

# ARIHANT TOURNESOL LIMITED

CIN No: L15315MH1991PLC326590

Regd. Office: PLOT NO. B-3, IN FRONT OF SHAKTI TYRES, MIDC PH-1, AKOLA, Maharashtra - 444001.

Corporate Address: - 34/B, JOLLY MAKER CHAMBERS II, NARIMAN POINT, MUMBAI - 400 021.

T.: +91-22 -35104701 | W:-www.arihanttournesol.com | E:info@arihanttournesol.com

## NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of the members of "ARIHANT TOURNESOL LIMITED" (CIN: L15315MH1991PLC326590) will be held on Friday, the 30<sup>th</sup> day of September, 2022 at 3.00 PM at the Registered Office of the Company situated at PLOT NO. B-3, IN FRONT OF SHAKTI TYRES, MIDC PH-1, AKOLA - 444001, MAHARASTRA, INDIA 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 31<sup>ST</sup> MARCH, 2022.

To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31<sup>st</sup> March, 2022 including the Balance Sheet as at 31<sup>st</sup> March, 2022 the Statement of Profit and Loss for the year ended on that date and the report of the Board of Directors and Auditors thereon.

2. TO APPOINT A DIRECTOR IN PLACE OF RAJIV SETHI (DIN: 00681346) WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

To appoint a director in place of Mr. Mr. RAJIV SETHI (DIN: 00681346), Director of the company who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment.

3. To Re-Appoint Auditors for second five years term

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. R B Pandya & Associates, Chartered Accountants, having Firm Registration No. 124399W be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office

from the conclusion of this 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

**SPECIAL BUSINESS:**

**4. TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING AS AN SPECIAL RESOLUTION:**

To re-appoint Mrs. Karthyayani Narayanan Kutty (DIN: 07858396) as an Independent 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** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Karthyayani Narayanan Kutty (DIN: 07858396), Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for five consecutive years from 30th September, 2022, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution."

**Regd. Office:**  
Plot No. B-3,  
In front of Shakti Tyres,  
MIDC Ph-1, Akola - 444001,  
Maharashtra

**Date:** 06<sup>th</sup> September, 2022  
**Place:** Mumbai  
Add: 34 B, Jolly Maker -II  
Nariman Point- Mumbai-400 021

**By Order of the Board  
for ARIHANT Tournesol Limited**

**Sd/-  
Purvai V Chaudhari  
Company Secretary & Compliance Officer**

Notes:

1. The Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 (the 'Act'), in respect of Special Business to be transacted at the 31<sup>st</sup> Annual General Meeting (the 'AGM' or 'Meeting'), is annexed and forms part of this Notice.
2. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking re-appointment under are also annexed.

3. **ELECTRONIC DISPATCH OF ANNUAL REPORT**

In accordance with, the General Circular No. 20/2020& 02/2021 dated 5th May, 2020 and 13 January, 2021 issued by MCA and )&Securities and Exchange Board of India (SEBI) vide Circular dated 12th May, 2020 and 15 January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument(s) appointing the proxy, if any, shall be deposited at the registered office of the Company PLOT NO. B-3, IN FRONT OF SHAKTI TYRES, MIDC PH-1, AKOLA - 444001, MAHARASTRA, INDIA not less than Forty Eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.

A person can act as a proxy on behalf of members not exceeding 50 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 proxy for any other person or shareholder.

5. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a scanned copy (PDF/JPEG format) of the Certified True Copy of the Board Resolution / Power of Attorney authorizing their representative(s) to attend and vote at the AGM, pursuant to section 113 of the Act, at [info@arihanttournesol.com](mailto:info@arihanttournesol.com).
6. Proxy form(s) must be duly completed, signed and stamped. Incomplete proxy forms are considered to be as invalid and the proxy so appointed shall not be entitled to vote on the resolution(s) in the AGM. A proxy holder needs to show his identity at the time of attending the Meeting. Further, in case, if the Company receive multiple proxies for the same holding of a member, the proxy which is dated last shall be considered valid, if it is not dated or bear the same date without mentioning specific time then all the proxies so send by the member shall be considered to be as invalid. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
7. Members, Proxies and Authorized Representative(s) are requested to bring the duly filled and signed Attendance Slips (enclosed), complete in all respect at the Venue of AGM in order to enable us to register your attendance at the venue of the AGM. Members are requested to bring their Folio No. / DP ID - Client ID along with their shareholding to enable us to provide the Attendance Slips for your signature and participation at the Meeting.
8. In case of joint holders attending the Meeting, only the member whose name appears to be first will be entitled to vote.
9. Only bonafide members of the Company whose names appear on the Register of Members / Proxy holders and in possession of valid attendance slips duly filled and signed will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the AGM.
10. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the members in respect of their shareholding in the Company. The members are requested to submit the complete and signed form SH-13 with their Depository Participant ('DP') who holds the shares in dematerialized form and those who are holding physical shares shall at send the same to the Registrar and Share Transfer Agent - Big Share Services Pvt. Ltd. situated at E-3 Ansa Industrial estate, Saki Vihar Road, Sakinaka, Mumbai 400072, Andheri- East, Maharashtra- Mumbai .

