



ARIHANT TOURNESOL LIMITED

31st ANNUAL REPORT
2021-22

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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:-

Canara Bank
Nariman Bhavan,
Nariman Point- Mumbai- 400021

REGISTRAR AND SHARE TRANSFER AGENTS:-

M/s. Bigshare Services Pvt. Ltd.

Corporate Address:

Pinnacle Business Park,
Office No S6-2, 6th, Mahakali Caves Rd,
Next to Ahura Centre,
Andheri East,
Mumbai 400093, Maharashtra.

Tel. No. 022 62638200 / 62638270

Email: shwetash@bigshareonline.com or prasadm@bigshareonline.com

Website: www.bigshareonline.com

Registered Address:

E-3, Ansa Industrial Estate, Saki
Vihar Road,
Sakinaka, Mumbai – 400072.

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 Thirty First Annual General Meeting of the members of "ARIHANT TOURNESOL LIMITED" (CIN: L15315MH1991PLC326590) will be held on Friday, the 30th 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 31ST MARCH, 2022.

To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2022 including the Balance Sheet as at 31st 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: 06th 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 31st 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.
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: shwetas@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:shwetass@bigshareonline.com or 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.
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 27th September 2022 (10:00 a.m.) IST and ends on Thursday 29th 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 23rd 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.