

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

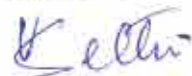
NOTICE is hereby given that the 25th Annual General Meeting (AGM) of the Members of ARIHANT TOURNESOL LIMITED will be held on Friday, September 30, 2016 at 11.00 A.M. at the Registered Office of the Company situated at GAT 74/1 VILAGE BHOGAONBARS ROAD, NORTH SOLAPUR, DIST. SOLAPUR to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as on March 31, 2016, 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 Mr. Ajit Kumar Sethi, DIN: 00767663, who retires by rotation and being eligible has offered himself for re-appointment.
3. To re-appoint the Statutory Auditors of the Company 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 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 consent of the Members be and is hereby accorded to re-appoint M/S. R. B. Pandya & Co., Chartered Accountants, Mumbai (Firm Registration Number 033788) as the Statutory Auditors of the Company, 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, 2017."

By Order of the Board,
For ARIHANT TOURNESOL LIMITED
For ARIHANT TOURNESOL LTD.


Varsha Sethi - Director
DIN: 00146830
Add: 216, Samundra Mahal,

Place: Mumbai, Maharashtra.

Date: 02/09/2016

Note:

- 1) **A member entitled to attend and vote at the annual general meeting (AGM) is entitled to appoint a proxy to attend the meeting 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 26th September, 2016 to 29th September, 2016 (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 07:30 P.M. (STARTING TIME) on Wednesday 28th September, 2016 and ends at 05:00 P.M. on Thursday 29th September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 26-09-2016 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com;
- iii) Click 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	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,
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.

By Order of the Board,
For ARIHANT TOURNESOL LIMITED

For ARIHANT TOURNESOL LTD.



Varsha Sethi - Director DIRECTOR

DIN: 00146830

Add: 216, Samundra Mahal,
Worli, Mumbai-400 018

Place: Mumbai, Maharashtra.

Date: 02/09/2016

ANNEXURE I

DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS AS REQUIRED UNDER REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATION, 2015:

Mr. Ajit Kumar Sethi
Director

Mr. Ajit Kumar Sethi has been actively associated with the Company for almost 9 years. He became the Director of M/s. Arihant Tournesol Limited dated 20/02/2007 and has been participating in making various policies and regulation of M/s. Arihant Tournesol Limited. He has been pillar of the group in the fields of technology, accounting and finance. He has a large number of relationships in the fields of his expertise.

NAMES OF COMPANIES IN WHICH THE PERSON ALSO HOLDS DIRECTORSHIP AND THE MEMBERSHIP OF COMMITTEES OF THE BOARD:

Name	Name of Companies	Directorship	Committee Member
1	Arihant Tournesol Limited	Director	-
2	Vardhaman Housing Development Company Limited	Director	-
3	Konark Wood Panels Ltd	Director	-
4	Omega Gandhinagar Projects Limited	Director	-
5	Omega Investments and Properties Limited	Director	-

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 Friday, 30th September,
2016 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.....
- 3.....

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)

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

Attendance Slip

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

I/We hereby record my/our presence at 25th Annual General Meeting of the Company on Friday, 30th September, 2016 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:

