

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the members of **Aroma Enterprises (India) Limited** will be held on Wednesday, 30th September, 2015 at 11.00 A.M. at the Registered office of the Company 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 31st March, 2015 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.
3. To re-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 and other applicable provisions, if any, of the Companies Act, 2013, M/s. S. D. Motta & Associates, Chartered Accountants (Mem No. 107688), who were appointed in the 20th Annual General Meeting of the Company, to hold the office for the tenure of 3 (three) years, subject to ratification as every Annual General Meeting, be and is hereby re - considered for the appointment, at such remuneration as may be determined by the Board.”

Special Business:

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

“**RESOLVED THAT** pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, Mrs. Jalpa Patel (DIN: 07143626), who was appointed as the Additional Director pursuant to Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice from the member proposing candidature of Mrs. Jalpa Patel (DIN: 07143626) for the office of the Director, be and is hereby appointed as Director of the Company.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re - enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting, be and are

hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For, Aroma Enterprises (India) Limited

Place: Ahmedabad

Date: 04/09/2015

Ritesh Patel
Director & CFO
DIN: 06593713

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 27th September, 2015 to 30th September, 2015 (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 21st 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 Clause 49 of the Listing Agreement with Stock Exchanges 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 21st Annual Report for the year 2015 are being sent by electronic mode only to all the members whose e - mail addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e - mail addresses, physical copies of the 21st Annual Report for the year 2015 are being sent by the permitted mode.

12. The notice of the 21st 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 the Clause 35B of the listing agreement, 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 Wednesday, September 30, 2015 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.
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 or on 18002005533.

The instructions for shareholders voting electronically are as under:

- i. **The voting period begins on 27thSeptember, 2015 10:00 A.M. and ends on 29thSeptember, 2015 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 24th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. 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.
- 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 number 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • 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.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.

- 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 relevant Aroma Enterprises (India) 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 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
- xviii. 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 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
 - 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.
- xix. 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.

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.

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

Item Nos. 4:

The company in its duly convened board meeting on 30/03/2015 has appointed Mrs. Jalpa Patel (DIN: 07143626) as an Additional Director pursuant to Section 161 of the Companies Act, 2013. Further, in accordance with the compliance of Section 149 of the Companies Act, 2013 and amended Clause 49 of the listing agreement, the company has made prominent endeavor to have atleast one women in its Board Member.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and considering the subject matter of Section 161 (1) of the said Act, disabling Mrs. Jalpa Patel to hold and continuing her office after the ensuing Annual General Meeting; the company has in accordance with its prominent endeavor, considered the appointment of Mrs. Jalpa Patel as the Director.

The Company has received the application from the member recommending her appointment as the director. The board proposes the appointment of Mrs. Jalpa Patel as the director of the company for your approval.

None of the directors/ Key Managerial Personnel / their relatives are interested in this resolution except for Mr. Ritesh Patel and Mrs. Jalpa Patel.

Item No. 5:

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity. The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") has notified 98 Sections for implementation. Subsequently on March 26, 2014, MCA notified most of the remaining Section.

With the coming into force of the Act several regulations of the existing AoA of the company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The board of director proposes this resolution for your approval.

None of the Directors / Key Managerial Personnel / their relatives are interested in this resolution.

For, Aroma Enterprises (India) Limited

Place: Ahmedabad

Date: 04/09/2015

Mr. Ritesh Patel
Director & CFO
DIN: 06593713

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 10th 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.