11. Members holding shares in physical form are requested to notify/send the following to the RTA of the Company:
- i) Any change or update in their mailing address;
  - ii) Particulars of their PAN, Bank account & e-mail ids in case the same have not been registered with the Company;
  - iii) Members who hold shares in physical form in multiple folios in identical names are requested to send all share certificates for consolidation into single folio.

Further, please note that Members holding equity shares in electronic form are requested to contact to their respective DP with whom they are maintaining the Demat accounts for updation in address, e-mail ids, Bank details, Bank mandate, ECS mandate, etc.

12. SEBI had vide Notification Nos. SEBI/LAD-NRO/ GN/2018/24 dated 8th June 2018 and SEBI/LAD-NRO/ GN/2018/49 dated 30th November 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated 5th July 2018 directed that transfer of securities would be carried out in dematerialized form only with effect from 1st April 2019, except in case of transmission or transposition of securities. Accordingly, Members holding securities in physical form were separately communicated by the Registrar and Share Transfer Agent M/s. Big Share Services Private Limited at their registered address. In view of the above and to avail the benefits of dematerialization, members are requested to consider dematerializing shares held by them in physical form. However, the transfer deed(s) lodged prior to the 1st April deadline and returned due to deficiency in the document, may be re-lodged for transfer even after the deadline of 1st April, 2019 with the office of M/s. Big Share Services Private Limited at E-3 Ansa Industrial estate, Saki Vihar Road, Sakinaka, Mumbai 400072, Andheri- East, Maharashtra- Mumbai . Tel No: 022 62638200 / 62638270, Fax: + 022 62638299, Email: shwetasa@bigshareonline.com or prasadm@bigshareonline.com. :
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act will be available for inspection by the members at the AGM. All the documents referred to in the accompanying Notice and the Explanatory Statement, are open for inspection at the Registered Office of the Company during the business hours on working days and up to & including the date of AGM and the copies thereof shall also be made available for inspection at the Corporate Office of the Company.

14. A Route Map along with Prominent Landmark for easy location to reach the venue of the AGM is annexed with the Notice of AGM and is also available on the website of the Company.
15. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 24.09.2022 to Friday 30.09.2022 (both days inclusive) in connection with the Annual General Meeting.
16. Members are requested to address all correspondences to the Registrar and Share transfer Agents, M/s. Big Share Services Private Limited, situated at E-3 Ansa Industrial estate, Saki Vihar Road, Sakinaka, Mumbai 400072, Andheri- East, Maharashtra, Tel No: 022 62638200/ 62638270, Fax: + 022 62638299, Email:shwetas@bigshareonline.com or [prasadm@bigshareonline.com](mailto:prasadm@bigshareonline.com) and Corporate

Address : Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093.

17. The Notice of AGM (along with Proxy Form, Attendance Slip and Route Map to the AGM Venue) and the Annual Report for the year ended 31 March, 2022 are available at the Company's website [www.arihanttournesol.com](http://www.arihanttournesol.com).
18. **VOTING THROUGH ELECTRONIC MEANS:**

The Company is pleased to offer E-Voting facility under Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for its Members to enable them to cast their votes electronically with the help of Central Depository Services (India) Limited (CDSL).

**The instructions for e-voting are as under:**

- (i) The e-voting period commences on, Tuesday 27<sup>th</sup> September 2022 (10:00 a.m.) IST and ends on Thursday 29<sup>th</sup> September 2022 @ (5:00 p.m.) IST, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday 23<sup>rd</sup> September, 2022. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (ii) 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.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 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 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	1) Users of who have opted for CDSL's 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 URLs for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.



