8. To consider and if thought fit, to pass with or without modification, the following resolution as ***an Ordinary Resolution***:

"RESOLVED THAT Mrs. Karthyayani Narayanan Kutty (DIN: 07858396) who was appointed as an Additional Director and designated as a Non - Executive Independent Director of the Company on 27th June,2017 pursuant to Section 161 (1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, who is not liable to retire by rotation".

9. To consider and if thought fit, to pass the following resolution as an ***Ordinary Resolution****:*

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all other applicable provision if, consent of the Members be and is hereby accorded to the appointment of Mr. Ajit Kumar Kasturchand Sethi (an existing Director of the Company who was appointed w.e.f 20/02/2007) as a Whole Time Director, who shall hold office for the period of five (5) years from the date of Annual General Meeting and who is liable to retire by rotation.

10. 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 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 137/138 Jolly Maker -II , Nariman Point, Mumbai-400021 as the case may be, instead of the Registered Office of the Company, with immediate effect.

Regd. Office:
74/1, Village Bhogaon
BARSI ROAD,
North Solapur,
Maharashtra- 413007

By Order of the Board
for ARIHANT TOURNESOL LIMITED

Date: 05th September, 2017
Place: Mumbai

Varsha Sethi - Director
DIN: 00146830
Add: 216, Samundra Mahal
Worli, Mumbai-400 018

Notes:

1. The Statement setting out the material facts relating to Special Business at the meeting pursuant to section 102 of the Companies Act, 2013 is annexed hereto.

2. **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 GAT 74/1 VILAGE BHOGAONBARSI ROAD, NORTH SOLAPUR, DIST. - 413007-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.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 22.09.2017 to Friday 29.09.2017 (both days inclusive) in connection with the Annual General Meeting.

4. 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: ujata@bigshareonline.com **or** info@bigshareonline.com

5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

6. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Registrars and Share Transfer Agent of the Company.

7. Section 20 of the Companies Act, 2013 permits service of documents on members by a company through electronic mode. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 05.10.2011 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the physical copies of Annual Report is being sent through permitted mode to all other members who have not registered their email address (es). Members may also note that the Annual Report for FY 2016-17 will also be available on the Company's website www.arihanttournesol.com for download.

8. The Company is providing facility for voting by electronic means. The business set out in the Notice can be transacted through such voting. The facility for voting through polling paper would also be made available at the Meeting and the members attending the Meeting who have not cast their vote by e-voting shall be able to vote at the Meeting.

9. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

   Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to M/s. Big Share Services Private Limited a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meetin

11. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

12. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by M/s. Big Share Services Private Limited, on all resolutions set forth in this Notice.

    Notice of the 26th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 26th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

    The instructions for e-voting are as under:

(i) The e-voting period commences on, Tuesday, 26th September, 2017 (10:00 am IST) and ends on Thursday 28th September, 2017 (5:00 pm IST), the cut-off date of Friday 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by M/s. Big Share Services Private Limited 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 22nd September, 2017. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period

(iii) Click on "Shareholders" tab.

(iv) Now, select the **"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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

(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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to enter default PAN No **SYSSS1234G**
DOB #	Enter the Date of Birth as recorded in your demat account maintained with the DP registered with CDSL.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or with the company, otherwise enter account no as **SYSSUP123**

please enter any one of the details in order to login.

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

(x) Members holding shares in physical form will then directly reach 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 relevant EVSN for “Arihant Tournesol Limited” 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 Resolution 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) A person whose name is recorded in the register of members as on the cut-off date i.e. Friday 22th September, 2017 only shall be entitled to avail the facility of e-voting /Poll.

(xx) The results of e-voting will be placed by the company on its website www.arihanttournesol.com within 2 days of AGM and also communicated to the stock exchanges where the share of the company is listed. The resolution proposed will be deemed to have been passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

(xxi) M/S. PRAVEEN TIWARI & ASSOCIATES, Practising Company Secretaries, has been appointed as the scrutinizer to scrutinize the e-voting process.

(xxii) **Note for Institutional Shareholders**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporate.
- 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 a compliance user should be created using the admin login and password. The Compliance user 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxiii) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

13. Members/Proxies are requested to bring their attendance slip duly filled in along with their copy of Annual Report to the Meeting.

14. Route map giving directions to the venue is annexed to this Notice.

ANNEXURE TO THE NOTICE:
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The existing regulations of Articles of Association (AoA) are based on the erstwhile Companies Act, 1956. With the coming into force of the new Companies Act, 2013 with effect from 1st April, 2014, various clauses in the existing Articles of Association necessitate amendment and/or alteration in order to incorporate inter–se, various new provisions and rules framed under new Act and hence it is proposed to wholly replace the existing Articles of Association by new set of Articles.

The new Articles of Association is based on Table F of the Companies Act, 2013 which sets out model Articles of Association for a Company limited by shares.

As per the provisions of Section 14 of the Companies Act, 2013, alteration in Articles of Association of the Company require prior approval of the shareholders of the Company by the way of a Special Resolution.

Your Board recommends passing of this Special resolution for adoption of a new set of Articles of Association.

Accordingly, the resolution has been put up for your approval.

Item No. 5 & 6

The Companies Act, 2013 has been notified to become effective from April 01, 2014. The provisions of the Section 180 (1)(c) of the Companies Act, 2013 provides that the board of directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business only with the consent of the Company by way of a special resolution.

