



## NOTICE

**NOTICE** is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of **Aroma Enterprises (India) Limited** will be held on Friday, 30<sup>th</sup> September, 2016 at 11.00 A.M. at 88, Ajanta Commercial Center, Nr. Income Tax Circle, Ashram Road, Ahmedabad – 380009, to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and Profit & Loss Account for the year ended on that date together with the Schedules attached thereto, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ritesh Patel (DIN: 06593713), who retires by rotation and being eligible, and offer himself for re-appointment.

### **Special Business:**

#### **3. Appointment of Statutory Auditor to fill casual vacancy:**

To appoint Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification, as Ordinary Resolution:

**“RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Saurabh R Shah & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Rajpara Associates, Chartered Accountants”.

**“RESOLVED FURTHER THAT** M/s. Saurabh R Shah & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from August 08, 2016, until the conclusion of the 22<sup>nd</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

#### **4. Appointment of Statutory Auditor:**

To appoint Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification, as Ordinary Resolution:

**“RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Saurabh R Shah & Co., Chartered Accountants, be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of 22<sup>nd</sup> Annual General Meeting, for a single tenure of 5 (five) years, subject to the ratifications by the members at every Annual General Meeting of the said tenure, at such remuneration plus applicable taxes, and out of pocket expenses, as may



be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e – forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

**For, Aroma Enterprises (India) Limited**

**Date:** 02-09-2016

**Place:** Ahmedabad

**Ankit Shukla**  
**Company Secretary**

**Notes:**

1. Name of the Contact Person: Mr. Ankit Shukla, Company Secretary E – mail id: compliance.mgc@gmail.com.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
3. A person can act as a proxy on behalf of member not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A member holding more than ten (10) 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 a proxy for any other person or shareholder.
4. The Instrument of proxy should however be deposited with at the registered office of the company not less than 48 hours before the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain close from 27<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive).
6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the aforesaid items of Ordinary / Special Business is enclosed herewith.
7. Members are requested to notify immediately changes in their respective address, if any, to the Company’s Registered Office quoting their Folio No.
8. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the 22<sup>nd</sup> Annual General Meeting.
9. Members / Proxies should bring their copy of the Annual Report and also the attendance slip duly filled in for attending the meeting.
10. Additional information pursuant to the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 in respect of the directors seeking appointment / re – appointment at the AGM is furnished and forms a part of the Notice. The directors have furnished the requisite consents / declarations for their appointment / re – appointment.
11. Copies of 22<sup>nd</sup> Annual Report for the year 2016 are being sent by electronic mode only to all the members whose are registered with the Company / Depository Participant(s) for communication purposes.
12. The notice of the 22<sup>nd</sup> Annual General Meeting (AGM) and instructions for e – voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose e – mail address are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their e – mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.



**13. The instructions for members for voting electronically are as under:-**

In compliance to the provisions of section 108 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set out forth in the Notice convening the Annual General Meeting to be held on Friday, September 30, 2016 at 11:00 A.M. The Company has engaged the services of CENTRAL DEPOSITORY SERVICES LIMITED (CDSL) to provide e-voting facility

1. Kindly note that all new e-Voting instances will have to be registered on [www.evotingindia.com](http://www.evotingindia.com).
2. Companies should ensure that the total shareholdings (number of shares) are mentioned correctly. RTAs should ensure that the start date and time, end date and time are mentioned correctly for a given EVSN.
3. Once the EVSN is verified by the RTA checker, modifications are not permitted.
4. The PAN number should be of 10 characters only and is a mandatory field. Any value below or greater than 10 characters will be rejected by the system.
5. In case of records not having PAN number in the ROM file, a PAN value using the first two characters of the first name field excluding any special characters and the remaining eight digits from the Sequence Number in the ROM file would have to be provided in the ROM file. The sequence number should be generated by the RTA. If the sequence number is less than eight digits the remaining digits should be padded with the relevant number of 0 (Zero) from the left.
6. The sequence number should be communicated, in the notice, to those shareholders whose PAN number is not available and has been provided by the company in the ROM file.
7. Adequate precaution should be taken to ensure that the correct sub-status has been recorded for each member id / folio number for demat and physical shareholders.
8. In case Date of Birth (DOB) and Dividend Bank Details field is left blank in the ROM file, CDSL will populate the Folio Number / demat account number in the Dividend Bank Details field. The same should be communicated in the notice to the shareholders.
9. CDSL will activate those EVSNs on receipt of the EVSN Activation Letter as given below:
  - a. Activation letter received between 10.00 am and 6.00 pm will be acted on the same business day.
  - b. Activation letter received after 6.00 pm will be acted on the next business day.

