



ARIHANT TOURNESOL LIMITED

29TH ANNUAL REPORT
2019-20

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CORPORATE INFORMATION:

BOARD OF DIRECTORS:-

Mr. Anand Thole - Whole time Director (Designated w.e.f 04/09/2018)
Mr. Sameer Madhukar Joshi -Independent Director (Appointed w. e. f. 14/5/2019)
Mrs. Karthyayani Narayanan Kutty–Independent Director (Appointed w.e.f. 27/06/2017)
Mr. Rajivkumar Sethi - Director (Appointed w.e.f. 12/02/2018)

COMPANY SECRETARY:-

Ms. Purvai Vinod Choudhari (w. e. f 07/03/2019)

CHIEF FINANCIAL OFFICER:-

Mr. Kishor Vitthaldas Kabra (w. e. f 04/09/2018)

STATUTORY AUDITOR:-

M/s. R.B. Pandya & Associates,
Chartered Accountants.
(FRN: 124399W)
308, Venkatesh Chambers,
Behind khadi Emporium,
Ghanshyam Talwatkar Marg,
Fort, Mumbai- 400 001

BANKERS:-

Syndicate Bank
Nariman Bhavan,
Nariman Point- Mumbai- 400021

REGISTRAR AND SHARE TRANSFER AGENTS:-

M/s. Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road
Marol, Andheri East,
Mumbai 400059, Maharashtra.
Tel. No. 022 62638200 / 62638270
Email: shwetash@bigshareonline.com or jibu@bigshareonline.com
Website: www.bigshareonline.com

REGISTERED OFFICE:-

Arihant Tournesol Limited
PLOT NO. B-3, IN FRONT OF SHAKTI TYRES,
MIDC PH-1, AKOLA - 444001.
Maharashtra-Phone No. 022 – 022-62434600/22821776
Email: info@arihanttournesol.com
Website: www.arihanttournesol.com

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 Twenty Eight Annual General Meeting of the members of “**ARIHANT TOURNESOL LIMITED**” (CIN: L15315MH1991PLC326590) will be held on Wednesday, the 30th day of September, 2020 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 31ST MARCH, 2020.**

To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2020 including the Balance Sheet as at 31st March, 2020 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.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 94, other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep the Register and Index of Members, Register and copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the office of the Registrar and Share Transfer Agent of the Company viz. Bigshare Services Pvt. Ltd., situated at 01st Floor Bharat Tin Works Building, Opposite Vasant Oasis, Makwana Road, Marol, Andheri- East, Maharashtra- Mumbai -400059, and at the Corporate office of the Company at 34 B, Jolly Maker -II , Nariman Point, Mumbai- 400021, Maharashtra as the case may be, instead of the Registered Office of the Company, with immediate effect.

Regd. Office:

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

**By Order of the Board
for ARIHANT TOURNESOL LIMITED**

Sd/-

**Date: 04th September, 2020
Place: Mumbai**

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

Add: 34 B, Jolly Maker -II

Nariman Point- Mumbai-400 021

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 29th 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 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 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@arihantournesol.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 01st Floor Bharat Tin Works Building, Opposite Vasant Oasis, Makwana Road, Marol, Andheri- East, Maharashtra- Mumbai -400059.
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 dematerialisation, members are requested to consider dematerialising 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 01st Floor Bharat Tin Works Building, Opposite Vasant Oasis, Makwana Road, Marol, Andheri- East, Maharashtra- Mumbai -400059, Tel No: 022 62638200/ 62638270, Fax: + 022 62638299, Email: shwetas@bigshareonline.com or jibu@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 Thursday 24.09.2020 to Wednesday 30.09.2020 (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 01st Floor Bharat Tin Works Building, Opposite Vasant Oasis, Makwana Road, Marol, Andheri-East, Maharashtra- Mumbai -400059, Tel No: 022 62638200/ 62638270, Fax: + 022 62638299, Email: shwetas@bigshareonline.com or jibu@bigshareonline.com.
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, 2020 are available at the Company's website 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, Sunday 27th September 2020 (10:00 a.m.) IST and ends on Tuesday 29th September 2020 @ (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 Wednesday 23rd September, 2020. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
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. Wednesday 23rd September, 2020, may obtain the login ID and password by sending a request at info@arihantournesol.com and or at evoting@cdslindia.com
- (ii) Log on to the e-voting website : www.evotingindia.com
- (iii) Click on Shareholders / Members
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 8 digits of the sequence* in the PAN field. 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.
Dividend Bank Details OR Date of Birth	<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"> 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).

(DOB)	
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Arihant Tournesol Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) 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