

**AROMA ENTERPRISES (INDIA)  
LIMITED**  
**(FORMERLY KNOWN AS SIRHIND ENTERPRISES LIMITED)**

**ANNUAL REPORT  
2012-2013**

## **BOARD OF DIRECTORS**

Mr. Hemant Shah  
Mr. Ankit Shukla  
Mr. Praveen Toshniwal  
Mr. Kushal Shah

## **AUDITORS**

S. D. Motta & Associates  
3, Shanivar Nivas, Chincholi Pada, Subhash Road,  
Dombivli (W) – 421202.

## **BANKER**

Axis Bank

## **REGISTERED OFFICE**

Dev-Ashish Building, 2<sup>nd</sup> Floor, Sardar Patel Nagar Road,  
Nr. Classic Gold Hotel, Navrangpura, Ahmedabad-380009

## **NOTICE**

**NOTICE** is hereby given that the Nineteenth Annual General Meeting of the members of **Aroma Enterprises (India) Limited** will be held on 30<sup>th</sup> September, 2013 at 11.00 A.M. at the Registered office of the Company, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2013 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors thereon.
2. To re-appoint Auditors of the Company and to fix their remuneration.
3. To appoint a director in place of Mr. Ankit Shaileshkumar Shukla, who retires by rotation and being eligible, and offer himself for re-appointment.

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

**Date: 30/05/2013**  
**Place: Ahmedabad**

**Director**  
**Mr. Hemant Shah**

### **Notes:**

1. 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.
2. The Instrument of proxy should however be deposited with at the registered office of the company not less than 48 hours before the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain close from 26<sup>th</sup> September, 2013 to 30<sup>th</sup> September, 2013 (both days inclusive).

## DIRECTORS' REPORT

*To the Members,*

The Directors are pleased to present the Nineteenth Annual Report and Accounts for year ended as on 31<sup>st</sup> March, 2013.

### Financial Review:

Rs. In Lacs

Particulars	31- 03-2013	31- 03-2012
<b>Total Income</b>	<b>62.60</b>	<b>57.91</b>
Operational Cost	5.50	8.56
<b>Total Expenses</b>	<b>5.50</b>	<b>8.56</b>
Profit / (Loss) Before Tax after Extraordinary Items	57.10	49.54
Current Tax	17.65	17.07
Excess/ (Short) provisions of earlier year	(2.61)	0
Deferred Tax	28.44	0
Profit/ (Loss) After Tax	<b>13.62</b>	<b>32.47</b>

### Dividend:

Your Directors feels greater need to conserve the financial resources of the Company, hence do not recommended any dividend for the financial year under review.

### Performance Review:

The Company has earned total income of Rs. 62.60 lacs as compared to Rs. 57.91 lacs in previous year. During the year the Company has earned Net Profit of Rs. 13.62 lacs as compared to Rs. 32.47 lacs.

### Directors:

At the ensuing Annual General Meeting Mr. Ankit Shaileshkumar Shukla, who retires by rotation and being eligible, offers himself for reappointment.

### Auditors:

The, M/s. S. D. Motta & Associates, Chartered Accountants, Mumbai, retires and being eligible offers them for re-appointment. It is proposed that., Chartered Accountants, Mumbai, be re-appointed as auditors of the Company. You are requested to appoint the auditors and fix their remuneration.

### Auditors Report:

The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore, do not call for any further comments.

### Particulars of Employees and Others:

The Company does not have any employee receiving remuneration of Rs. 5,00,000/- per month or Rs. 60,00,000/- per annum and therefore no particulars are required to be furnished under Section 217 (2A) of the Companies Act, 1956

**Information on Energy Conservation, Technology Absorption and Foreign Exchange Earnings:**

Since the Company is not engaged in any Manufacturing Activities therefore particulars regarding conservation of energy, Technology up gradation, and Foreign Exchange Earnings and Outgo, pursuant to Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988 are not applicable to the Company.

**Directors' Responsibility Statement:**

In terms of provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors confirm as under:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the above;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the 31<sup>st</sup> March, 2013 and of the profit of the Company for that period:
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a "going concern" basis.

**Appreciation**

The Company places on record its deep appreciation for all those who are associated with the Company and have continued their support towards the growth and stability of the Company.

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

**Date: 30/05/2013**  
**Place: Ahmedabad**

**Director                      Director**  
**Mr. Hemant Shah   Mr. Kushal Shah**

## COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate governance is an ethically driven business process that is committed to values and conduct aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting the business with a firm commitment to values, while meeting stakeholders' expectations. At Aroma, it is imperative that our Company affairs are managed in a fair and transparent manner. Good corporate governance ensures that we engage in democratic and open processes and are held accountable for our business decisions. This is vital to gain and retain investor trust. Good governance practices stem from the culture and mindset of the organization.

## CORPORATE GOVERNANCE GUIDELINES

Over the years, the Board has developed corporate governance guidelines to help fulfill our corporate responsibility towards our stakeholders. These guidelines ensure that the Board will have the necessary authority and processes in place to review and evaluate our operations when required. Further, these guidelines allow the Board to make decisions that are independent of the Management. The Board may change these guidelines regularly to achieve our stated objectives.

### 1. BOARD OF DIRECTORS:

As on 31/03/2013, a majority of the board 3 out of 4 are independent Directors on Company's Board have rich experience in their fields. And they will add value to the management of the company. An enlightened Board consciously creates a culture of Board leadership to provide a long-term vision and policy thinking in order to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests.