	<p>2) After successful login theEasi / Easiest user will be able to see the e-Voting Menu. On clickingthee-voting menu, the user will be able to see his/her holdings alongwith links of the respective e-Voting service provider i.e. CDSL/NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</p>



	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the</p> <p>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 &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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’s website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- (iv) Log on to the e-voting website :[www.evotingindia.com](http://www.evotingindia.com)
- (v) Click on Shareholders / Members
- (vi) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence* in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
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"> <li>• 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).</li> </ul>

- (x) After entering these details appropriately, click on “SUBMIT” tab.
- (xi) Members holding shares in physical form will then reach directly 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the Arihant Tournesol Limited on which you choose to vote.
- (xiv) 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.

- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xix) 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.
- (xx) Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. Thursday 23rd September, 2021, may obtain the login ID and password by sending a request at [info@arihanttournesol.com](mailto:info@arihanttournesol.com) and or at [evoting@cDSLindia.com](mailto:evoting@cDSLindia.com)
- (xxi) 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.
- (xxii) M/s. GAURAV V BHOIR & ASSOCIATES, Practicing Company Secretaries, has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- (xxiii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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.
- (xxiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE**

- a. 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.
- b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- c. 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.

**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY & SPECIAL**  
**BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**INFORMATION RELATING TO APPOINTMENT OF STATUTORY AUDITORS**

**Item No. 3**

In compliance with the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. R B Pandya & Associates, Chartered Accountants, having Firm Registration No. 124399W had been appointed as the Statutory Auditors of the Company (at the Annual General Meeting held in the year 2017) for a term of five years commencing from the financial year 2017-18 to 2021-22 and to hold

office from the conclusion of the 26th Annual General Meeting and until the conclusion of the 31st Annual General Meeting. The present Statutory Auditors of the Company have completed their tenure of 5 years and therefore, the Board based on the recommendation of the Audit Committee has re-appointed M/s. R B Pandya & Associates, Chartered Accountants, having Firm Registration No. 124399W of the Company for a term of five years commencing from the financial year 2022-23 to 2026-27 and to hold office from the conclusion of the 31st Annual General Meeting and until the conclusion of the 36th Annual General Meeting to be held in the year 2027, subject to the approval of members at the 31st Annual General Meeting. The Company has also received a certificate from the proposed Statutory Auditors to the effect that their appointment, if made, would be within the limits prescribed under Section 139 of the Companies Act, 2013 and that they are eligible to be appointed as the Statutory Auditors of the Company.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company have recommended the appointment of M/s. R B Pandya & Associates, Chartered Accountants, having Firm Registration No. 124399W as Statutory Auditors of the Company for a period of 5 consecutive years from the conclusion of the 31st Annual General Meeting till the conclusion of Annual General Meeting which ought to be held in the year 2027.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out as Item No. 3 of the Notice.

#### **Item No. 4**

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and on the basis of the report of performance evaluation of independent director, Mrs. Karthyayani Narayanan Kutty (DIN: 07858396), it is proposed to re-appoint her for the second term as an independent director on the Board of the Company for a period of five years from 30th September, 2022. In the opinion of the Board, Mrs. Karthyayani Narayanan Kutty (DIN: 07858396) fulfills the conditions specified in the Act.

She has cleared Online Self-Assessment Test with the Indian Institute of Corporate Affairs.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Karthyayani Narayanan Kutty (DIN: 07858396) as an Independent Director. Accordingly, the Board recommends passing of the Resolution as a Special Resolution.

