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NOTICE

NOTICE is hereby given that the 02/2016 - 2017 Extraordinary General Meeting of the members of **AROMA ENTERPRISES (INDIA) LIMITED** will be held on Thursday, January 05, 2017 at 01.00 P.M. at 88, Ajanta Commercial Center, Nr. Income Tax Circle, Ashram Road, Ahmedabad - 380009, to transact the following business:

Special Business:

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re - enactment thereof, for the time being in force), accord to the Board of Directors of the Company, be and hereby provided to ratify and /or enter into the transactions with the M/s. Parshva Tobacco Company Private Limited for Purchase, Sales & Supply of Goods and Availing & Rendering of Services, for a lump sum consideration of INR 100 Crores (Rupees Hundred Crores).”

“**RESOLVED FURTHER THAT** any of the Directors and / or Managing Director and / or Key Managerial Personnel of the Company, be and hereby authorized to do such act, deeds and things and to file forms and necessary documents with the concerned authorities to give effect to the aforementioned resolution.”

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re - enactment thereof, for the time being in force), accord to the Board of Directors of the Company, be and hereby provided to ratify and/or enter into the transactions with the M/s. Harikesh Tobacco Products Private Limited for Purchase, Sales & Supply of Goods and Availing & Rendering of Services, for a lump sum consideration of INR 100 Crores (Rupees Hundred Crores).”

“**RESOLVED FURTHER THAT** any of the Directors and / or Managing Director and / or Key Managerial Personnel of the Company, be and hereby authorized to do such act, deeds and things and to file forms and necessary documents with the concerned authorities to give effect to the aforementioned resolution.”

For, Aroma Enterprises (India) Limited

Date: 07-12-2016

Place: Ahmedabad

Mr. Ritesh Patel
Director & CFO
DIN: 06593713



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Notes:

1. Name of the Contact Person: Mr. Ankit Shukla, Company Secretary & Compliance Officer 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 Notice is being sent to all the Members, whose names appear in the Register of Member / List of Beneficial Owners as on December 02, 2016.
6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the aforesaid items of 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 02/2016 - 2017 Extra Ordinary General Meeting.
9. Members / Proxies should bring their copy attendance slip duly filled in for attending the meeting.
10. The notice of the 02/2016 - 2017 Extra Ordinary General Meeting (EGM) 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.
11. **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 Extra Ordinary General Meeting to be held on Thursday, January 05, 2017 at 01:00 P.M. The Company has engaged the services of CENTRAL DEPOSITORY SERVICES LIMITED (CDSL) to provide e-voting facility



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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 Monday, January 02, 2017 10:00 A.M. and ends on Wednesday, January 04, 2017 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-



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off date (record date) of Friday, December 30, 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.
- 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 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) <ul style="list-style-type: none"> • 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. • 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.

- 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



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- 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 30th 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 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.
 - 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 under help section or write an email to helpdesk.evoting@cdslindia.com.



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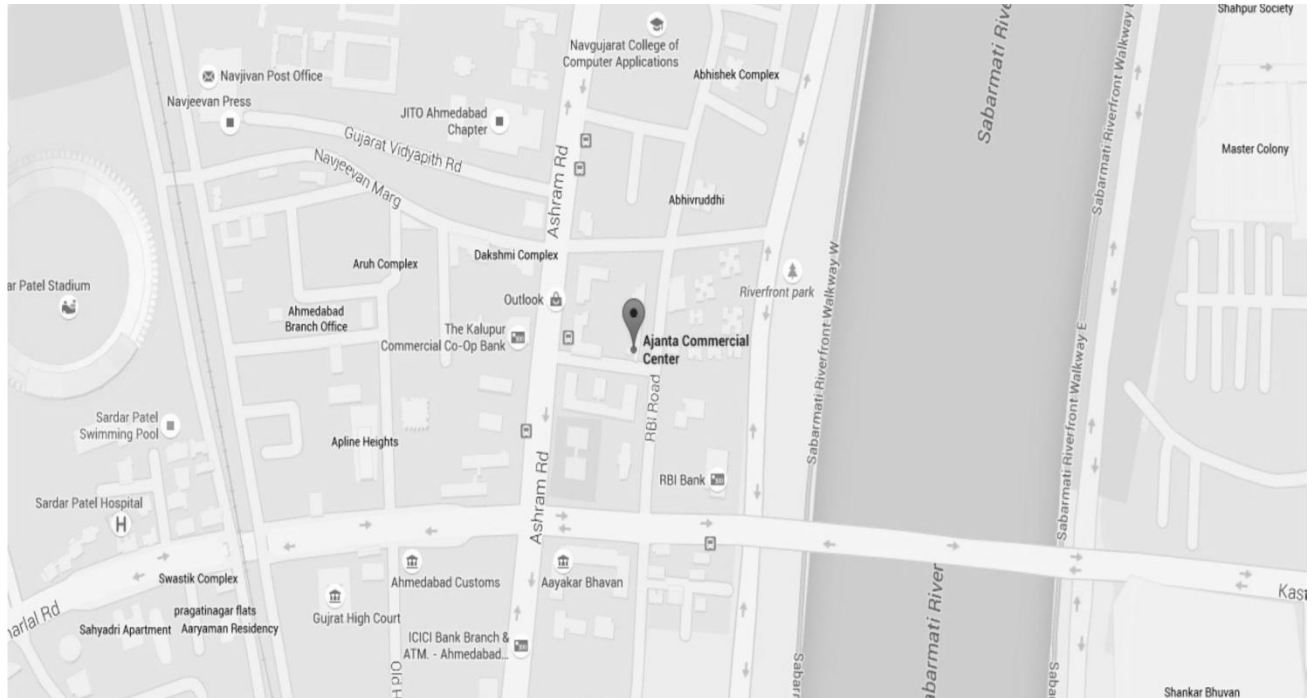
To conduct the e - voting process in fair and transparent manner, the Company has appointed M/s. Nikunj H Shah & Co., Chartered Accountant, Ahmedabad as the Scrutinizer for purpose of E - voting to count the votes casted in favour or against the resolution proposed for all the items of the Notice as 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 Extra Ordinary General Meeting (“EGM”) 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 48 hours of passing of the resolutions at the EGM of the Company and communicated to the BSE Limited and Ahmedabad Stock Exchange Limited.