The Board of the Company met 7 times during the last financial year on the following dates: 30.05.2012, 29.06.2012, 31.07.2012, 14.08.2012, 15.10.2012, 15.02.2013, 31.03.2013

#### Code of conduct:

The Company has already implemented a Code of Conduct for all Board Members and Senior Managements of the company in compliance with Clause 49 (1) of the Listing Agreement. But, since the operations of the Company were not much, the application of the code of conduct was limited to that extent

The constitution of the Board (as on 31/03/2013) and the attendance of the Directors are given below:

Name of the Director	Category of the Director	No. of other Directorship (*)	No. of Board meetings Attended	Attendance at Last AGM
Mr. Ravi Malhotra*	Director	0	3	No
Mr. Hemant Shah	Director	0	7	Yes
Mr. Ankit Shukla	Independent Director	0	7	Yes
Mr. Kushal Shah	Independent Director	1	7	Yes
Mr. Praveen Toshniwal	Independent Director	2	7	Yes

\* Mr. Ravi Malhotra Tendered his resignation to the company, and resigned w.e.f 31.07.2012

Detailed Agenda is circulated/ sent to the members of the Board in advance. The Board discuss/ deliberate and decides on all the topics/ matters including those suggested in the Listing Agreement, as and when the requirement arises.

**Risk Mitigation Plan:** A sub-set of Business transformation initiative undertaken by the management to support higher growth, institutionalization of best processes and new structures for governance, is dedicated for management of risk, controls and compliances across the organization. During the year there were no activities that required the assessment of risk.

## 2. AUDIT COMMITTEE:

The Audit Committee oversees the Company's financial reporting process and disclosure of its financial information to recommend the appointment of Statutory Auditors and fixation of their remuneration to the review and discuss with the Auditors about internal control systems, the scope of auditor including the observation of the Auditors, adequacy of the internal audit system, major accounting policies, practices and entries, compliance with accounting policies, practices and entries, compliance with accounting standards and Listing Agreement entered in to with the Stock exchanges and other legal requirements concerning financial Auditors any significant finding there on, to review the Quarterly, Half Yearly and Annual Financial statement before they are submitted to the Board of Directors.

During the relevant financial year, Five Audit Committee Meetings were held on 29.05.2012, 28.06.2012, 13.08.2012, 13.10.2012 and 14.02.2013.

The constitution of the Committee (as on 31/03/2013) and the attendance of each member of the Committee are given below

Name of the Member	Category	No. of Meetings	Attendance (No)
Mr. Hemant Shah	Member	5	5
Mr. Kushal Shah	Member	5	5
Mr. Praveen Toshniwal	Chairman	5	5

## 3. SHARE HOLDERS GRIEVANCE/ SHARE TRANSFER COMMITTEE:

### Share Holder's Grievance Committee

To look into complaints if any and redress the same expeditiously besides, the committee approves allotment, transfer & Transmission of shares, Debentures, issue of any new certificates on split / consolidation / renewal etc. as may be referred to it

The data for the year is as follows: Complaints received during the year from shareholders/ Exchange during the year 31/03/2013 is resolved and as on 31.03.2013 there are no unresolved complaints. Majority of these complaints pertain to listing matters which the Company is addressing.

During the relevant financial year, Four Committee Meetings were held on 10.04.2012, 09.06.2012, 10.09.2012 and 10.11.2012.

The constitution of the Committee as on today is as under:

Name of the Member	Category	No. of Meetings	Attendance
Mr. Hemant Shah	Member	4	4
Mr. Kushal Shah	Member	4	4
Mr. Praveen Toshniwal	Chairman	4	4

### Share Transfer Committee

The same members of Share Holders Grievance Committee are the members of this committee also. The Committee has met four times on 10.04.2012, 09.06.2012, 10.09.2012 and 10.11.2012.

## 4. REMUNERATION COMMITTEE

The Company does not have a scheme for grant for stock option or performance-linked incentives for its Directors and As constitution of Remuneration Committee is Non-Mandatory Requirement as per Clause 49 of Listing Agreement, thus no Remuneration Committee was formed by the Company.

## 5. OTHER DETAILS / INFORMATIONS

The details of Annual General Meeting held in last 3 years are as under:

<b>Year Ended</b>	<b>Venue</b>	<b>Date</b>	<b>Time</b>
31/03/2012	Dev-Ashish Building, 2 <sup>nd</sup> Floor, Sardar Patel Nagar Road, Nr. Classic Gold Hotel, Navrangpura, Ahmedabad -380009	29/09/2012	11.00 A.M
31/03/2011	Dev-Ashish Building, 2 <sup>nd</sup> Floor, Sardar Patel Nagar Road, Nr. Classic Gold Hotel, Navrangpura, Ahmedabad -380009	30/09/2011	11.00 A.M
31/03/2010	Dev-Ashish Building, 2 <sup>nd</sup> Floor, Sardar Patel Nagar Road, Nr. Classic Gold Hotel, Navrangpura, Ahmedabad -380009	30/09/2010	11.00 A.M

The Company has neither used Postal Ballot nor passed any special resolutions during these years, and there was no Extra Ordinary General Meetings of the members of the Company during the relevant period.

- **Means of communication:**

The Company is regular in filings the entire quarterly / half yearly / annual results of the company with the Stock Exchanges and press release are made in English Newspapers as stipulated in the Listing Agreement. The company maintains the web site. It also has not displayed in official news release and no presentations were made to institutional investors or to the analysts. We do not send half yearly financial reports to the shareholders. The management Discussion and Analysis is a part of the Annual Report

- **Compliance of Insider Trading Norms:**

Company has adopted the code of internal procedures and thus complies with the insider trading norms.

- **General Shareholder's information**

a) AGM date, time, and venue

**Venue**

Dev-Ashish Building, 2<sup>nd</sup> Floor, Sardar Patel Nagar Road, Nr. Classic Gold Hotel, Navrangpura, Ahmedabad-380009

**Date**

30/09/2013

**Time**

11.00 A.M.

b) Financial year ending 31/03/2013.

c) Book closure date 26/09/2013 to 30/09/2013, (both the days inclusive)

d) Listing on Bombay Stock Exchange and Ahmedabad Stock Exchange.

