



RANJIT KEJRIWAL

Company Secretaries & Registered Valuer (SFA)

FORM NO. MGT-13
SCRUTINIZER'S REPORT

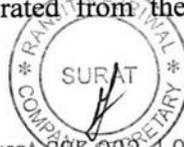
[Pursuant to section 108 of the Companies Act, 2013
And Rule 20(4)(xii) and Rule 21 of the Companies (Management and Administration)
Rules, 2014]

To
The Chairman
Of 39th Annual General Meeting of the members of
Arnold Holdings Limited
(CIN: L65993MH1981PLC282783)
held on 25th September, 2021 at the registered office
B 208, Ramji House, 30 Jambulwadi,
JSS Road, Mumbai, Mumbai City-400002 at 10.30A.M.

Dear Sir,

Sub.: Scrutinizer's report on E voting/ Ballot

1. I, Ranjit Binod Kejriwal, a Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of Arnold Holdings Limited for the purpose of scrutinizing the e-voting process along with Ballot Forms and ascertaining the requisite majority on remote e-voting / Ballot process carried out as per 108 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolution contained in the Notice to the 39th Annual General Meeting (AGM) of the members of the company, held at 10.30 a.m. at B 208, Ramji House, 30 Jambulwadi, JSS Road, Mumbai, Mumbai City-400002 on Saturday 25th September, 2021.
2. At the 39th AGM of the Company held on 25th September, 2021, the Company has also provided facility for voting by Ballot paper to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has appointed me as the Scrutinizer for the same.
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and ballot process conducted for the resolutions contained in the Notice to the 39th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and ballot process at the AGM is restricted to make a consolidated Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central



Page 1 of 4

1, Aastha, Hira Modi Sheri, Ring Road, Surat-395 002. | 0261-2331123 | rbksurat@gmail.com
202, Balaji Business Centre, Subhash Road, Vile Parle (E), Mumbai-400 057. | 022-49737235 | csrbkmumbai@gmail.com

ADVISORY | AUDIT | TAX | GST | CORPORATE LAWS | IPO | LOAN | RESTRUCTURING | VALUATION |
NCLT | INSOLVENCY | COST ACCOUNTING | BUSINESS MANAGEMENT

Depository Services (India) Limited (CDSL), the agency authorized under the rules and engaged by the company to provide remote e-voting facilities.

4. Further to the above, I submit my reports as under:

- (i) The e-voting period was from 22nd September, 2021 at 9.00 a.m. to 24th September, 2021 at 5.00 p.m.
- (ii) The members of the Company as on the "cut-off" date i.e. 18th September, 2021 were entitled to vote on the resolutions (item No. 01 to 04 set out in the notice of the AGM of the Company).
- (iii) The votes cast were unblocked on 25th September, 2021 at 06:28 p.m. in the presence of 2 (Two) witnesses namely **Mr. Jimish Vaghela** and **Ms. Purvi Jain** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name: **Mr. Jimish Vaghela**



Name: **Ms. Purvi Jain**

- (iv) Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the evoting website of Central Depository Services (India) Limited (CDSL) i.e. <https://www.evotingindia.com/> based on such reports generated the result of the e-voting together with voting through postal ballot is as under:

RESOLUTION NO. 1:

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS & AUDITORS' THEREON.

"**RESOLVED THAT** the Audited Balance Sheet, Profit and loss account and Cash Flow Statement for the year ended 31st March, 2021 along with the Auditors Report and Director's Report, be and are hereby considered, Adopted and Approved."

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	82	1723050	80	1723038	2	12	0	0
At AGM	03	1008	03	1008	0	0	0	0
Total	85	1724058	83	1724046	2	12	0	0

This resolution is passed as an ordinary resolution.

RESOLUTION NO. 2:

TO APPOINT A DIRECTOR IN PLACE OF MR. SANTKUMAR GOYAL, WHOLE TIME DIRECTOR (DIN: 02052831), 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. Santkumar Goyal, Whole Time Director (DIN: 02052831), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	82	1723050	77	1642203	5	80847	0	0
At AGM	03	1008	03	1008	0	0	0	0
Total	85	1724058	80	1643211	5	80847	0	0

This resolution is passed as an ordinary Resolution.

**RESOLUTION NO. 3:
REAPPOINTMENT OF THE STATUTORY AUDITORS**

“**RESOLVED THAT** pursuant to the provisions of the Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013, read with the Companies (Audit and Auditors) rules, 2014, including any statutory enactment or modification thereof for time being in force, M/s Amit Ray & Co., Chartered Accountants, Surat (FRN: 000483C) be and are hereby re- appointed as a statutory Auditors of the Company for term of 5 years and to hold office from conclusion of this 39th Annual General Meeting till conclusion of 44th Annual General Meeting of the company, at such remuneration plus taxes and reimbursement of out of pocket expenses, if any per financial year on the basis of the recommendation of the Audit committee and approved by the Board of Directors as may be amended from time to time.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	82	1723050	79	1722438	3	612	0	0
At AGM	3	1008	3	1008	0	0	0	0
Total	85	1724058	82	1723446	3	612	0	0

This resolution is passed as an ordinary Resolution.

**RESOLUTION NO. 4:
APPOINTMENT OF MR. RAJPRADEEP MAHAVIRPRASAD AGRAWAL (DIN: 09142752)
AS THE WHOLE TIME DIRECTOR OF THE COMPANY.**

“**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. Rajpradeep Mahavirprasad Agrawal (DIN: 09142752), as the Whole time Director of the Company, for a period of 5 (Five) years commencing from 25th September 2021 to 24th September 2026, 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 Mr. Rajpradeep Mahavirprasad Agrawal 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 Mr. Rajpradeep Mahavirprasad Agrawal as WTD of the Company, the Company has no profits or its profits are inadequate, Mr. Rajpradeep Mahavirprasad Agrawal will be paid, the current remuneration (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration.

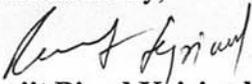
RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	82	1723050	78	1338768	4	384282	0	0
At AGM	3	1008	3	1008	0	0	0	0
Total	85	1724058	81	1339776	4	384282	0	0

This resolution is passed as a Special Resolution.

The physical ballot forms received have been enclosed herewith, to be kept by the Company in its safe custody.

Thanking You,
Yours faithfully,


Ranjit Binod Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985
Place: Surat
Date: 27th September, 2021
UDIN: F006116C001017071