We wish to highlight a few benefits of the system:

1. Passwords can be self generated by the Demat Shareholders of the Company.
2. Corporate shareholders can vote on multiple accounts through a single login.
3. Requirement of quoting the EVSN number in the notice is done away with.
4. After execution of the Finalise Voting option by the Scrutinizer, the company would be able to view the final voting report in their login.

The e-voting instructions for intimation to shareholders are enclosed for review and implementation.

In case of any queries kindly mail us on [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or on 18002005533.

**The instructions for shareholders voting electronically are as under:**

- i. **The voting period begins on 27<sup>th</sup> September, 2016 10:00 A.M. and ends on 29<sup>th</sup> September, 2016 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24<sup>th</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholders.
- 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the covering letter of the Notice.</li> <li>• 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account 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"> <li>• 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 in the Dividend Bank details field.</li> </ul>

- 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 EVSN for the relevant Aroma Enterprises (India) 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. **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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xx. Note for Non-Individual Shareholders & Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create 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.
  - 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.
- xxi. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

To conduct the e – voting process in fair and transparent manner, the Company has appointed M/s. Nikunj H Shah & Co., Chartered Accountant, Ahmedabad as the Scrutinizer for purpose of E – voting to count the votes casted in favour or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

The Results shall be declared on or after the Annual General Meeting ("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 two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and Ahmedabad Stock Exchange Limited.



**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item Nos. 3 & 4:**

M/s. S. D. Motta & Associates, Chartered Accountants, Statutory Auditor of the company had tendered w.e.f. 17/03/2016 to continue and conduct of the company for the financial year 2015 - 2016. Hence to fill up the casual vacancy of the Statutory Auditor, the Company had appointed M/s. Rajpara Associates, Chartered Accountants in the Extra Ordinary General Meeting held on May 31, 2016 to conduct the audit for the financial year 2015 - 2016.

However, it was stated by M/s. Rajpara Associates, Chartered Accountants, that due to certain health issue and pre – occupations, they would not be able to continue as the Statutory Auditor of the Company and conduct the Audit for the financial year 2015 – 2016 w.e.f. July 30, 2016.

In order to fill up such casual vacancy, the company has appointed M/s. Saurabh R Shah & Co., Chartered Accountants, to conduct the audit for the period 2015 – 2016, in the Board Meeting held on August 08, 2016.

In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the company needs to approve the appointment of M/s. Saurabh R Shah & Co., Chartered Accountants, in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board. Hence, the company has proposed their approval of the members in the item number 4 of the notice.

Further, the company has proposed their appointment in the item number 5 of the notice, for the period of 5 (five) years subject to the ratification by the members at every Annual General Meeting.

The board of directors has proposed the two resolutions for your approval.

None of the directors and key managerial personnel are interested in this resolutions.

**For, Aroma Enterprises (India) Limited**

**Date:** 02-09-2016

**Place:** Ahmedabad

**Mr. Snehal Patel**  
**Chairman & MD**  
**DIN: 03097321**

### Annexure I to the Notice

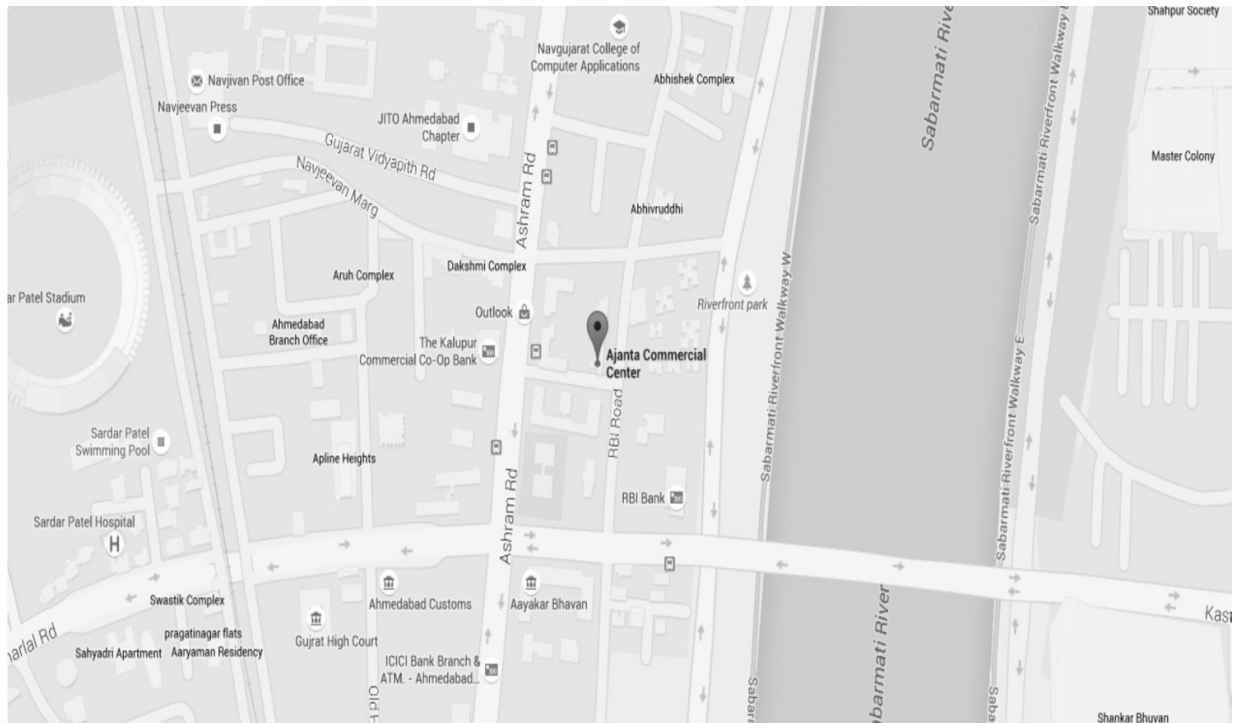
#### Details of Directors seeking appointment / re – appointment by the shareholder of the Company at the ensuing Annual General Meeting:

