



ARNOLD HOLDINGS LTD.

(Non-Banking Finance Company)

CIN No. L65993MH1981PLC282783

Date: 17th August, 2026

To,

BSE LIMITED

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai- 400 001.

Scrip ID/Code/ : ARNOLD/537069/ INE185K01036

ISIN

Subject : Notice of 44th Annual General Meeting of the Company.

Ref : Regulation 30 and Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

With Reference of the above captioned subject, please find enclosed herewith the notice of 44th Annual General Meeting of the members of the Company scheduled to be held on Wednesday, 9th September, 2026 at 11.00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the business as set out in the notice of the AGM.

This enclosure is now being submitted under Regulation 30 and schedule III of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

This is for your information and record.

Thanking You,

Yours Faithfully,

For Arnold Holdings Limited

Raji Jaikumar Panicker

Company Secretary & Compliance Officer

Place: Mumbai

Encl: Notice of 44th Annual General Meeting of the Company.

ARNOLD HOLDINGS LIMITED

CIN: L65993MH1981PLC282783

Regd Off: B208, Ramji House, 30 Jambulwadi, JSS Road, Mumbai-400002

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



NOTICE OF 44TH ANNUAL GENERAL MEETING

Notice is hereby given of the 44th Annual General Meeting of the members of **Arnold Holdings Limited** will be held on Wednesday, the 9th day of September, 2026 at 11.00 A.M. IST, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **Consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2026, together with the Report of the Board of Directors and report of the Statutory Auditor thereon.**

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT the Audited Balance Sheet, Profit and loss account and Cash Flow Statement for the year ended 31st March, 2026 along with the report of the Board of Director's and report of the Statutory Auditor thereon as circulated to the shareholders, be and are hereby considered and adopted."

2. **Approve re-appointment of Mrs. Gazala Mohammed Irfan Kolsawala (DIN: 07133943), who retires by rotation and being eligible, offers herself for re-appointment.**

*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 the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mrs. Gazala Mohammed Irfan Kolsawala (DIN: 07133943)**, who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Whole-Time Director of the Company."

3. **Appointment of M/s. S N Nanda & Co., Chartered Accountants (Firm Registration No. 000685N) as the Statutory Auditors 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 pursuant to the provision of section 139, 142 and applicable provisions if any of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded for the appointment of M/s. S N Nanda & Co., Chartered Accountants (Firm Registration No. 000685N), as the Statutory Auditors of the Company, who shall hold office from the conclusion of this 44th Annual General Meeting till the conclusion of the 49th Annual General Meeting of the Company to be held for the Financial Year 2030-31, at such remuneration as may be fixed by the Board of Directors in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. **Reappointment of Mr. Rajpradeep Mahavirprasad Agrawal (DIN: 09142752), as a Whole Time Director of the Company for a further period of 5 Years.**

*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 re-appointment of **Mr. Rajpradeep Mahavirprasad Agrawal (DIN: 09142752)**, as the Whole time Director of the Company liable to retire by rotation, for a further period of 5 (Five) years commencing from 25th September, 2026 to 24th September, 2031 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.”

Date: 07.08.2026

Place: B 208, Ramji House, 30 Jambulwadi,

JSS Road, Mumbai- 400002

Ph. No.: 022-22016640

Email: arnoldholding9@gmail.com

Website: www.arnoldholdings.in

By order of the Board
For Arnold Holdings Limited

Sd/-
Raji Jaikumar Panicker
Company Secretary & Compliance Officer

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
2. Various Ministry of Corporate Affairs (“MCA”) circulars, Securities and Exchange Board of India (“SEBI”) circulars and Secretarial Standard on General Meeting (“SS-2”), have permitted convening the Annual General Meeting (“AGM”/Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue till September 30, 2026.
3. In terms of the MCA circular, since this AGM is being held through VC / OAVM pursuant to the MCA’s circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies under section 105 of Companies Act, 2013, (‘the Act’) by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
6. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the AGM through their authorized representatives, are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting.

7. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website at www.arnoldholdings.in, on website of BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
8. Members seeking any information/document as referred in the notice are requested to write to the Company on or before September 09, 2026 through email at arnoldholding9@gmail.com. The same will be addressed by the Company suitably.
9. 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.
10. The relevant Explanatory Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 concerning the relevant business and pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts, concerning the business under item nos. 3 to 4 of the notice, is annexed hereto.
11. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
12. Members may note that the VC/OAVM Facility, provided by CDSL, allows participation upto 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 44th AGM without any restriction on account of first-come first served principle.
13. Equity shares of the Company are under compulsory demat trading by all Investors.
14. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
15. 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 company's Registrar and Share Transfer Agent, Niche Technologies Private Limited or Company.
16. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at the following address:

Niche Technologies Private Limited
Registrar to Issue & Share Transfer Agents
3A, Auckland Place, 7 th 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

Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding.

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 02nd September, 2026.
18. Mr. Ranjit Binod Kejriwal, Company Secretary in Practice (Certificate of Practice No. 5985) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting process in a fair and transparent manner.
19. **Information and other instructions relating to e-voting are as under:**
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020

and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- 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 E-voting.
- 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 Binod Kejriwal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as during the AGM through the e-voting, 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. 2nd September, 2026.
- vi. A person, whose name is recorded in the register of members as on the cut-off date, i.e. 2nd September, 2026 only shall be entitled to avail the facility of remote e-voting / as well as voting through the polling process at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- vii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 2nd September, 2026, shall be entitled to exercise his/her vote either electronically.
- viii. The Remote e-voting period will commence on Sunday, 6th September, 2026 at 9.00 a.m. and will end on Tuesday, 8th September, 2026 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. 2nd September, 2026, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be automatically disabled for voting thereafter.
- ix. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- x. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two working days 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 Exchange.
- xi. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 09th September, 2026.
- xii. **Instructions to Members for e-voting are as under:**
 - a. The voting period begins on Sunday, 6th September, 2026 at (9:00 AM IST) and ends on Tuesday, 8th September, 2026 (5:00 PM IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 2nd September, 2026 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
 - c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed Entities in India. This necessitates registration on various ESPs and maintenance of multiple User IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-

	directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and Non-individual shareholders in demat mode.

- (ii) Login method for e-Voting and joining virtual meeting for **physical shareholders and other than individual shareholders holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 (v).

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN < 260807009> for ARNOLD HOLDINGS LIMITED.
- (vii) 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.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to

Scrutinizer for verification.

(xiv) **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 a Compliance User 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 linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; arnoldholding9@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at arnoldholding9@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders- please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 21 09911.

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 e-voting at the AGM.

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 through e-voting 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 two working days 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.

Date: 07.08.2026

Place: B 208, Ramji House, 30 Jambulwadi,
JSS Road, Mumbai– 400002

Ph. No.: 022-22016640

Email: arnoldholding9@gmail.com

Website: www.arnoldholdings.in

By order of the Board
For Arnold Holdings Limited

SD/-

Raji Jaikumar Panicker
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Item No. 3

The Members of the Company at the 39th AGM held on 25th September, 2021 had approved the re-appointment of M/s. Amit ray & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of said AGM till the conclusion of the 44th AGM. They will complete their two consecutive terms as Statutory Auditors of the Company on conclusion of this AGM. As the term of M/s Amit ray & Co., Chartered Accountants, as statutory auditor of the Company is going to be completed at this 44th Annual General Meeting of the Company, they are retiring from the position of the statutory auditor of the Company.

The Company shall require to appoint new statutory auditor in place of the retiring auditor and hence, in accordance with the provisions of the Companies Act, 2013 and on the recommendation of Audit Committee and in the best interest of the Company, the Board of Directors of the Company in its meeting held on August 7, 2026 have considered and recommended for the appointment of M/s S N Nanda & Co., Chartered Accountants (Firm Registration Number 000685N) as the Statutory Auditor of the Company for the period of five consecutive years i.e. from the conclusion of 44h Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company.

