

To,

The Chairman,
Arnold Holdings Limited
B-208, Ramji house, 30, Jambulwadi,
J.S.S. Road, Mumbai-400002

Dear Sir,

RE: SCRUTINIZER'S REPORTS

I refer to my appointment as Scrutinizer made on 12th August, 2016 by Board of Directors of **Arnold Holdings Limited** for conducting the E- Voting and Ballot process for seeking members assent/dissent for various resolutions specified under Notice dated 12th August, 2016 of the Company.

I have carried out the work as Scrutinizer from the close of working hours on 16th September, 2016. 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 12th August, 2016. The E- voting period commenced on September 13th, 2016 from 09.00 AM and concluded on September 15th, 2016 at 05.00 PM.
2. I enclose the Scrutinizer's Report along with the relevant listings.

For S Pardeshi & Associates,
Company Secretaries
For S. PARDESHI & ASSOCIATES
COMPANY SECRETARIES



Santosh Pardeshi
(Proprietor)
F.C.S No. 7727
Certificate of Practice No. 8485

SANTOSH PARDESHI
PROPRIETOR
M.No. F7727 C.P. No. 8485

Minutes
16th September, 2016

I, Mr. Santosh Pardeshi Company Secretary in Practice, 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 23rd August, 2016 completed the dispatch of the notice to the Members of the Company, whose name appeared on the Register of Member / List of beneficiaries.
2. I 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. I have downloaded the data of e-voting after the e-voting module was disable by the Central Depository Services India Limited (CDSL) on 15th September, 2016 at 05.00 PM.
5. 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.
6. 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.
7. 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.
8. We did not find any defaced or mutilated ballot paper.

For S. Pardeshi & Associates,
Company Secretaries



Santosh Pardeshi
(Proprietor)
F.C.S No. 7727
Certificate of Practice No. 8485

SANTOSH PARDESHI
PROPRIETOR
No. F7727 C.P. No. 8485

Report of Scrutinizer

To,

The Chairman,
Arnold Holdings Limited
B-208, Ramji house, 30, Jambulwadi,
J.S.S. Road, Mumbai-400002

Dear Sir,

I, Santosh Pardeshi of proprietor of S Pardeshi & Associates, Company Secretaries, Mumbai, appointed as Scrutinizer by the Company to conduct E- Voting and Ballot process for passing of five ordinary resolutions and one special resolution as contained in the notice dated 12th August, 2016, submit our report as under:

A. RESOLUTION NO. 1: ORDINARY RESOLUTION

TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON AS ON 31ST MARCH, 2016.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	26	1495808	23.05
	2. Total E- voting option received.	101	4994020	76.95
	Total (1+2)	127	6489828	100
(b)	Less: Invalid Postal Ballot Forms	Nil	Nil	Nil
(c)	1. Net Valid Postal Ballot Forms (As per Register)	26	1495808	23.05
	2. Net E- voting Options.	101	4994020	76.95
	Total (1+2)	127	6489828	100
(d)	1. Postal Ballot forms with assent for the resolution.	26	1495808	23.05
	2. E-voting Options with assent for the resolution.	101	4994020	76.95
	Total (1+2)	127	6489828	100



(e)	1. Postal Ballot forms with dissent for the Resolution. 2. E-voting Options with dissent for the Resolution.	Nil	Nil	Nil
	Total (1+2)	Nil	Nil	Nil
(f)	Postal Ballot forms with not voted for/against the Resolution.	Nil	Nil	Nil

Based on the foregoing, the resolution regarding adoption of Audited Financial Statement including Balance Sheet as at 31st March, 2016 and profit & Loss Account for the year ended on that date together with the Reports of Board of Director's and Auditor's Report **shall be deemed to have been passed with the requisite majority.**

B. RESOLUTION NO. 2: ORDINARY RESOLUTION

RE-APPOINTMENT OF MRS. GAZALA KOLSAWALA, WHOLE TIME DIRECTOR.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	26	1495808	23.05
	2. Total E- voting option received.	101	4994020	76.95
	Total (1+2)	127	6489828	100
(b)	Less: Invalid Postal Ballot Forms	Nil	Nil	Nil
(c)	1. Net Valid Postal Ballot Forms (As per Register)	26	1495808	23.05
	2.Net E- voting Options.	101	4994020	76.95
	Total (1+2)	127	6489828	100
(d)	1. Postal Ballot forms with assent for the resolution.	26	1495808	23.05
	2.E-voting Options with assent for the resolution.	101	4994020	76.95
	Total (1+2)	127	6489828	100
(e)	1. Postal Ballot forms with dissent for the Resolution. 2. E-voting Options with dissent for the Resolution.	Nil	Nil	Nil
	Total (1+2)	Nil	Nil	Nil
(f)	Postal Ballot forms with not voted for/against the Resolution.	Nil	Nil	Nil