Except Mrs. Karthyayani Narayanan Kutty (DIN: 07858396), none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution. The Board recommends this Resolution for Members' approval

**Disclosures pursuant to Regulation 36(5) of SEBI LODR Regulations, 2015 with reference to item No. 3.**

Proposed Fees	The Board of Directors propose to pay on terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company exclusive of taxes and other out of pocket expenses incurred in connection with the audit, to the Statutory Auditors during the tenure of their appointment.
Terms of Appointment	Recommended for appointment for a term of five years from the closure of 31 st Annual General Meeting till the closure of 36th Annual General Meeting
Material Change in the fee payable to the new Auditor and rationale for change	There is no material change in the fee payable to the Auditor
Basis of recommendation for Appointment and Credentials	The Audit Committee and the Board of Directors of the Company have considered the following credentials of M/s. R B Pandya & Associates , Chartered Accountants, having Firm Registration No. 124399W while considering their appointment: <ul style="list-style-type: none"> <li>• The firm is rendering Audit, Tax and Advisory Services for more than 40 years.</li> <li>• Availability of well trained and experienced professionals in the firm.</li> <li>• The Services provided by the firm includes Audit &amp; Assurance, Taxation, Risk Advisory, Corporate Due Diligence, Valuation and Transaction advisory.</li> <li>• The team of members is represented by Partners and Managers, Associates, Executives &amp; Article Trainees. The team is</li> </ul>



	<p>a combination of qualified &amp; experienced professionals and include CA, CWA, CS, MBA, CISA &amp; DISA. • Availability of expertise in Accounting treatment/ procedures/ processes, Audit, Accounting Standards &amp; Ind AS, Direct/Indirect Taxation and Corporate Laws. • Professional integrity, ethics and independence. By considering the above facts, the Board recommends the Ordinary Resolution set out in Item No. 3 of the Notice for the approval of the Shareholders as required under Regulation 17 (11) of SEBI LODR Regulations, 2015.</p>
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DETAILS AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”) AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, OF THE PERSON SEEKING RE-APPOINTMENT UNDER ITEM NO. 2 & 4 OF THE NOTICE, ARE PROVIDED HEREUNDER:

**Annexure A :**

<b>Name of the Director</b>	Mr. Rajiv Sethi	Mrs. Karthyayani Narayanan Kutty
<b>DIN</b>	00681346	07858396
<b>Date of Birth</b>	13.01.1961	07.12.1959
<b>Date of first Appointment on the Board</b>	12.02.2018	27.06.2017
<b>Qualification</b>	B.Com	B.Com
<b>Brief resume of the Director</b>	<p><i>Experience:</i></p> <p>He has Completed construction and gave possession of 2 Real Estate Development Projects, One near Shivaji Park and another at Parel, worth about Rs.120 crores. Negotiations for Joint Venture marketing, financing, permissions from appropriate authorities, liaisoning</p>	<p><i>Experience:</i></p> <p>Mrs.Karthyayani Narayanan Kutty, aged 63 years, is a B.A from Kerala University by qualification. She has more than 25 years of experience in the fields of accounts, operational and management of the Company. She had worked for Lohia</p>

	<p>with Government Departments, Ministry of Revenue, Ministry of Textiles, Urban Development, Co-ordination with Architect, structural Consultants and Site Construction including finalization of construction cost etc.</p> <p>1. Chief Executive Officer - ArihantTournesol Ltd.,</p> <p>Efforts also resulted in appointment of C&amp;F Agents all over the country for branded edible oils and setting up of franchise stations for localization of packaging to avoid duplication of cost. Managed communications, press relations and advertising through multiple media channels. Acquired extensive knowledge of brand marketing and dealer-distributor network. Developed close ties with all level of Government. During this tenure, also was Founder President of "Oil Packers Association." The solvent plant was the Third Highest Processor of Sunflower Cakes in the country in 1996-97.</p> <p>2. Joint CEO - Bastar Oil Mills &amp; Industries Ltd.</p> <p>Handled Marketing of Coco Butter Substitute - Sal Fat in Japan with</p>	<p>Machinery Manufacturers limited, a group company of Lohia Group. Lohia Corp Limited is the flagship company of the Lohia Group and a global supplier of machinery for end-to-end solutions for plastic woven fabric industry used for packaging systems for solid bulk materials and infrastructure applications.</p>
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	<p>ITOCHU CORP. AND MITSUI AND CO., and with LEVER BROS. In UK.</p> <p>Also handled export of Cattle Feed to Europe under Gafta Conditions. Also setup parallel manufacturing of Mahua Oil. Developed successful Business Practices and increased production and Import. Company received several Awards from Solvent Extractor Association regularly for Highest Processor and Exporter of SAL FAT.</p>	
<b>Terms &amp; conditions of appointment / re-appointment</b>	Tenure as a Director is subject to retirement of Director by rotation in terms of section 152 of the companies Act. 2013.	Not able to retire by rotation
<b>Details of remuneration sought to be paid and remuneration last drawn.</b>	Nil as a Director.	2,35,500/- p.a
<b>Disclosure of Relationship with other Directors, Manager and Key Managerial personnel of the Company.</b>	Not inter-se related to any other Director or key Managerial personnel. The Company does not have a Manager.	Not inter-se related to any other Director or key Managerial personnel. The Company does not have a Manager.
<b>Number of meetings of the Board of Directors attended during the F.Y.2021-22.</b>	5/5	5/5
Other Directorships held as on 31.03.2022	<p>1) Fortune Infrastructure Developers Limited</p> <p>2) Omega Realtech Limited</p> <p>3) Omega Investments and Properties Limited</p> <p>4) DN Intelligent Wellness Private Limited</p> <p>5) Orient Net Limited</p>	Nil
Shareholding in the company as on 31.03.2022	98810 Equity Shares.	Nil