The Company has received letter from the M/s S N Nanda & Co., Chartered Accountants, that their appointment, if made, would be within the prescribed limits under Section 139(2) of the Companies Act, 2013 and that they are not disqualified for such appointment under Section 141 of the Companies Act, 2013. They are registered with the Institute of Chartered Accountants of India ("ICAI") (Firm Registration No. 000685N).

M/s S N Nanda & Co. is a well-established firm of Chartered Accountants with over 63 years of professional experience in providing audit, assurance, business advisory, and consultancy services. Headquartered in New Delhi, the Firm has branch offices in Delhi, Ranchi, Dhanbad, Surat, and Mumbai, along with associate offices in several major cities across India.

The Firm offers a comprehensive range of professional services through its specialized divisions, including Statutory Audits, Internal Audits, Forensic Audits, System Audits, Concurrent Audits, EDP Audits, Information Systems Audits, Stock Audits, Special Investigation Audits, Taxation, Business Advisory, Accountancy, Secretarial Services, and Data Analytics.

M/s S N Nanda & Co. serves a diverse clientele comprising multinational corporations, private sector enterprises, public sector undertakings, banks, and other leading organizations across sectors such as manufacturing, banking, international trade, insurance, information technology, infrastructure, environmental development, power, and oil & gas.

As a professionally managed firm, it is committed to delivering practical, result-oriented, and socially responsible solutions while maintaining the highest standards of integrity, quality, and professional excellence.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, S N Nanda & Co., Chartered Accountants has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s S N Nanda & Co., Chartered Accountants has been recommended to be appointed as the Statutory Auditors of the Company.

The proposed fees payable to S N Nanda & Co., Chartered Accountants for the financial year 2026-27 would be ₹ 1, 00,000/- (Rupees One lakh only). The fees payable to M/s S N Nanda & Co., Chartered Accountants for the remaining financial years would be fixed by the Board from time to time as mutually agreed between the Board of Directors and M/s S N Nanda & Co., Chartered Accountants. Further, there were no material changes in terms of payment of fee payable to new auditor. The remuneration of the erstwhile auditors was fixed based on the terms approved in September 2021. Considering the increased scale of operations, enhanced regulatory compliances, and expanded scope of audit work since then, the proposed remuneration of the new auditors has been revised accordingly.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution set out in item no. 3. Board of Directors of the Company recommends passing resolution set out in item no. 3 of the Notice as a Special Resolution.

Item No. 4

The Board of the Company had appointed Mr. Rajpradeep Mahavirprasad Agrawal (DIN: 09142752) as the Whole Time Director of the Company for a period of 5 years w.e.f. 25th September, 2021 to 24th September, 2026 and present term of his appointment would lapse on 24th September, 2026.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Rajpradeep Mahavirprasad Agrawal (DIN: 09142752) as the Whole Time Director, post completion of his present term, for a further period of five years in their meeting held on August 7, 2026.

Mr. Rajpradeep Mahavirprasad Agrawal (DIN: 09142752) 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. Rajpradeep Mahavirprasad Agrawal (DIN: 09142752) 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. Rajpradeep Mahavirprasad Agrawal (DIN: 09142752) are annexed herewith.

The performance of the Company has 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. Rajpradeep Mahavirprasad Agrawal (DIN: 09142752) 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**.

The Board of Directors recommends the Special Resolution set forth at Item No. 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Date: 07.08.2026