Based on the foregoing, the resolution regarding Re-appointment of Mrs. Gazala Kolsawala, Whole Time Director, **shall be deemed to have been passed with the requisite majority.**

C. RESOLUTION NO. 3: ORDINARY RESOLUTION
APPOINT AND FIX THE REMUNERATION OF M/S AMIT RAY & CO.
CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	26	1495808	23.05
	2. Total E- voting option received.	101	4994020	76.95
	Total (1+2)	127	6489828	100
(b)	Less: Invalid Postal Ballot Forms	Nil	Nil	Nil
(c)	1. Net Valid Postal Ballot Forms (As per Register)	26	1495808	23.05
	2. Net E- voting Options.	101	4994020	76.95
	Total (1+2)	127	6489828	100
(d)	1. Postal Ballot forms with assent for the resolution.	26	1495808	23.05
	2. E-voting Options with assent for the resolution.	101	4994020	76.95
	Total (1+2)	127	6489828	100
(e)	1. Postal Ballot forms with dissent for the Resolution.	Nil	Nil	Nil
	2. E-voting Options with dissent for the Resolution.			
	Total (1+2)	Nil	Nil	Nil
(f)	Postal Ballot forms with not voted for/against the Resolution.	Nil	Nil	Nil

Based on the foregoing, the Resolution regarding Appointment and Fixation of Remuneration of M/s Amit Ray & Co. Chartered Accountant, as Auditors of the Company **shall be deemed to have been passed with the requisite majority.**



D. RESOLUTION NO. 4: ORDINARY RESOLUTION
REAPPOINTMENT OF MR. MAHENDRAPRASAD MALLAWAT AS A WHOLE
TIME DIRECTOR OF THE COMPANY

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	26	1495808	23.05
	2. Total E- voting option received.	101	4994020	76.95
	Total (1+2)	127	6489828	100
(b)	Less: Invalid Postal Ballot Forms	Nil	Nil	Nil
(c)	1. Net Valid Postal Ballot Forms (As per Register)	26	1495808	23.05
	2. Net E- voting Options.	101	4994020	76.95
	Total (1+2)	127	6489828	100
(d)	1. Postal Ballot forms with assent for the resolution.	26	1495808	23.05
	2. E-voting Options with assent for the resolution.	100	4993520	76.94
	Total (1+2)	126	6489328	99.99
(e)	1. Postal Ballot forms with dissent for the Resolution.	Nil	Nil	Nil
	2. E-voting Options with dissent for the Resolution.	1	500	0.01
	Total (1+2)	1	500	0.01
(f)	Postal Ballot forms with not voted for/against the Resolution.	Nil	Nil	Nil

Based on the foregoing, the Resolution regarding Appointment of Mr. Mahendraprasad Mallawat as a Whole Time Director of the Company **shall be deemed to have been passed with requisite majority.**




E. RESOLUTION NO. 5: SPECIAL RESOLUTION
ISSUE OF BONUS SHARES.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	26	1495808	23.05
	2. Total E- voting option received.	101	4994020	76.95
	Total (1+2)	127	6489828	100
(b)	Less: Invalid Postal Ballot Forms	Nil	Nil	Nil
(c)	1. Net Valid Postal Ballot Forms (As per Register)	26	1495808	23.05
	2. Net E- voting Options.	101	4994020	76.95
	Total (1+2)	127	6489828	100
(d)	1. Postal Ballot forms with assent for the resolution.	26	1495808	23.05
	2. E-voting Options with assent for the resolution.	101	4994020	76.95
	Total (1+2)	127	6489828	100
(e)	1. Postal Ballot forms with dissent for the Resolution.	Nil	Nil	Nil
	2. E-voting Options with dissent for the Resolution.			
	Total (1+2)	Nil	Nil	Nil
(f)	Postal Ballot forms with not voted for/against the Resolution.	Nil	Nil	Nil

Based on the foregoing, the Resolution regarding Issue of Bonus Shares of the Company **shall be deemed to have been passed with requisite majority.**

For S. PARDESHI & ASSOCIATES
Company Secretaries


Santosh Pardeshi PROPRIETOR
 (Proprietor) No. F7727 C.P. No. 8485
 F.C.S No. 7727
 Certificate of Practice No. 8485