**Regd. Office:**

Plot No. B-3,  
In front of Shakti Tyres,  
Midc Ph-1, Akola - 444001,  
Maharashtra

**Date: 06<sup>th</sup> September, 2022**

**Place: Mumbai**

Add: 34 B, Jolly Maker -II  
Nariman Point- Mumbai-400 021

**By Order of the Board  
for ARIHANT Tournesol Limited**

**Sd/-**

**Purvai V Chaudhari  
Company Secretary & Compliance Officer**

# ARIHANT TOURNESOL LIMITED

CIN No: L15315MH1991PLC326590

Regd. Office: PLOT NO. B-3, IN FRONT OF SHAKTI TYRES, MIDC PH-1, AKOLA, Maharashtra - 444001.

Corporate Address: - 34/B, JOLLY MAKER CHAMBERS II, NARIMAN POINT, MUMBAI - 400 021.

T.: +91-22 -35104701 | W:-www.arihanttournesol.com | E:info@arihanttournesol.com

## E-COMMUNICATION REGISTRATION FORM

To,

Big Share Services Private Limited  
Unit: Arihant Tournesol Limited  
Add: 01st Floor Bharat Tin Works Building,  
Opposite Vasant Oasis, Makwana Road,  
Marol, Andheri- (E), Maharashtra- Mumbai -400059

### GREEN INITIATIVE IN CORPORATE GOVERNANCE

I/we hereby exercise my/our option to receive all communications from the company such as Notice of General Meeting, Explanatory Statement. Audited Financial Statements. Director's Report etc. in electronic mode pursuant to the 'Green Initiative in Corporate Governance' taken by the Ministry of Corporate Affairs. Please register my e-mail ID as given below, in your records for sending the communications:

Folio No. / DP ID & Client ID: .....

Name of 1st Registered Holder: .....

Name of Joint Holders(s), if any: .....

Registered Address of the Sole/

1st Registered Holder: .....

No. of Shares held: .....

E-mail ID (to be registered): .....

Date: ..... Signature: .....

Notes:

- 1) On registration, all communications will be sent to the e-mail ID registered.
- 2) The form is also available on the website of the company [www.arihanttournesol.com](http://www.arihanttournesol.com)
- 3) Shareholders are requested to keep the company's Registrar-Big Share Services Private Limited informed as and when there is any change in the e-mail address.

**Form No. MGT 11**  
**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN: L15315MH1991PLC326590

Name of the Company: **ARIHANT TOURNESOL LIMITED**

Registered office: PLOT NO. B-3, IN FRONT OF SHAKTI TYRES, MIDC PH-1,  
AKOLA - 444001, MAHARASTRA, INDIA.

Name of the Member (s) :

Registered address:

E-mail Id :

Folio No/Client ID:

DP ID:

I/We being the member (s) of ..... shares of the above named Company,  
hereby appoint

Sr. no	Name	Address	E-mail Id	Signature
1				
2				
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the \_\_\_\_\_ Annual general meeting of the Company, to be held on Friday, 30<sup>th</sup> September, 2022 at 3.00 p.m. (IST). at the registered office of the Company situated at :PLOT NO. B-3, IN FRONT OF SHAKTI TYRES, MIDC PH-1, AKOLA - 444001, MAHARASTRA, INDIA. and at any adjournment thereof in respect of such resolutions as are indicated below :



**Resolution No.**

1.....

