	Nos.	% of total no of valid votes cast (Favour & Against)	Nos.	% of total no of valid votes cast (Favour & Against)		
Item No. 1 of Notice (As a Ordinary Resolution) for the sub- division of 1 (one) equity share of face value of rs. 10/- each into 5 (five) equity share of 2/- each.	364405	100%	0	0%	0	364405
Item No. 2 of Notice (As a Ordinary Resolution) for increase the authorised share capital of the company.	364405	100%	0	0%	0	364405
Item No. 3 of Notice (As a Ordinary Resolution) for alteration of capital clause in the memorandum of association of the company.	364405	100%	0	0%	0	364405
Item No. 4 of Notice (As a Special Resolution) for adoption of new set of article of association of the company.	364405	100%	0	0%	0	364405
Item No. 5 of Notice (As a Special Resolution) for shifting of registered office of the company from kolkata, state of west begal to mumbai, state of Maharashtra.	364403	99.99%	2	0.01%	0	364405

**For S Pardeshi & Associates,
Company Secretaries**

SANTOSH
PARDESHI

Santosh Pardeshi

(Proprietor)

F.C.S No. 7727

Certificate of Practice No. 8485