

## COMPANY SECRETARIES

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**AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT**

### **Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

**To,  
The Chairman  
Arihant Tournesol Limited  
Plot No. B-3, In Front of Shakti Tyres,  
MIDC PH – 1, Akola,  
Maharashtra - 444001**

**Sub: Report on Postal Ballot (e-voting) of Arihant Tournesol Limited (“the Company”)**

**Dear Sir,**

I, **CS Nayan Handa** Partner, M/s. Mehta & Mehta, Practicing Company Secretaries has been appointed as a Scrutinizer by the Board of Directors of **Arihant Tournesol Limited (“Company”)** for the purpose of scrutinizing the Postal Ballot through remote e-voting process carried out by the Company as per Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 and the General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the “MCA Circulars”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India on the resolutions as mentioned in the Notice of Postal Ballot (“Notice”) dated February 27, 2023 in a fair and transparent manner and do hereby submit my report as under:

1. The Notice dated February 27, 2023 was sent to the Members through electronic mode whose email addresses are registered with the Company / Registrar and Share Transfer Agent (‘RTA’) in compliance with MCA circulars on December 28, 2022. The hard copies of the Notice along with Postal Ballot forms and pre-paid business envelope were not sent to the Members for the Postal Ballot in accordance with the requirements as specified under the MCA Circulars.



Accordingly, the communication of the assent or dissent of the Members took place through the remote e-voting system only.

2. The Resolutions were transacted through the process of postal ballot by remote e-voting. For the purpose of postal ballot, the Company had engaged the services of Bigshare Services Pvt. Ltd (“Bigshare”).
3. The Members of the Company holding shares as on the “cut off” date i.e., Friday, March 03, 2023 were entitled to vote on the proposed resolutions.
4. The period for remote e-voting commenced on Tuesday, March 07, 2023 (9.00 AM IST) and ended on Wednesday, April 05, 2023 (5.00 PM IST). The Remote e-voting module was disabled by Bigshare for voting thereafter.
5. The result of the scrutiny of the above postal ballot through remote e-voting in respect of passing of resolutions contained in the Notice dated February 27, 2023 are enclosed in **Annexure-1**.

Thanking You,

**For Mehta & Mehta  
Company Secretaries**



**CS Nayan Handa**  
**Scrutinizer**  
FCS No: **11993**  
CP No: **18686**  
UDIN: **F011993E000023391**

Place: New Delhi  
Date: April 5, 2023

Enclosed: Annexure-1

Countersigned by

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**Mr. Anubhav Agarwal**  
**Chairman**  
DIN: **02809290**  
**Arihant Tournesol Limited**

## Annexure I

### Item No. 1: Special Resolution

TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY THE COMPANY THROUGH FOREIGN INVESTMENT/OR ANY OTHER PERMISSIBLE MODES.

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	4	5,846,745	100.0000
Votes against the resolution	0	0	0.0000
Invalid votes	0	0	0.0000

The above resolution has been passed by requisite majority since more than three fourth of the votes were casted in favour of the resolution.

### Item No. 2: Special Resolution

TO APPROVE APPOINTMENT OF SHRI ANUBHAV AGARWAL [DIN NO. 02809290] AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY.

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	4	5,846,745	100.0000
Votes against the resolution	0	0	0.0000
Invalid votes	0	0	0.0000

The above resolution has been passed by requisite majority since more than three fourth of the votes were casted in favour of the resolution.

### Item No. 3: Ordinary Resolution

TO APPROVE APPOINTMENT OF MRS. ASHIMA AGARWAL [DIN:06983069] AS THE DIRECTOR OF THE

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	3	46,145	100.0000
Votes against the resolution	0	0	0.0000
Invalid votes	1	5,800,600	0.0000

The above resolution has been passed by requisite majority since more than 50% of the votes were casted in favour of the resolution.

### Item No. 4: Ordinary Resolution

TO APPROVE APPOINTMENT OF SHRI KAVISH SACHAR [DIN: 09325666] AS THE DIRECTOR OF THE COMPANY.

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	4	5,846,745	100.0000
Votes against the resolution	0	0	0.0000
Invalid votes	0	0	0.0000

The above resolution has been passed by requisite majority since more than 50% of the votes were casted in favour of the resolution.



**Item No.5: Special Resolution**

TO APPROVE APPOINTMENT OF SHRI RAKESH KUMAR VERMA [DIN: 09678733] AS THE INDEPENDENT DIRECTOR OF THE COMPANY.

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	4	5,846,745	100.0000
Votes against the resolution	0	0	0.0000
Invalid votes	0	0	0.0000

The above resolution has been passed by requisite majority since more than three fourth of the votes were casted in favour of the resolution.

**Item No.6: Special Resolution**

TO APPROVE APPOINTMENT OF MRS. SHALU SARAF [DIN NO. 07794916] AS THE INDEPENDENT WOMEN DIRECTOR OF THE COMPANY.

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	4	5,846,745	100.0000
Votes against the resolution	0	0	0.0000
Invalid votes	0	0	0.0000

The above resolution has been passed by requisite majority since more than three fourth of the votes were casted in favour of the resolution.

**Item No.7: Special Resolution**

TO CHANGE EXISTING NAME OF THE COMPANY.

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	4	5,846,745	100.0000
Votes against the resolution	0	0	0.0000
Invalid votes	0	0	0.0000

The above resolution has been passed by requisite majority since more than three fourth of the votes were casted in favour of the resolution.

**Item No.8: Special Resolution**

TO APPROVE THE LIMITS U/S 180(1)(A) OF THE COMPANIES ACT, 2013

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	4	5,846,745	100.0000
Votes against the resolution	0	0	0.0000
Invalid votes	0	0	0.0000

The above resolution has been passed by requisite majority since more than three fourth of the votes were casted in favour of the resolution.