2.....

3.....

4.....

**Affix  
Revenue  
Stamp**

**Signed this..... day of..... 2022**

**Signature of shareholder**

**Signature of Proxy holder(s)**

**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.**

## ATTENDANCE SLIP

Registered Folio / DP ID & Client ID	
Name	
Address of Shareholder	
No. of Shares held	

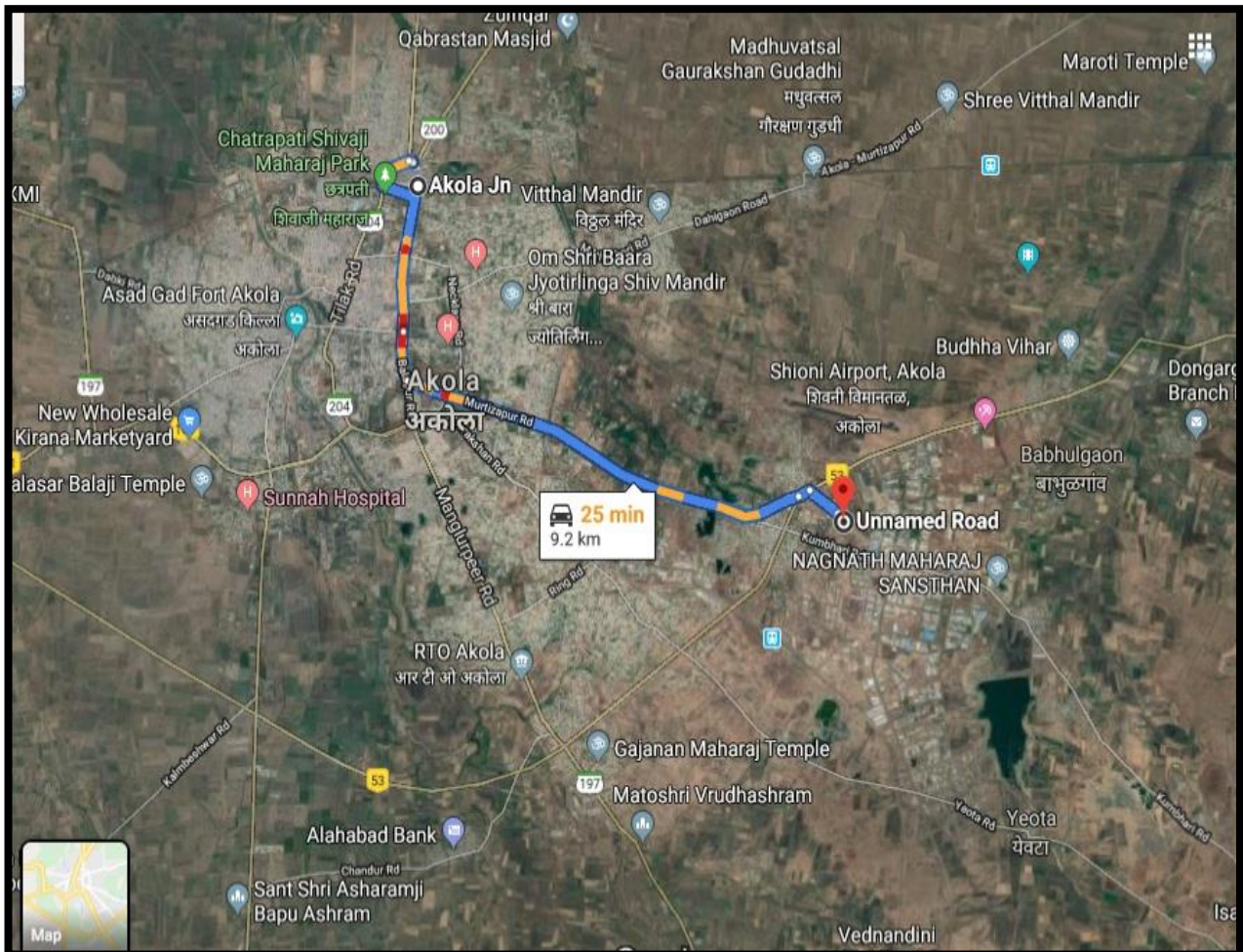
I/We hereby record my/our presence at 31<sup>th</sup> Annual General Meeting of the Company on 30<sup>th</sup> September, 2022 at 3.00 p.m. (IST). at the registered office of the Company situated at :PLOT NO. B-3, IN FRONT OF SHAKTI TYRES, MIDC PH-1, AKOLA - 444001, MAHARASTRA, INDIA.

