

ARIHANT TOURNESOL LIMITED

CIN NO. L15315PN1991PLC061079

**Regd. Office & Factory
74/1, Village Bhogaon
Barsi Road,
North Solapur,
Maharashtra
Phone: 95217-2351379**

**34-B, Jolly Maker Chambers-II
Nariman Point,
Mumbai 400 021.
Phone: 22024359 / 22025117
Fax No.22821776
Email: info@omegarealtech.com**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting (AGM) of the Members of ARIHANT TOURNESOL LIMITED will be held on Wednesday September 30, 2015 at 11.00 A.M. at the Registered Office of the Company situated at GAT 74/1 VILAGE BHOGAON BARS ROAD, NORTH SOLAPUR, DIST. SOLAPUR to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as on March 31, 2015, and the Statement of Profit and Loss Account for the Financial Year ended on that date and the Reports of the Auditor's and the Directors' thereon.
2. To appoint a Director in place of Ms. Varsha Sethi, DIN: 00146830, who retires by rotation and being eligible has offered herself for re-appointment.
3. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), the Board of Directors, appoint M/S. R.B.Pandya & Co., Chartered Accountants, Mumbai (Firm Registration Number 033788) as Statutory Auditors of the Company, is hereby ratified to hold office from conclusion of this meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company, in addition to the service tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company to be reimbursed for the financial year ending March 31, 2016."

By Order of the Board,
For ARIHANT TOURNESOL LIMITED


Varsha Sethi
(Chairperson)

Place: Mumbai, Maharashtra.
Date: 05/09/2015

Note:

- 1) **A member entitled to attend and vote at the annual general meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member.**

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy should be deposited at the Registered office of the Company not later than FORTY-EIGHT HOURS before the commencement of the AGM.

- 2) Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- 3) Members / Proxies are requested to bring duly- filled Attendance Slips sent herewith to attend the meeting along with the copy of Annual Report:
- 4) The enclosed proxy form, if intended to be used should reach the Registered Office of the Company duly completed, stamped and signed not less than forty eight hours before the time fixed for the meeting.
- 5) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 6) Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of Annual General Meeting so that the information required may be made available at the meeting.
- 7) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- 8) The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2015 to 29th September, 2015 (Both days inclusive) for the purpose of Annual General Meeting
- 9) Corporate members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting;
- 10) Members are requested to notify changes, if any, in their Registered address to the Company's Registrar and Share Transfer Agent;

- 11) Members are requested to bring their copy of Annual Report to the Meeting;
- 12) All documents referred to in the notice are open for inspection at the Registered office of the Company Between 10.30 a.m. and 1.00 p.m. on all working days up to the date of the meeting;
- 13) Members are requested to address all correspondences to the Registrar and Share transfer Agents, M/s. Big Share Services Private Limited E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri(E), Mumbai - 400072, Tel No: + 91 22 28470652, Fax: + 91 22 28475207, Email: info@bigshareonline.com;
- 14) As per the provisions of the companies Act, 2013, facility for making nomination is available for shareholders, in respect of the shares held by them. Nomination Forms can be obtained from the Registrar and Transfer agent of the Company;
- 15) E - Voting In Compliance with Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The procedure and instruction for e - Voting are as follows:

- i) The voting period begins from 10.00 a.m. (STARTING TIME) on Sunday 27th, September, 2015 and ends at 5.00 p.m. on Tuesday 29th, September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23-09-2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) 1Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com;
- iii) 1Click on "Shareholders" tab
- iv) Now select ARIHANT TOURNESOL LIMITED from the drop down menu and click on "SUBMIT";
- v) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.

vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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">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 last 8 digits of the demat account/folio number in the PAN field.In case the folio 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. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

ix) After entering these details appropriately, click on "SUBMIT" tab;

x) 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.

xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xiii) 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.

xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions details.

xv) 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.

xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix) Note for Institutional Shareholders

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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.

- After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.

- The list of accounts 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.

xx) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

xxi) Pramod S. Shah & Associates, Company Secretary in Whole Time Practice (ICSI membership number: 334) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3(three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2(two) witness not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company;

The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange.