**Item No.9: Special Resolution**

**TO APPROVE THE BORROWING LIMIT U/S 180(1)(C) OF THE COMPANIES ACT, 2013.**

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	4	5,846,745	100.0000
Votes against the resolution	0	0	0.0000
Invalid votes	0	0	0.0000

The above resolution has been passed by requisite majority since more than three fourth of the votes were casted in favour of the resolution.



**Annexure -A**  
**Arihant Tournesol Limited**

**Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015**

Decalration of Results of Postal Ballot	April 6, 2023
Total Number of Shareholders as on Cut-off Date	
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable

**AGENDA 1: TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY THE COMPANY THROUGH FOREIGN INVESTMENT/OR ANY OTHER PERMISSIBLE MODES**

Resolution required(Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda /resolution			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]*100	No. of Votes-favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	E-Voting	58,00,600	58,00,600	100.00	58,00,600	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		58,00,600	100.00	58,00,600	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll							
	Postal Ballot(if applicable)							
	Total		-	-	-	-	-	-
Public -Non Institutions	E-Voting	46,745	46,745	100.00	46,745	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		46,745	100.00	46,745	0.00	100.00	0.00



**AGENDA 2: TO APPROVE APPOINTMENT OF SHRI ANUBHAV AGARWAL [DIN NO. 02809290] AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY**

Resolution required(Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda /resolution			Yes					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	58,00,600	58,00,600	100.00	58,00,600	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		58,00,600	100.00	58,00,600	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll							
	Postal Ballot(if applicable)							
	Total		-	-	-	-	-	-
Public -Non Institutions	E-Voting	46,745	46,745	100.00	46,745	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		46,745	100.00	46,745	0.00	100.00	0.00



**AGENDA 3: TO APPROVE APPOINTMENT OF MRS. ASHIMA AGARWAL [DIN:06983069] AS THE DIRECTOR OF THE COMPANY**

Resolution required(Ordinary/Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda /resolution		Yes						
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	58,00,600	58,00,600	100.00	58,00,600	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		58,00,600	100.00	58,00,600	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll							
	Postal Ballot(if applicable)							
	Total		-	-	-	-	-	-
Public -Non Institutions	E-Voting	46,745	46,745	100.00	46,745	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		46,745	100.00	46,745	0.00	100.00	0.00





**AGENDA 4: TO APPROVE APPOINTMENT OF SHRI KAVISH SACHAR [DIN: 09325666] AS THE DIRECTOR OF THE COMPANY**

Resolution required(Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda /resolution			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	58,00,600	58,00,600	100.00	58,00,600	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		58,00,600	100.00	58,00,600	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll							
	Postal Ballot(if applicable)							
	Total		-	-	-	-	-	-
Public -Non Institutions	E-Voting	46,745	46,745	100.00	46,745	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		46,745	100.00	46,745	0.00	100.00	0.00



AGENDA 5: TO APPROVE APPOINTMENT OF SHRI RAKESH KUMAR VERMA [DIN: 09678733] AS THE INDEPENDENT DIRECTOR OF THE								
Resolution required(Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	58,00,600	58,00,600	100.00	58,00,600	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		58,00,600	100.00	58,00,600	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll							
	Postal Ballot(if applicable)							
	Total		-	-	-	-	-	-
Public -Non Institutions	E-Voting	46,745	46,745	100.00	46,745	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		46,745	100.00	46,745	0.00	100.00	0.00



**AGENDA 6: TO APPROVE APPOINTMENT OF MRS. SHALU SARAF [DIN NO. 07794916] AS THE INDEPENDENT WOMEN DIRECTOR OF THE COMPANY**

Resolution required(Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	58,00,600	58,00,600	100.00	58,00,600	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		58,00,600	100.00	58,00,600	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll							
	Postal Ballot(if applicable)							
	Total		-	-	-	-	-	-
Public -Non Institutions	E-Voting	46,745	46,745	100.00	46,745	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		46,745	100.00	46,745	0.00	100.00	0.00



**AGENDA 7: TO CHANGE EXISTING NAME OF THE COMPANY**

Resolution required(Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	58,00,600	58,00,600	100.00	58,00,600	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		58,00,600	100.00	58,00,600	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll							
	Postal Ballot(if applicable)							
	Total		-	-	-	-	-	-
Public -Non Institutions	E-Voting	46,745	46,745	100.00	46,745	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		46,745	100.00	46,745	0.00	100.00	0.00





**AGENDA 8: TO APPROVE THE LIMITS U/S 180(1)(A) OF THE COMPANIES ACT, 2013**

Resolution required(Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	58,00,600	58,00,600	100.00	58,00,600	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		58,00,600	100.00	58,00,600	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll							
	Postal Ballot(if applicable)							
	Total		-	-	-	-	-	-
Public -Non Institutions	E-Voting	46,745	46,745	100.00	46,745	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		46,745	100.00	46,745	0.00	100.00	0.00



**AGENDA 9: TO APPROVE THE BORROWING LIMIT U/S 180(1)(C) OF THE COMPANIES ACT, 2013**

Resolution required(Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	58,00,600	58,00,600	100.00	58,00,600	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		58,00,600	100.00	58,00,600	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll							
	Postal Ballot(if applicable)							
	Total		-	-	-	-	-	-
Public -Non Institutions	E-Voting	46,745	46,745	100.00	46,745	0.00	100.00	0.00
	Poll							
	Postal Ballot(if applicable)							
	Total		46,745	100.00	46,745	0.00	100.00	0.00