The shares are listed at Bombay Stock Exchange and Ahmedabad Stock Exchange. All the dues regarding the Listing Fee have been paid.

e) Distribution schedule as on 31/03/2013

<b>Category</b>	<b>Number of Shareholders</b>	<b>% (percentage)</b>	<b>Amount of Shares Held</b>	<b>% (Percentage)</b>
Upto – 500	240	49.59	88872	1.82
501 – 1000	127	26.24	108794	2.23
1001 - 2000	30	6.20	49880	1.02
2001 – 3000	18	3.72	47108	0.97
3001 – 4000	7	1.45	25329	0.52
4001 - 5000	10	2.07	46798	0.96
5001- 10000	11	2.27	83651	1.71
10000 and above	41	8.47	4430368	90.77
<b>TOTAL</b>	<b>484</b>	<b>100</b>	<b>4880800</b>	<b>100</b>



f) Share price movements:

Month	Open	Monthly High	Monthly Low
April, 2012	11.24	13.35	11.24
May, 2012	13.02	16.14	10.46
June, 2012	16.75	17.50	11.55
July, 2012	13.49	18.37	13.49
August, 2012	15.55	16.00	13.00
September, 2012	13.99	15.07	12.95
October, 2012	14.00	14.70	13.30
November, 2012	13.96	16.85	13.20
December, 2012	14.66	16.50	13.80
January , 2013	14.00	21.70	13.50
February , 2013	21.45	25.65	19.65
March, 2013	24.40	24.95	17.45

g) Share Holding Pattern As On 31/03/2013

Category	No. of shares	% of equity
Promoter Group	1219900	24.99
Resident Body Corporate	878035	17.99
Banks/FI/FII/MF/Trust	Nil	Nil
NRI/OCB	15300	0.31

h) Director retiring by rotation / reappointment: Mr. Ankit Shukla

i) The Company has not proposed / declared any dividend during the year.

j) Financial Year: 01/04/2012 to 31/03/2013.

For the current financial year, following is the calendar (tentative and subject to change)

Financial reporting for 31/03/2014:

- 1<sup>st</sup> Quarter : Last Week of July 2013
- 2<sup>nd</sup> Quarter – Last Week of October 2013,
- 3<sup>rd</sup> Quarter – Last Week of January 2014
- 4<sup>th</sup> Quarter – Last Week of April 2014

k) Address for correspondence

- **Regd Office:** Dev-Ashish Building, 2<sup>nd</sup> Floor, Sardar Patel Nagar Road, Nr. Classic Gold Hotel, Navrangpura, Ahmedabad-380009
- E-mail id of the Company: [compliance.mgc@gmail.com](mailto:compliance.mgc@gmail.com)
- E-mail id of the Compliance officer: [compliance.mgc@gmail.com](mailto:compliance.mgc@gmail.com)

l) Share Transfer Agents: Skyline Financial Services Private Limited  
D-153A, 1<sup>st</sup> Floor, Okhla Indl. Area, Phase – I, New Delhi – 110020.

m) Stock Code – 531560 (Bombay Stock Exchange)

n) Dematerialization of shares & liquidity: Shares are in Physical and Demat.

o) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion date and likely impact on equity –NIL

p) The details of related parties' viz.; Promoters, Directors or the Management, their Subsidiaries or relatives conflicting with Company's interest: NIL

q) Penalties or structures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the period under review: NIL

## CEO & CFO CERTIFICATION

The Board of Directors  
Aroma Enterprise (India) Limited  
Ahmedabad

Re-financial Statements for the year 31/03/2013 Certification

I, Mr. Hemant Shah, on the basis of the review of the financial statements and the cash flow statements for the Financial year ending 31/03/2013 and to the best of my knowledge and belief, thereby certify that:-

1. These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are to the best of our knowledge and belief, no transaction entered into by the company during the year ended 31/03/2013 which are fraudulent, illegal or violate the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
5. We further certify that:
  - (a) There have been no significant changes in the internal control over financial reporting during this year.
  - (b) There have been no significant changes in accounting policies during this year and that the same have been disclosed in the noted to the financial statements.
  - (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

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(Mr. Hemant Shah)  
Place: Ahmedabad  
Date:30.05.2013

### DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges, Mr. Hemant Shah Chairman & Director of the Company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended 31/03/2013.

Place: Ahmedabad  
Date: 30.05.2013

For Aroma Enterprise (India) Limited

(Mr. Hemant Shah)  
Chairman & Director

## **MANAGEMENT DISCUSSION ANALYSIS REPORT:**

### **GLOBAL OVERVIEW:**

The global economy in FY 2012-13 improved slowly and did not recover to the extent anticipated in the beginning of the year. Several European economies experienced recession due to high unemployment, banking fragility, fiscal tightening and sluggish growth. The U.S. economy improved marginally, driven mainly by housing and the consumer sectors; however, capital investments remained sluggish. Among the Asian economies, China, going through a political transition, experienced considerably slower growth. Deceleration in industrial output and exports weakened India's economic growth significantly. The weak macro environment and slower growth caused the margin environment to remain volatile with downward bias.

### **COMPANIES OUTLOOK:**

The Company is currently engaged in the areas of Enterprise Business. The Company is confident in spite of the inflationary pressure and slowdown in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve. Your company is already equipped with the strategies which will help company to plan and improve its business activities.