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Route Map for the Extraordinary General Meeting





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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

02 / 2016 - 2017 Extra Ordinary General Meeting on 05-01-2017 at 01.00 p.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 02 / 2016 - 2017 Extra Ordinary 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	



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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 Extraordinary General Meeting of the Company to be held on 05-01-2017 at 01:00 p.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
Special Business			
01	To get approval of members for the related party transaction with M/s. Parshva Tobacco Company Private Limited		
02	To get approval of members for the related party transaction with M/s. Harikesh Tobacco Products Private Limited		

Signed on thisday of2017.

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.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 1:

As per the provisions of the Section 188 of the Companies Act, 2013, every related party transactions needs to be approved by the Board and/or from the Members in the General Meeting of the Company. In pursuance to the provisions of sub - section (3) of Section 188 of the Companies Act, 2013, where any contract or arrangement have already been entered by a director or other employee, without obtaining the consent of the Board or the approval of the members, as the case may be, the Company shall within 3 months from the date of such contract or arrangement, ratify in the Board or by the shareholders as the case may be, such contract or arrangement.

The amended Listing Agreement with Stock Exchanges contains for the material related party transaction approval. However, in pursuance to the provision of Regulation 15 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 (the “Regulations”), the provisions of Regulation 17 to Regulation 27 are not being applicable to the Company.

Members may please note that based on the aforementioned criteria, the Board of Director have already ratified in the Board Meeting and have considered for your ratification for the transaction entered with M/s. Parshva Tobacco Company Private Limited, in which Mr. Snehal Patel, Chairman cum Managing Director of the Company, holds Directorship and Shares in the Company.

M/s. Parshva Tobacco Company Private Limited is engaged in the business of Manufacturing Tobacco, Tobacco Substitutes and Other Products, while the Company is engaged in the business of Trading. Hence, to avail the synergies of the Backward and Forward Product Chain Process, the Board has ratified in the duly convened Board Meeting the transactions of Purchase, Sales & Supply of Goods and Availing & Rendering of Services with M/s. Parshva Tobacco Company Private Limited. The details of the Related Party transactions are tabled below:

Name of the Related Party	Name of the Director / Key Managerial Personnel who is related	Nature of Relationship	Monetary Value	Nature and Particulars of the Contract / Arrangements
M/s. Parshva Tobacco Company Private Limited	Mr. Snehal Ajitbhai Patel, Chairman cum Managing Director	Holds Directorship and Shares in the Company	Lump Sum consideration of INR 100.00Crores	Purchase, Sales & Supply of Goods and Availing & Rendering of Services



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The Board proposes the aforesaid resolution for your approval.

None of the Directors and Key Managerial Personnel is interested in this resolution except for Mr. Snehal Patel, Chairman cum Managing Director.

Item No. 2:

As per the provisions of the Section 188 of the Companies Act, 2013, every related party transactions needs to be approved by the Board and/or from the Members in the General Meeting of the Company. In pursuance to the provisions of sub - section (3) of Section 188 of the Companies Act, 2013, where any contract or arrangement have already been entered by a director or other employee, without obtaining the consent of the Board or the approval of the members, as the case may be, the Company shall within 3 months from the date of such contract or arrangement, ratify in the Board or by the shareholders as the case may be, such contract or arrangement.

The amended Listing Agreement with Stock Exchanges contains for the material related party transaction approval. However, in pursuance to the provision of Regulation 15 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 (the “Regulations”), the provisions of Regulation 17 to Regulation 27 are not being applicable to the Company.

Members may please note that based on the aforementioned criteria, the Board of Director have already ratified in the Board Meeting and have considered for your ratification in the General Meeting for the transaction entered with M/s. Harikesh Tobacco Products Private Limited, in which Mr. Snehal Patel, Chairman cum Managing Director of the Company, holds Directorship and Shares in the Company.

M/s. Harikesh Tobacco Products Private Limited is engaged in the business of Manufacturing Tobacco, Tobacco Substitutes and Other Products, while the Company is engaged in the business of Trading. Hence, to avail the synergies of the Backward and Forward Product Chain Process, the Board has ratified in the duly convened Board Meeting the transactions of Purchase, Sales & Supply of Goods and Availing & Rendering of Services with M/s. Harikesh Tobacco Products Private Limited. The details of the Related Party transactions are tabled below:

Name of the Related Party	Name of the Director / Key Managerial Personnel who is related	Nature of Relationship	Monetary Value	Nature and Particulars of the Contract / Arrangements
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M/s. Hariesh Tobacco Products Private Limited	Mr. Snehal Patel, Chairman cum Managing Director	Mr. Snehal Patel along with his wife Mrs. Meeta Patel, holds Directorship and Shares in the Company	Lump Sum consideration of INR 100.00 Crores	Purchase, Sales & Supply of Goods and Availing & Rendering of Services
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The Board proposes the aforesaid resolution for your approval.

None of the Directors and Key Managerial Personnel is interested in this resolution except for Mr. Snehal Patel, Chairman cum Managing Director.

For, Aroma Enterprises (India) Limited

Date: 07-12-2016
Place: Ahmedabad

Mr. Ritesh Patel
Director & CFO
DIN: 06593713