##### Mr. Ritesh Patel (DIN: 06593713)

Mr. Ritesh Patel, aged 33 years, holds the Bachelor Degree in Commerce and has been associated with the Company, since 10<sup>th</sup> June, 2013 with the Aroma Enterprises (India) Limited. He has vast experience in the field of Finance and Banking. He has been in this industry from past decade, and his contribution to this industry has been immense. Considering his experience and his contribution, the Company feels that his contribution to the company will enable the company to reach the new pinnacles.

Mr. Ritesh Patel does not hold any shares in the Company. He is the Husband of Mrs. Jalpa Patel, Director (holds office till May 07, 2016) of the Company. Further, Mr. Ritesh Patel does not hold any directorship or chairmanship in other companies. Furthermore, he does not hold any equity shares in the company.

#### Route Map for the Annual General Meeting





ATTENDANCE SLIP

**AROMA ENTERPRISES (INDIA) LIMITED****Reg. Off.:** 88, Ajanta Commercial Center, Nr. Income Tax Circle, Ashram Road, Ahmedabad – 380009**CIN:** L5190GJ1994PLC021482 **E-Mail:** [compliance.mgc@gmail.com](mailto:compliance.mgc@gmail.com)22<sup>nd</sup> ANNUAL GENERAL MEETING on 30/09/2016 at 11.00 a.m. at Registered Office of the Company

<b>DP. Id*</b>		Name & address of the registered shareholder
<b>Client Id*</b>		
<b>Regd. Folio No.</b>		

\* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a Registered Shareholder / Proxy for the Registered Shareholder of the Company. I/We hereby record my/our presence at the 22<sup>nd</sup> Annual General Meeting of the Company

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*Signature of Member(s)/ Proxy*

**NOTE:** A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

✂-----Cut Here-----

PROXY FORM

**Form No MGT-11**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the companies (Management and Administration) Rules, 2014)

<b>CIN</b>	L5190GJ1994PLC021482
<b>Name of Company</b>	Aroma Enterprises (India) Limited
<b>Reg. Office Address</b>	88, Ajanta Commercial Center, Nr. Income Tax Circle, Ashram Road, Ahmedabad – 380009
<b>Name of the Member</b>	
<b>Registered Address</b>	
<b>E Mail Id</b>	
<b>Folio No./Client ID</b>	

I/We, being the member (s) of **Aroma Enterprises (India) Limited** hereby appoint

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company to be held on 30/09/2016 at 11:00 a.m. at the registered office of the company and at any adjournment thereof and respect of such resolution mentioned below:





Resolution No.	Resolution	For	Against
<b>Ordinary Business</b>			
01	To receive, consider and adopt the Audited Accounts for the financial year ended on 31 <sup>st</sup> March, 2016 along with the Reports of the Directors and Auditors thereon.		
02	To appoint a Director in place of Mr.Ritesh Patel (DIN: 06593713) who retires by rotation and being eligible, offers himself for re – appointment.		
<b>Special Business</b>			
03	To approve the appointment of M/s. Saurabh R. Shah & Co., Chartered Accountant as the Statutory Auditor of the Company for the Financial Year 2015 – 16.		
04	To consider the appointment of M/s. Saurabh R. Shah & Co., Chartered Accountant as the Statutory Auditor of the Company for the tenure of 5 (five) years, subject to the ratification by the members at every Annual General Meeting.		

Signed on this .....day of .....2016.

Affix  
Revenue  
Stamp

Signature of Shareholder ...../ Signature of Proxy .....

**NOTE:**

1. The Proxy need not be a Member.
2. The Proxy Form must be deposited at the Registered Office not less than 48 hours before the scheduled time for holding the meeting.