### **INTERNAL CONTROLS**

Aroma has a well-established internal control system, which is commensurate with the size and nature of its business and complexity of its operations. The Company strives to maintain a dynamic system of internal controls and procedures — including internal control over financial reporting designed to ensure reliable financial record keeping, transparent financial reporting and disclosures. The Company has an internal audit function which conducts regular internal audits to examine the adequacy and compliance with policies, plans and statutory requirements. The management duly considers and takes appropriate action on the recommendations made by the statutory auditors, internal auditors and the independent Audit Committee of the Board of Directors.

### **ESTABLISHMENT OF INTERNAL MANAGEMENT INFORMATION SYSTEMS:**

Any problems requiring policy decisions are being intimated to Audit Committee for redressed or amendments in the policy and procedure. The progress reports are being regularly on monthly basis intimated to the Audit committee through the Financial Officers of the company who in turn put the same to Audit Committee. All the Investors grievances officer or share department related queries are addressed to the compliance officer who in turn put the same before the investors Grievances Committee.

### **INFORMATION SYSTEM BETWEEN COMMITTEE AND THE BOARD:**

Both Audit committee and Investors Grievances Committees receive periodical regular information from the concerned function heads, and after resolution of all the problems re-communicate the same to functional heads for further communications and implementation of any suggestions. The progress report and minutes of all meetings held of both the committees are being placed before the Board for information and taking the same on records.

### **INFORMATION SYSTEM BETWEEN THE COMPANY AND INVESTORS:**

The Company is regularly taking on record the unaudited financial results on quarterly basis as per requirements of the Clause 41 of the listing Agreement and the same are published in English and Gujarati News Papers in time. The Audited Financial Balance Sheet is being dispatched to every shareholder in time at their registered addresses in Compliance with the Companies act, 1956

### **STRENGTH AND WEAKNESS:**

The company has strong promoter background with rich experience in the segment. Board of Directors of the company is well qualified in the specified field. Composition of Board consists of Executive Directors and Non executive independent Directors adding value to the company. The Company has an extremely cost conscious culture that has resulted in multiple cost management, thus company is trying to cope up with inflationary pressure. The Company has extremely favorable organizational Culture. The company has limited fund to meet the challenges of the markets and to overcome the weakness company has define the strategies to meet the fund requirement.

### **OPPORTUNITIES AND THREATS**

Growth of the last five years in India has resulted into growth of the industry also and it has given the opportunities to the companies in the competitive environment. And there is political stability, adding to the favorable Business environment. Company is identifying new Business areas, trying to get into new segments of Markets. The biggest concern for the Company is the global slowdown.

### **CAUTIONARY STATEMENT:**

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events.

## AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members  
**Aroma Enterprises (India) Limited**  
(Formerly Known as Sirhind Enterprise Limited)  
Ahmedabad

We have examined the compliance of the conditions of Corporate Governance by Aroma Enterprises (India) Limited (Formerly Known as Sirhind Enterprise Limited) for the year 31/03/2013 as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of Corporate Governance. It is neither an audit nor an expression on the financial statements of the Company.

In our opinion and to the best of our information, and according to the explanations given to us, we certify, that the Company has partly complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that majority of the investor grievances were attended within one month as per maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Dombivali**  
**Date: 30/05/2013**

**For S. D. Motta & Associates.**  
**Chartered Accountants**

**Sanjay D Motta**  
**Proprietor**  
**Membership No. 107688**

## **AUDITORS' REPORT**

**To,  
The Members,  
Aroma Enterprises (India) Limited  
Earlier known as Sirhind Enterprises Limited**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Aroma Enterprises Limited, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956. This responsibility included the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we has obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, subject to NIL, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Profit and Loss Account, of the profits for the year ended on that date;  
and
- c) in the case of the Cash Flow statement, of the cash flows for the year ended on that date.

### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:

- (a) we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
- (b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) the Balance Sheet, Statement of Profit and Loss and Cash Flow statement dealt with by this report are in agreement with the books of account;
- (d) in our opinion, the Balance Sheet, statement of Profit and Loss, and cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
- (e) On the basis of written representations received from the directors of the Company as on 31<sup>st</sup> March, 2013 and taken on record by the Board of Directors, none of the Directors of the Company is disqualified as on March 31, 2013, from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**Place: Dombivali**  
**Date: 30/05/2013**

**For S. D. Motta & Associates.**  
**Chartered Accountants**

**Sanjay D Motta**  
**Proprietor**  
**Membership No. 107688**

**The Annexure referred to in paragraph 1 of the our Report of even date to the members of Aroma Enterprises Limited on the accounts of the company for the year ended 31<sup>st</sup> March, 2013.**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) (a) The Company did not have any fixed assets. Hence, reporting requirements related to maintaining records, physical verification and disposal thereof are not applicable.
- (ii) (a) As explained to us, the company did not have any inventories. Hence, related clauses for the same are not applicable.
- (iii) (a) As per the information and explanations given to us, the Company has not granted loans, secured or unsecured, to any companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956. Hence, the further relevant clauses are not applicable.

As per the information and explanations given to us, the Company has not taken loans, secured or unsecured, from any companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956. Hence, the further relevant clauses are not applicable.

- (iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, in respect of purchase and sale of securities on behalf of clients and held as stock-in-trade, purchase of fixed assets and services. The Company's business does not entail sale of goods, as such. Further we have not come across nor have we been informed of any instance of major weakness in the internal control procedures.
- (v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been entered in the Register maintained under that Section;
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, during the period under review the Company has not accepted any deposits from the public under the meaning of Section 58A and 58AA of The Companies Act, 1956 and rules framed there under.
- (vii) Although, the Company does not have a formal internal audit system, in our opinion, its internal control procedures involve reasonable internal checking of its financial and business transaction.
- (viii) Maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 for the class of companies to which the Company belongs.
- (ix) (a) According to the records of the Company, the company is regular, in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' Insurance, Income Tax, Sales-tax, Customs Duty, Cess, and other statutory dues applicable to it with the appropriate authorities.
- (b) According to the information and explanations given to us, there are no undisputed statutory dues payable which are outstanding as at 31<sup>st</sup> March, 2013 for a period of more than six months from the date they became payable.
- (c) The particulars of dues as at the year end, with regard to said items, which have not been paid on account of disputes, are as follows: Nil
- (x) The company has no accumulated losses at the end of the Financial Year and it has not incurred any cash losses in the current and immediately preceding financial year.
- (xi) As per the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks or debenture holders during the period.