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: L15315PN1991PLC061079

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

Registered office: GAT 74/1 VILAGE BHOGAONBARS ROAD, NORTH SOLAPUR,
DIST. SOLAPUR, Maharashtra.

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 Wednesday, 30th
September, 2015 at 11.00 A.M. at the registered office of the Company situated at : GAT 74/1
VILAGE BHOGAONBARS ROAD, NORTH SOLAPUR, DIST SOLAPUR, Maharashtra and
at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1.....

2.....

Affix
Revenue
Stamp

Signed this..... day of..... 20....

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**

ARIHANT TOURNESOL LIMITED

CIN NO. L15315PN1991PLC061079

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74/1, Village Bhogaon
Barsi Road,
North Solapur,
Maharashtra
Phone: 95217-2351379

34-B, Jolly Maker Chambers-II
Nariman Point,
Mumbai 400 021.
Phone: 22024359 / 22025117
Fax No.22821776
Email: info@omegarealtech.com

Attendance Slip

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

I/We hereby record my/our presence at 24th Annual General Meeting of the Company on Wednesday, 30th September, 2015 at 11.00 A.M. at the registered office of the Company situated at Registered office: GAT 74/1 VILAGE BHOGAONBARS ROAD, NORTH SOLAPUR, DIST SOLAPUR, Maharashtra.

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. L15315PN1991PLC061079)

Regd. Office & Factory
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Mumbai 400 021.
Phone: 22024359 / 22025117
Fax No.22821776
Email: info@omegarealtech.com

Directors' Report

To,

The Members

Arihant Tournesol Limited

Your Directors take pleasure in presenting the 24th Annual Report along with Audited Financial Statements of your Company for the Financial Year ended 31st March, 2015.

The State of the Company's Affairs

1. KEY FINANCIAL HIGHLIGHTS :

Particulars	For the Year ended 31 st March, 2015 (Rs.)	For the Year ended 31 st March, 2014 (Rs.)
Income	3,03,833.27	2,75,042
Expenditure	13,21,456.28	17,24,814
Profit/ (Loss) before Depreciation and Tax	(3,39,358.28)	(5,77,634)
Depreciation	9,81,498	1,147,180
Profit / (Loss) before Tax	(10,17,623.01)	(14,49,772)
Deferred Tax/Current Tax	4,62,271	1,02,169
Profit/ (Loss) after Tax	(5,55,352.01)	(13,47,603)

During the year under review your Company has reported a total income of Rs 3,03,833/- which has increased by Rs. 28,791.27 i.e by 10.47 % as compared to the previous year.

2. DIVIDEND:

With a view to repair past losses which resulted in erosion of reserves and conservation of resources for future betterment, the Board of Directors do not recommend any dividend for the year.

3. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO (SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013:

Since there is no manufacturing carried on by the Company, particulars required to be given in the terms of Section 134(3) (c) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 regarding Conservation of energy and Technology Absorption is not applicable.

The Company has no earning and expenditure in foreign Exchange.

4. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There have been no Material changes and Commitments that have been affecting the financial position of the Company which have been occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

5. REVISION OF FINANCIAL STATEMENT OF THE COMPANY/THE REPORT OF THE BOARD :

The Financial Statement of the Company/ Board Report is not required to be revised during the Financial Year 2014-2015 as the same is as per Section 131 of the Companies Act, 2013.

6. ANNUAL - RETURN EXTRACTS

Extracts of the Annual Return as provided in Section 92(3) of the Companies Act, 2013 in MGT-9 is attached as Annexure-I

7. DETAILS OF NEW SUBSIDIARY/ JOINT VENTURES/ASSOCIATE COMPANIES:

Sr. No	Name of Company	Subsidiary / Joint ventures/ Associate Company	Date of becoming of Subsidiary/ Joint ventures/ Associate Company.
N.A.	N.A.	N.A.	N.A.

8. DETAILS OF THE COMPANY WHO CEASED TO BE ITS SUBSIDIARY/ JOINT VENTURES/ASSOCIATE COMPANIES.

Sr. No	Name of Company	Subsidiary / Joint ventures/ Associate Company	Date of cession of Subsidiary / Joint ventures/ Associate Company.
N.A.	N.A.	N.A.	N.A.