



**NIKUNJ H. SHAH & CO.**

**CHARTERED ACCOUNTANTS**

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**Date:** 19<sup>th</sup> January, 2015

To,

**The Chairman**

**Aroma Enterprises (India) Limited**

**88, Ajanta Commercial Center,**

**Nr. Income Tax Circle,**

**Ashram Road,**

**Ahmedabad - 380009**

Dear Sir,

**Sub: Passing of Resolution through Postal Ballot**

Pursuant to the resolution passed by the board of Directors of **Aroma Enterprises (India) Limited** on 10<sup>th</sup> December, 2014, I have been appointed as Scrutinizer to receive process and scrutinize the postal ballot papers in respect of the special resolutions as circulated in the postal ballot notice dated 10<sup>th</sup> December, 2014.

To enable wider participation of shareholders, pursuant to the provisions of section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012 dated July 13, 2012 as amended by its circular CIR/CFD/POLICY/CELL/2/2014 April 17, 2014, listed companies on NSE and BSE are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since, Aroma Enterprises (India) Limited falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, e-voting which has been made applicable, the company has provided for the same.

Aroma Enterprises (India) Limited accordingly has made arrangement with the System Provider CDSL for providing a system of recording votes of the shareholders electronically through e-voting. The company has also accordingly made arrangement through Registrar and Transfer agent, Skyline Financial Services Private Limited herein after referred as RTA to set up the e-voting facility on the CDSL e-voting website <http://www.evotingindia.com>

As stated in sub rule 3 of Rule 20 under the chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the company in "Free Press Gujarat" for English and "Lokmitra" Gujarati edition newspaper on 18<sup>th</sup> Day of December, 2014 informing about the completion of dispatch of the Postal Ballot Notices wherever applicable, to the shareholders along with other related matters mentioned therein.



The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL e-voting website.

All postal ballots received and e-voting cast up to 06.00 p.m. on 17<sup>st</sup> January, 2015 the last date and time fixed by the company for receipt of votes were considered for my scrutiny.

The postal ballots forms received at the Companies Address in the name of the Scrutinizer were opened and then taken up for scrutiny by Mr. Nikunj J Shah and passed on to the RTA.

Since e-voting facility was provided by CDSL, the details of the e-voting exercised by the shareholders as also the votes exercised through postal ballots, which were duly scrutinized and processed, were duly compiled by the RTA. While the details of the e-voting was provided by the CDSL, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

**ITEM NO. 1:**

Special Resolution pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 for Change in Main Object Clause of Memorandum of Association of the Company.

|  |   |                         |
|--|---|-------------------------|
| <b>Total No. of Shareholders</b>                             | 465 shareholders                        |                         |
| <b>Total No. of shares</b>                                   | 48,80,800 equity shares of Re.10/- each |                         |
| <b>Receipt of Postal Ballot Forms</b>                        |   |                         |
|  | <b>Number of Votes</b>                  | <b>Number of Shares</b> |
| <b>Total votes cast through e-voting</b>                     | 30,47,080                               | 30,47,080               |
| <b>Total votes Cast through Postal Ballot forms Received</b> | 2,700                                   | 2,700                   |
| <b>Grand Total of e-voting/postal ballot form (A+B)</b>      | 30,49,780                               | 30,49,780               |
| <b>Less: Invalid e-voting/postal ballot forms</b>            | 2,700                                   | 2,700                   |
| <b>Net e-voting/Postal Ballot forms (C-D)</b>                | 30,47,080                               | 30,47,080               |



## SUMMARY OF POSTAL BALLOT

| Promoter/Public | No. of shares held | No. of votes | % of votes on outstanding shares (2/1*100) | No. of votes in favour | No. of votes against | % of votes in favour on votes polled (4/2*100) | % of votes against on votes polled (5/2*100) |
|-----------------|--------------------|--------------|--|------------------------|----------------------|--|--|
| Promoter        | 12,19,900          | NIL          | 0%   | NIL                    | NIL                  | 0%   | 0%   |
| Public          | 36,60,900          | 30,47,080    | 83.23%                                     | 30,46,380              | 700                  | 99.98%   | 0.02%  |

Percentage of votes cast in favour: 99.98% votes

Percentage of votes cast against: 0.02% votes

### RESULT:

As the number of votes casted in favour of the Resolutions i.e. **99.98%** is more than three times the number of votes cast against i.e. **0.02%**, I report that the Special Resolutions under Section 13 of the Companies Act, 2013 and rules made thereunder, as set out in the Notice of Postal Ballot dated 10<sup>th</sup> December, 2014 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the date of the announcement of the results.

I further report that as per the Postal Ballot Notice dated December 10, 2014, the chairman or any other person as authorized in this regard may declare and confirm the above results of voting by postal ballot and e-voting in respect of the resolution referred herein by January 19, 2015, as intimated to the stock exchanges. The results of Postal Ballot together with the Scrutinizer's report would be displayed on the website of CDSL within 2 days of passing of the resolutions and shall also be communicated to the Stock Exchanges.

I further report that as per Rule 22 of the Companies (Management and Administration) Rules 2014, the company has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from CDSL, the system provider for the e-voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the company.



I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

**Thanking You**

**Yours Faithfully**

**Date:** 19.01.2015

**Place:** Ahmedabad

**For, Nikunj H Shah & Co.  
Chartered Accountant**

*Nikunj H Shah*

**Nikunj Shah**

**Proprietor**

**M. No. 131415**