- (xii) As per the information and explanations given to us, the Company has not granted any loan or advance on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.
- (xiv) The Company is not dealing in securities. Hence, clauses for proper records maintenance are not applicable. All securities have been held by the Company in its own name or are in the name of its nominees except to the extent of the exemption granted under Section 49 of the act.
- (xv) As per the information given to us, the Company has not taken any term loan or given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) In our opinion and according to the information and explanations given to us, and on the basis of overall fund flow position, we report that the term loans have been applied for the purpose for which they were raised.
- (xvii) In our opinion and according to the information and explanations given to us, the Company has not used any funds, raised on short term basis, for long term investment.
- (xviii) The Company has made during the financial year under review, no preferential allotment to parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- (xix) The Company has not issued any debentures during the period under review.
- (xx) The Company has not raised any money by public issue during the period under review.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the period under review.

**Place: Dombivali**  
**Date: 30/05/2013**

**For S. D. Motta & Associates.**  
**Chartered Accountants**

**Sanjay D Motta**  
**Proprietor**  
**Membership No. 107688**



**AROMA ENTERPRISES LIMITED**  
**(Formerly known as Sirhind Enterprise Limited)**  
**Balance Sheet as at 31st March, 2013**

Particulars	Note No	Figures as at 31st March 2013	Figures as at 31st March 2012
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	49,404,000	49,404,000
(b) Reserves and Surplus	2	23,762,775	22,400,276
<b>(2) Current Liabilities</b>			
(a) Short Term Borrowings	3	1,060,000	0
(a) Trade payables	4	149,800	45,000
(b) Short-term provisions	5	4,898,002	6,414,411
<b>Total</b>		<b>79,274,577</b>	<b>78,263,687</b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Deferred Tax Assets (Net)		0	2,844,222
<b>(2) Current assets</b>			
(a) Long Term Loan and Advances	6	75,186,044	69,552,308
(b) Cash and Cash Equivalents	7	32,031	458,474
(c) Other Current Assets	8	4,056,502	5,408,683
<b>Total</b>		<b>79,274,577</b>	<b>78,263,687</b>

Significant Accounting policies and Notes forming parts of accounts

13

**For S. D. Motta & Associates**  
**Chartered Accountants**

**For and On Behalf of the Board of Director**

**Sanjay D. Motta**  
*Proprietor*

**Mr. Kushal Shah**  
*Director*

**Mr. Hemant Shah**  
*Director*

Place : Dombivali  
Date : 30/05/2013

Place : Ahmedabad  
Date : 30/05/2013

**AROMA ENTERPRISES LIMITED**  
**(Formerly known as Sirhind Enterprise Limited)**  
**Profit and Loss statement for the year ended 31st March, 2013**

Particulars	Note No	Figures as at 31st March 2013	Figures as at 31st March 2012
I. Revenue from operations	9	6,259,709	5,790,664
<b>II. Total Revenue (I)</b>		<b>6,259,709</b>	<b>5,790,664</b>
<i>III. Expenses:</i>			
Employee Benefit Expenses	10	300,000	299,600
Selling, Administration & Other Expenses	11	235,908	556,648
Miscellaneous Expenses	12	13,535	0
<b>Total Expenses</b>		<b>549,443</b>	<b>856,248</b>
IV. Profit before exceptional and extraordinary items and tax	(III - IV)	5,710,266	4,934,416
V. Extraordinary Items (prior period adjustment)		0	-19,800
VI. Profit before tax (VII - VIII)		5,710,266	4,954,216
VII. Tax expense:			
(1) Current tax		1,765,000	1,707,302
(2) Deferred tax		2,844,222	0
(3) Excess / (Short) provisions of earlier year		-261,456	0
VIII. Profit(Loss) from the period from continuing operations	(IX-X)	1,362,500	3,246,914
X. Profit/(Loss) from discontinuing operations			
XI. Profit/(Loss) for the period	(XII+XI)	1,362,500	3,246,914
XII. Earning per equity share:			
(1) Basic		0.28	0.67
(2) Diluted		0.28	0.67