Signature of Shareholder / Proxy Present.....

### Note: 1.

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting

### Route Map:



# ARIHANT TOURNESOL LIMITED

CIN No: L15315MH1991PLC326590

Regd. Office: PLOT NO. B-3, IN FRONT OF SHAKTI TYRES, MIDC PH-1, AKOLA, Maharashtra - 444001.

Corporate Address: - 34/B, JOLLY MAKER CHAMBERS II, NARIMAN POINT, MUMBAI - 400 021.

T.: +91-22 -35104701 | W:-www.arihanttournesol.com | E:info@arihanttournesol.com

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21 (1) (c) of the Companies (Management and Administrative Rules, 2014)]

## BALLOT FORM

- (1) Name and Registered Address of the Sole / First named Shareholder :
- (2) Name(s) of the Joint Holder(s) (if any) :
- (3) Registered Folio No./ DP ID No. and Client ID No.\* (\*Applicable to investors holding shares in dematerialized form)
- (4) Number of Share(s) held:
- (5) E-voting Event Number(EVEN) :
- (6) Used ID :
- (7) Password :
- (8) I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice dated 06<sup>th</sup> September, 2022 of Arihant Tournesol Limited, by sending my/our assent or dissent to the said Resolutions by placing the tick() mark at the appropriate box below :

Item No Resolution	No.of Shares	I/We assent to the Resolution (FOR)	I/We dissent the Resolution (Against)
1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2022 together with the Reports of the Board of Directors and Auditors Report thereon.			
2. To appoint a Director in place of Rajiv Sethi (DIN: 00681346) who retires by Rotation, and being eligible, offers himself for re-appointment			
3. To Re-Appoint Statutory Auditors M/s. R B Pandya & Associates , Chartered Accountants, having Firm Registration No. 124399W as Statutory Auditors of the Company for a period of 5 consecutive years			

from the conclusion of the 31st Annual General Meeting till the conclusion of Annual General Meeting which ought to be held in the year 2027.			
4. To re-appoint Mrs. Karthyayani Narayanan Kutty (DIN: 07858396) as an Independent Director of the Company for the second term as an independent director on the Board of the Company for a period of five years from 30th September, 2022.			

**Place:**  
**Date :**

**Signature**

#### Instructions

- A. This Ballot Form is provided for the Members who do not have access to e-voting facility.
- B. A Member can opt for only one mode of voting, i.e., either through e-voting or by Ballot. If a Member casts votes by both modes, then voting one through e-voting shall prevail and Ballot shall be treated as invalid.
- C. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Annual General Meeting.
- D. The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the resolutions forming part of the Notice of the Annual General Meeting.

**Process and manner for Members opting to vote using the Ballot Form:**

Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) or a scanned copy (PDF/JPEG format) send at email :gauravbhoir123@gmail.com or by permitted mode to reach the scrutinizer M/s GAURAV V BHOIR & ASSOCIATES, Practicing Company Secretaries, having their office at Shop No. 1, Teli Building, Opp Sheetala Mata Mandir, Near Subhash Maidan & SBI Bank, Kalyan West, Thane - 421301, Maharashtra, India. as appointed by the board of Directors of M/s Arihant Tournesol Limited.

1. The Form should be signed by the Members as per the specimen signature registered with the Company. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (130A) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted by a proxy.

2. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
3. Votes should be cast in case of each resolution, either in favour or against by putting the tick (I) mark in the column provided in the Ballot.
4. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company and as per the Register of Members of the Company.
5. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m. IST) on Thursday, 29<sup>th</sup> September, 2022. Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
6. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
7. The decision of the Scrutinizers on the validity of the Ballot Form and any other related matter shall be final.
8. The results declared along with Scrutinizers Report shall be placed on the Central Depositories Securities Limited within two days of the passing of the Resolutions at the AGM of the Company on Friday, the 30<sup>th</sup> day of September, 2022 at 3.00 pm and communicated to Bombay Stock Exchange Limited, where the shares of the company are listed.