Place: B 208, Ramji House, 30 Jambulwadi,

JSS Road, Mumbai– 400002

Ph. No.: 022-22016640

Email: arnoldholding9@gmail.com

Website: www.arnoldholdings.in

By order of the Board
For Arnold Holdings Limited

SD/-

Raji Jaikumar Panicker
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	Mrs. Gazala Mohammed Irfan Kolsawala	Mr. Rajpradeep Mahavirprasad Agrawal
DIN No.	07133943	09142752
Date of Birth	29/05/1967	02/05/1958
Qualification	Chartered Accountant	Bachelors in Commerce from Mumbai University
Expertise in specific functional areas	Mrs. Gazala Mohammed Irfan Kolsawala who is basically a Chartered Accountant having 26 years of experience in finance, treasury, taxation, preparing budgets, Compliance, audits. She has a diploma in IFRS from Ernst & Young. She is also CFO of the Company.	Mr. Rajpradeep Mahavirprasad Agrawal has experience of more than 15 years in the securities market. He has vast knowledge and experience since 1980 in Textile Industry (Yarn & Cloth).
Terms and Conditions of Appointment/Reappointment	As per the Item No. 2 of the Notice.	As per the Item No. 4 of the Notice.
Remuneration last drawn	Mrs. Gazala Mohammed Irfan Kolsawala is also the CFO of the company and the Board of directors had approved salary of Rs. 6, 10,000/- per annum.	3,00,000 P.A.
Remuneration proposed	Same as above, however, the salary may be revised time to time by the Board of Directors, subject to the provisions of Companies Act, 2013.	3,00,000 P.A.
No. of Shares Held	0	0
Date of First Appointment	Mrs. Gazala Mohammed Irfan Kolsawala was appointed as a CFO w.e.f. February 13, 2024 and was appointed as Additional Director w.e.f. August 30, 2024.	24/04/2021
Relationship with Directors/Key managerial Personnel	No relation with other Directors	No relation with other Directors
List of Listed Companies in which directorship is held as on 31.03.2026	Arnold Holdings Limited	Arnold Holdings Limited
Chairman / Member of the Committee of other Company	NIL	NIL
No. of Meetings of the Board Attended during the year	6	6

The Board of Directors recommends the proposed resolutions for acceptance by member.

Date: 07.08.2026
Place: B 208, Ramji House, 30 Jambulwadi,
JSS Road, Mumbai– 400002
Ph. No.: 022-22016640
Email: arnoldholding9@gmail.com
Website: www.arnoldholdings.in

By order of the Board
For Arnold Holdings Limited

SD/-
Raji Jaikumar Panicker
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. 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 In Lakh <table><tr><td>Particulars</td><td>Financial Year 2025-26</td></tr><tr><td>Paid up Capital</td><td>2377.50</td></tr><tr><td>Reserves excluding Revaluation Reserves</td><td>4090.45</td></tr><tr><td>Total Income</td><td>16908.77</td></tr><tr><td>Total Expenses</td><td>19258.22</td></tr><tr><td>Profit before Tax</td><td>650.55</td></tr><tr><td>Exceptional Item</td><td>-</td></tr><tr><td>Tax Expenses</td><td>208.49</td></tr><tr><td>Profit after Tax</td><td>442.06</td></tr></table>		Particulars	Financial Year 2025-26	Paid up Capital	2377.50	Reserves excluding Revaluation Reserves	4090.45	Total Income	16908.77	Total Expenses	19258.22	Profit before Tax	650.55	Exceptional Item	-	Tax Expenses	208.49	Profit after Tax	442.06
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Profit before Tax	650.55																				
Exceptional Item	-																				
Tax Expenses	208.49																				
Profit after Tax	442.06																				
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. Rajpradeep Mahavirprasad Agrawal																			
1.	Background details	As Per Annexure above																			
2.	Past remuneration	As Per Annexure above																			
3.	Recognition or awards	NIL																			
4.	Job profile and his suitability	As Per Annexure above																			
5.	Remuneration proposed	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	None																			
III	Other Information																				
1.	Reasons of loss or inadequate profits	The company is engaged in the business of providing loans, 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 taken for improvement	The Company takes various steps on a regular basis such as cost 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.	

Date: 07.08.2026

Place: B 208, Ramji House, 30 Jambulwadi,
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By order of the Board
For Arnold Holdings Limited

SD/-
Raji Jaikumar Panicker
Company Secretary & Compliance Officer

ELECTRONIC VOTING PARTICULAR (For Paid-Up Equity Shares)

EVSN (EVOTING SEQUENCE NUMBER)
260807009

E-Voting shall start on Sunday, 6th day of September, 2026 (9.00 a.m.) and will be open till Tuesday, 8th day of September, 2026 till the close of working hours (i.e.5.00 p.m.)

Note: Please read the instructions carefully before exercising your vote.