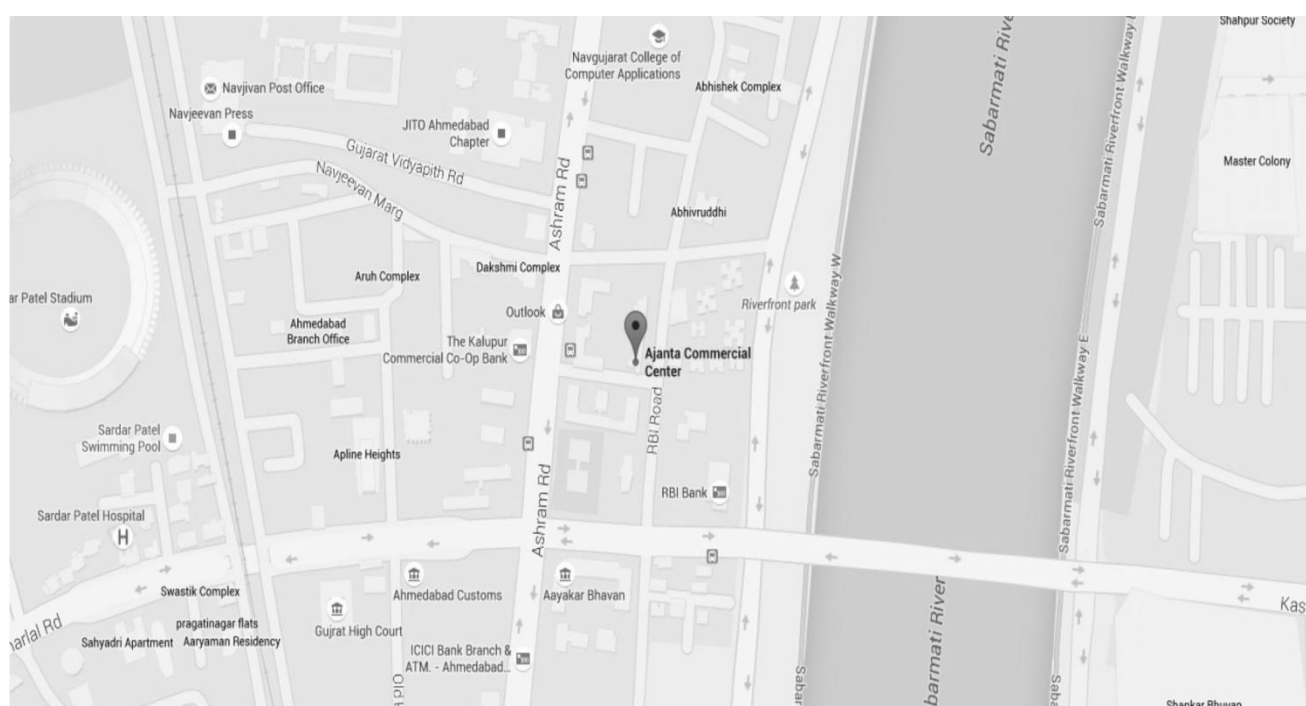
Mr. Ritesh Patel does not hold any shares in the Company. He is the Husband of Mrs. Jalpa Patel, Director of the Company. Further, Mr. Ritesh Patel does not hold any directorship in other companies.

Mrs. Jalpa Patel (DIN: 07143626)

Mrs. Jalpa Patel, aged 33 years, holds the Bachelor Degree in the field of Commerce from the renowned Gujarat University. She has pioneered in the field of Accounts. The Company believes that her appointment would be privilege to the company, in attaining the business goals.

Mrs. Jalpa Patel is the wife of Mr. Ritesh Patel, Director of the Company, and does not hold any securities in the Company for the financial year 2014 - 2015. Further, does not hold any directorship in other companies.

Route Map for the Annual General Meeting



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

21st ANNUAL GENERAL MEETING on 30/09/2015 at 11.00 a.m. at Registered Office of the Company

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

* 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 21st Annual General Meeting of the Company

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)

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

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	
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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 21thAnnual General Meeting of the Company to be held on 30/09/2015 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
Ordinary Business			
01	To receive, consider and adopt the Audited Accounts for the financial year ended on 31 st March, 2015 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.		
03	To re - consider the appointment M/s. S. D. Motta & Associates, Chartered Accountants (Mem. No. 107688), as the Statutory Auditor, for the next 2 years of this appointed term		
Special Business			
04	To appoint Mrs. Jalpa Patel, as the director of the company		
05	To consider and if deem fit, adopt the new set of articles in conformity to the Table F of Schedule I of the Companies Act, 2013		

Signed on thisday of2015.

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.