Significant Accounting policies and Notes forming parts of accounts

13

**For S. D. Motta & Associates**  
*Chartered Accountants*

**For and On Behalf of the Board of Director**

**Sanjay D. Motta**  
*Proprietor*

**Mr. Kushal Shah**  
*Director*

**Mr. Hemant Shah**  
*Director*

Place : Dombivali  
Date : 30/05/2013

Place : Ahmedabad  
Date : 30/05/2013

<b>Aroma Enterprises (India) Limited</b>			
<b>Statement of Cash Flow Annexed to the Balance Sheet as at 31st March, 2013</b>			
	31/03/2013	31/03/2013	31/03/2013
	Rs	Rs	Rs
<b>A. Cash Flow from Operating Activities</b>			
<i>Net Profit before tax and extraordinary Items</i>	5,710,265	4,934,416	4,533,450
<i>Adjustments for</i>			
Depreciation	-	-	-
Preliminary/Share Issue Exp. Written off	-	-	-
Provision for Diminution in Value of Investment	-	-	-
Finance Expenses	-	-	-
Loss on assets sold/discarded	-	-	-
Provision for Doubtful Debts	-	-	-
Dividend Received	-	-	-
Interest Received	(6,259,708)	(5,790,664)	(4,823,014)
 <i>Operating profit before working capital changes</i>	 (549,443)	 (856,248)	 (289,564)
 <i>Adjustments for</i>			
Decrease (Increase) in Trade and other Receivables	(4,281,555)	(6,815,664)	(14,512,330)
Increase (Decrease) in Trade Payable and Provisions	(1,855,153)	48,300	(11,419,397)
<i>Cash Generated from operations</i>	<i>(6,686,151)</i>	<i>(7,623,612)</i>	<i>(26,221,291)</i>
 Income Tax Paid For The Year	 -	 -	 -
Prior Period Items	-	-	-
<i>Net Cash From Operating Activities</i>	<i>(6,686,151)</i>	<i>(7,623,612)</i>	<i>(26,221,291)</i>
<b>B. Cash Flow From Investing Activities</b>			
Purchase of Fixed Assets	-	-	-
Sale of Fixed Assets	-	-	-
Purchase of Shares/ Mutual Funds	-	-	-
Sales of Shares/ Mutual Funds	-	-	11,438,397
Interest Received	6,259,708	5,790,664	4,823,014
Dividend Received	-	-	-
 <i>Net Cash from Investing Activities</i>	 (426,443)	 (1,832,948)	 (9,959,880)
<b>C. Cash flow From Financing Activities</b>			
Finance Expenses	-	-	-
Loan Funds	-	-	-
 <i>Net Cash used in Financing Activities</i>	 (426,443)	 (1,832,948)	 (9,959,880)
 <i>Net Increase in Cash &amp; Cash Equivalents</i>	 (426,443)	 (1,832,948)	 (9,959,880)
<i>Opening Balance of Cash &amp; Cash Equivalents</i>	458,474	2,291,422	12,251,302
<i>Closing Balance of Cash &amp; Cash Equivalents</i>	32,031	458,474	2,291,422
<b>Notes :</b>			
1 The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 "Cash Flow			
2 Previous year's figures have been reclassified/regrouped to confirm with current year's presentation, where applicable.			
This is the Cash Flow Statement referred to in our report of even date.			
<b>For S. D. Motta &amp; Associates</b>		<b>For and on behalf of the Board of Directors</b>	
Chartered Accountants			
 <b>Sanjay D. Motta</b> <i>Proprietor</i> M.No. 107688	 <b>Mr. Kushal Shah</b> Director	 <b>Mr. Hemant Shah</b> Director	

**AROMA ENTERPRISES LIMITED**  
(Formerly known as Sirhind Enterprise Limited)

**Note: 1 - Share Capital**

<b>Particulars</b>	<b>Figures as at 31st March 2013</b>	<b>Figures as at 31st March 2012</b>
<b>Authorised Share Capital:</b>		
75,00,000 number of Equity shares of Rs. 10/- each	75,000,000	75,000,000
<b>Issued and Subscribed Share Capital:</b>		
50,00,000 Equity Shares of Rs. 10/- each	50,000,000	50,000,000
<b>Paid Up Share Capital:</b>		
48,80,800 Equity Shares of Rs. 10/- each	48,808,000	48,808,000
Add: Forfeited Shares	596,000	596,000
	<b>49,404,000</b>	<b>49,404,000</b>
Number of equity shares at the beginning of the year	4,880,800	4,880,800
Add: Rights Issue	0	0
Bonus Issue	0	0
Less: Buy Back	0	0
Number of equity shares at the end of the year	4,880,800	4,880,800
<b>% of Shares held by</b>		
Holding Company	0	0
Ultimate Holding Company	0	0
Subsidiary Company	0	0
Associates of Holding Company	0	0
Associates of Ultimate Holding Company	0	0
<b>Number of shares held by share holders more 5% of total shares</b>		
Ravi Malhotra	24.99%	24.99%
Amount of Calls unpaid Rs.		
( i ) Calls unpaid by Directors (Rs.)	0	0
( ii ) Calls unpaid by Officers (Rs.)	0	0
No of shares Forfeited :		
Amount Originally Paid Up :	0	0

**AROMA ENTERPRISES LIMITED**  
(Formerly known as Sirhind Enterprise Limited)

**Note: 2 - Reserves and Surplus**

<b>Particulars</b>	<b>Figures as at 31st March 2013</b>	<b>Figures as at 31st March 2012</b>
Surplus from Profit & Loss Account		
Opening balance	22,400,276	19,153,362
Add: Current year surplus	1,362,499	3,246,914
Less: Transfer to general reserve	0	0
Less: Transfer to capital reserve	0	0
Less: Proposed dividend	0	0
Less: Dividend tax provision	0	0
Closing balance	23,762,775	22,400,276
<b>Total</b>	<b>23,762,775</b>	<b>22,400,276</b>

**Note: 3 - Short Term Borrowings**

<b>Particulars</b>	<b>Figures as at 31st March 2013</b>	<b>Figures as at 31st March 2012</b>
Loan from Director	1,060,000	0
<b>Total</b>	<b>1,060,000</b>	<b>0</b>

**Note: 4 - Trade payables**

<b>Particulars</b>	<b>Figures as at 31st March 2013</b>	<b>Figures as at 31st March 2012</b>
Sundry Creditors	49,800	20,000
Directors Remuneration Payable	100,000	25,000
<b>Total</b>	<b>149,800</b>	<b>45,000</b>

**Note: 5 - Short Term Provisions**

<b>Particulars</b>	<b>Figures as at 31st March 2013</b>	<b>Figures as at 31st March 2012</b>
a. Provisions for Employee Benefits	0	0
b. Others (Specify)		
Provision for Income Tax	4,872,302	6,406,911
TDS Payable	25,700	7,500
<b>Total</b>	<b>4,898,002</b>	<b>6,414,411</b>