It is, therefore, proposed to seek the approval of the shareholders to borrow(apart from temporary loans obtained from the Company's bankers in the ordinary course of business) up to a limit of Rs. 15,00,00,000/- (Rupees Fifteen Crores only) by way of special resolution.

Similarly, pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the rules laid there under, consent of the shareholders by way of special resolution is require along with the approval of the Board of Directors to create mortgage/ charge/lien in order, over the present or future assets/movable/immovable properties of the Company to secure the borrowings up to a limit of Rs. 15,00,00,000/- (Fifteen Crores only).

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) read with Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 5 & 6 of the Notice.

The Board recommends these resolutions for approval by the members of the Company.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 and 6

Accordingly, the resolution has been put up for your approval.

Item No. 7

As per Section 186 of the Companies Act, 2013, the Board of Directors of a Company has been permitted to make loans, give guarantees, provide securities and to make investments in the securities of other bodies corporate to the extent of 60% of Company's paid-up share capital and free reserves and securities premium account or 100% of Company's free reserves and securities premium account, whichever is higher.

Where the aggregate of loans and investments made, guarantees given and securities provided exceed the aforesaid limits, prior approval of the members of the Company is required by way of a special resolution.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, the Company hereby seeks your approval by way of a special resolution for an authority to make loans, investments or provide guarantees or security to other body corporate(s) and other person(s) over a period of time up to an aggregate limit of Rs. 15 Crores outstanding at any point of time.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7

Accordingly, the resolution has been put up for your approval.

Item No. 8

With effect from 27th June, 2017 Smt. Karthyayani Narayanan Kutty (DIN 07858396) was appointed as an Independent-cum-Additional Director of the Company under section 161 of the Companies Act, 2013. The Company has received a notice from a member proposing her as a candidate for the office of Director of the Company.

Smt. Karthyayani Narayanan Kutty, aged 57 years, is a B.A from Kerala University by qualification. She has more than 20 years of experience in the fields of accounts, operational and management of the Company. She had worked for Lohia Machinery Manufacturers limited, a group company of Lohia Group. Lohia Corp Limited is the flagship company of the Lohia Group and a global supplier of machinery for end-to-end solutions for plastic woven fabric industry used for packaging systems for solid bulk materials and infrastructure applications.

The Company has received declaration to this effect that she meets the criteria of Independent Director as provided under section 149 (6) of the Act.

Smt. Karthyayani Narayanan Kutty fulfils the conditions specified in the Companies Act, 2013 and rules made there under for appointment as an Independent Director of the Company.

Accordingly the Board recommends the resolution for regularization/ appointment of Smt. Karthyayani Narayanan Kutty as an Independent Director of the Company for a period of 5 years with effect from 29th September, 2017 and seeks your approval to the said resolution.

Except Smt. Karthyayani Narayanan Kutty, the appointee herself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8

Item No. 9.

As per the provisions of the Schedule V Part I (c) of the Companies Act, 2013 if a Managing or Whole Time Director is appointed, it has to be approved by an Ordinary resolution to be passed in General Meeting of the Company. The Board of Directors in their meeting held on 14th August, 2017, have approved continuation of Mr. Ajit Kumar Kasturchand Sethi (having DIN No. 00767663) as a Whole Time Director and recommended the same for approval/ratification of the shareholders in the General Meeting as an Ordinary Resolution.

Shri Ajit Kumar Kasturchand Sethi is renowned Businessman having more than 45 years of experience in Textile Trade in Vidarbha. He was earlier the Partner in M/s. Sethi Bandhu & Company, a large scale Wholesale Cloth Merchants. He enjoys very good reputation and has his office at the famous Landmark complex “Sethi Heights” in Akola. He has earlier helped the Company in procurement of Soya Seeds from Washim, Hingoli, Akola and Khamgaon bedtsin in substantial quantities at favorable terms. He also helped the company in short-listing a packing station in Akola for packing refined Cotton Seed Oil in 15 Ltrs. Tin.

Except Mr. Ajit Kumar Kasturchand Sethi and Mrs Varsha Sethi, none of the Directors, Promoters, KMP are, in any way, concerned or interested in the said resolution.

The Company has received a notice in writing from a member proposing his candidature for the officer of Director, be and is hereby appointed as Whole-time Director of the Company whose period of office shall be subject to retirement by way of rotation. The aforesaid appointment will be for a period of 5 year with effect from the date of the Annual General Meeting. i.e. w.e.f 29th September, 2017"

Accordingly, the resolution has been put up for your approval.

Item No. 10.

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the Registered office of the Company.

However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company. Accordingly, the approval of the members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforementioned registers and documents 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 situated at the Corporate office of the Company at 137/138A Jolly Maker -II , Nariman Point, Mumbai- 400021 as the case may be. A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Pune Maharashtra, as required under the said Section 94 (1) of the Companies Act, 2013. The Directors recommend the said resolution proposed vide Item No. 10 to be passed as Special Resolution by the members.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the said resolution

Regd. Office:
74/1, Village Bhogaon
BARSI ROAD,
North Solapur,
Maharashtra- 413007

By Order of the Board
for ARIHANT TOURNESOL LIMITED

Date: 05th September, 2017
Place: Mumbai

Varsha Sethi - Director
DIN: 00146830
Add: 216, Samundra Mahal
Worli, Mumbai-400 018