**AROMA ENTERPRISES LIMITED**  
(Formerly known as Sirhind Enterprise Limited)

**Note: 6 - Long term Loan and Advances**

<u>Particulars</u>	Figures as at 31st March 2013	Figures as at 31st March 2012
Vakiuntam Realty Pvt Ltd (Unsecured, Considered Good) (Outstanding more than six month - Rs. 7,23,69,176/-	75,186,044 0	69,552,308 0
<b>Total</b>	<b>75,186,044</b>	<b>69,552,308</b>

**Note: 7 - Cash and Bank Balances**

<u>Particulars</u>	Figures as at 31st March 2013	Figures as at 31st March 2012
a. Cash and Cash Equivalents		
(i) Balance with Banks Axis Bank Ltd.	15,826	442,269
(ii) Cash in hand	16,205	16,205
<b>Total</b>	<b>32,031</b>	<b>458,474</b>

**Note: 8 - Other Current Assets**

<u>Particulars</u>	Figures as at 31st March 2013	Figures as at 31st March 2012
Income Tax Refund Receivable	4,056,502	5,408,683
<b>Total</b>	<b>4,056,502</b>	<b>5,408,683</b>

**Note: 9 - Revenue from Operations**

<u>Particulars</u>	Figures as at 31st March 2013	Figures as at 31st March 2012
Sale of Services Interest Income	6,259,708	5,790,664
<b>Total</b>	<b>6,259,708</b>	<b>5,790,664</b>

**AROMA ENTERPRISES LIMITED**  
(Formerly known as Sirhind Enterprise Limited)

**Note: 10 - Employee Benefit Expenses**

<b>Particulars</b>	<b>Figures as at 31st March 2013</b>	<b>Figures as at 31st March 2012</b>
Director Remuneration	300,000	299,600
<b>Total</b>	<b>300,000</b>	<b>299,600</b>

**Note: 11 - Administrative, Selling and Distribution**

<b>Particulars</b>	<b>Figures as at 31st March 2013</b>	<b>Figures as at 31st March 2012</b>
<b>Administration Expenses</b>		
Listing Fees	34,108	61,070
Audit fees		
a) Statutory Auditor	15,000	10,000
Postage, Printing & Stationery	4,800	10,400
Professional Fees	0	23,500
Directors' Sitting Fees	182,000	0
Membership Fess	0	451,678
<b>Total</b>	<b>235,908</b>	<b>556,648</b>

**Note: 12 - Miscellaneous Expenses**

<b>Particulars</b>	<b>Figures as at 31st March 2013</b>	<b>Figures as at 31st March 2012</b>
ROC fees	12,411	0
Miscellaneous expenses	1,124	0
<b>Total</b>	<b>13,535</b>	<b>0</b>

**Schedules forming part of the Balance Sheet as at 31<sup>st</sup> March, 2013 and the Profit and Loss Account for the period from 01<sup>st</sup> April, 2012 to 31<sup>st</sup> March, 2013.**

**SCHEDULE - 13: SIGNIFICANT ACCOUNTING POLICIES**

**1. Basis of Accounting**

The financial statements are prepared under the historical cost convention on an accrual basis of accounting in accordance with the accounting standards prescribed under Section 211(3C) of the Companies Act, 1956 and the practices prevailing within the broking industry in India.

**2. Use of Estimates**

These financial statements have been prepared on the basis of estimates, wherever necessary, which have an effect on the reported amounts of assets and liabilities as on the date of the statements and the reported amounts of income and expenditure for the reporting period. The difference between actuals and estimates is recognized in the subsequent period when the actuals are known.

**3. Revenue Recognition**

- (a) Income is accounted in the books of accounts on accrual basis.
- (b) Interest income is accounted for on an accrual basis.

**4. Fixed Assets and Depreciation**

During the year under review, there were no fixed assets and no depreciation has been calculated

**5. Investments**

Investments include all securities which are intended to be held to maturity or for a period not less than one year.

Long Term Investments are carried at cost less provision for permanent diminution in the value of such investments, if any. Current Investments are carried at the lower of cost and market value.

**6. Retirement Benefits**

There were no employees during the year under review. Hence no provision requirement for retirements benefits was applicable and provided in the books of accounts of the Company.

**7. Deferred Tax**

Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets including asset arising from unabsorbed depreciation and losses carried forward, are not recognised unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax can be realised.

**8. Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.



## 9. Earning Per Share

Earning per shares has been arrived by taking into consideration the profit after tax divided by the weighted average number of shares for the relevant financial year. The same is arrived as per Accounting Standards – 20 to determine the comparison of performance among different enterprises for the same period and among different periods for the same enterprises. Separate disclosure have been made for the earnings per share excluding extraordinary items.

### SCHEDULE - 13: NOTES FORMING PART OF ACCOUNTS

1. **Contingent Liability:** Nil (PY: Nil)
2. **Earnings per Share**

Particulars	31 <sup>st</sup> March, 2013	31 <sup>st</sup> March, 2012
Net profit / (loss) attributable to equity shareholders (Rs.)	13 62 499	32 46 916
Number of equity shares in issue during the year (shares of face value Rs. 10 each)	48 80 800	48 80 800
Basic earnings per share (Rs.)	0.28	0.66

3. **Directors Remuneration is made up of:**

Particulars	31 <sup>st</sup> March, 2013	31 <sup>st</sup> March, 2012
Directors Remuneration	3 00 000	2 99 600
	3 00 000	2 99 600

4. **Related Party Transactions** – Company has taken loan of Rs. 10 60 000/- from its Director Mr. Hemant Shah.
5. To the best of knowledge of the management, there are no events occurring after the Balance Sheet date that provide additional information materially affecting the determination of the amounts relating to the conditions existing at the Balance Sheet date that requires adjustment to the Assets or Liabilities of the Company.
6. Details about the Micro, Small and Medium Enterprises  
In absence of information regarding vendors covered under the Micro, Small and Medium Enterprises Development Act, 2006, disclosure relating to amounts unpaid as at the year end together with interest paid / payable under this Act has not been given.
7. The Company is not predominantly in the business of finance. There are no additional information required to be given under Part II of the Schedule VI of the Companies Act, 1956. The Company's operations during the year under review fall under single segment namely loans & advances and investments.
8. Company has paid Rs. 182000/- as sitting fees to Independent Director Mr. Ankit Shukla. Other Directors have waived the same.
9. Previous year's figures have been regrouped, reclassified and rearranged wherever necessary.

Signatures to Annexures 1 to 12 forming part of the financial statements and to the above notes forming parts of accounts

**For S. D. Motta & Associates**  
**Chartered Accountants**

**For And On Behalf Of The Board**

**Sanjay D. Motta**  
**Proprietor**  
Place : Dombivali  
Date : 30/05/2013

**Mr. Kushal Shah**  
**Director**  
Place : Ahmedabad  
Date : 30/05/2013

**Mr. Hemant Shah**  
**Director**

**AROMA ENTERPRISES (INDIA) LIMITED****Balance Sheet Abstracts and Company's General Business Profile:**

I	<b>Registration No.</b> Balance Sheet Date		State code :	4
		<b>31.03.2013</b>		
II	Public Issue Bonus Issue	NIL NIL	Right Issue Private Placement:	NIL NIL
III	Total liabilities	<b>79,275</b>	Total Assets	<b>79,275</b>
	<b><u>Sources of Funds</u></b>		<b><u>Application of Funds</u></b>	
	Paid-up Capital	49,404	Investments	
	Reserves & Surplus	23,763	Net Current Assets	79,275
	Current Liabilities	6,108	Deferred Tax Assets	0
IV	income)	6,260	Total expenditure	550
	Profit/(loss) before tax	5,710	Profit/(loss) after tax	1,362
	Earning per shares	<b>0.28</b>		

V Generic Names of Three Principal products/services of Company (as per monetary terms)

Product Description Not applicable

Item Code No. (ITC Code) Not applicable

**For S. D. Motta & Associates**  
**Chartered Accountants**

**For and On Behalf of the Board of Director**

**Sanjay D. Motta**  
*Proprietor*

**Mr. Kushal Shah**  
**Director**

**Mr. Hemant Shah**  
**Director**

Place : Dombivali  
Date : 30/05/2013

Place : Ahmedabad  
Date : 30/05/2013

**AROMA ENTERPRISES (INDIA) LIMITED**  
**(Formerly known as Sirhind Enterprises Limited)**  
Dev-Ashish Building, 2<sup>nd</sup> Floor, Sardar Patel Nagar Road,  
Nr. Classic Gold Hotel, Navrangpura, Ahmedabad-380009.

Name: \_\_\_\_\_  
(Please write your name in BLOCK – letters)  
Registered Folio No.: \_\_\_\_\_  
DP ID/Client ID : \_\_\_\_\_  
Shares Held : \_\_\_\_\_

**ATTENDANCE SLIP**  
**(To be handed over at the entrance of the meeting hall)**

I hereby record my presence at the Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2013 at 11.00 a.m. at the 3 Dev-Ashish Building, 2<sup>nd</sup> Floor, Sardar Patel Nagar Road, Nr. Classic Gold Hotel, Navrangpura, Ahmedabad-380009.

\_\_\_\_\_  
Member's/ Proxy Signature  
(To be signed at the time of handing over this slip)

**NOTE: Please carry with you this attendance slip and hand over the same duly signed at the space provided, at the entrance of the Meeting Hall.**

-----CUT HERE-----

**AROMA ENTERPRISES (INDIA) LIMITED**  
**(Formerly known as Sirhind Enterprises Limited)**  
Dev-Ashish Building, 2<sup>nd</sup> Floor, Sardar Patel Nagar Road,  
Nr. Classic Gold Hotel, Navrangpura, Ahmedabad-380009

**FORM OF PROXY**

Registered Folio No.: \_\_\_\_\_  
DP ID/Client ID \_\_\_\_\_  
No. of Shares Held \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_ being member/ members of the above named Company hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my/ our Proxy to vote for me/ us and on my/ our behalf at Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2013 at 11.00 a.m. at the 3 Dev-Ashish Building, 2<sup>nd</sup> Floor, Sardar Patel Nagar Road, Nr. Classic Gold Hotel, Navrangpura, Ahmedabad-380009.

Signed \_\_\_\_\_ day of \_\_\_\_\_ 2013

Signed by the said \_\_\_\_\_

Affix Rs. 1/- Revenue Stamp
--------------------------------------

**NOTE: The proxy to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.**

### **Addendum to the Notice**

Addendum to the Notice dated 30<sup>th</sup> May, 2013 calling the 19<sup>th</sup> Annual General Meeting of Aroma Enterprises (India) Limited (Formerly Known as Sirhind Enterprises Limited) on 30<sup>th</sup> September, 2013 at 11:00 A.M at Registered Office of the Company

Attention of the members is invited to the Notice of 19<sup>th</sup> Annual General Meeting of the members of the Company scheduled on 30<sup>th</sup> September 2013. The following developments took place subsequent to the date of Notice:

1. Mr. Chirag Rawal was appointed as Additional Director of the Company on 10<sup>th</sup> June, 2013. He holds office upto the date of the forthcoming Annual General Meeting.
2. Mr. Miten Shah was appointed as Additional Director of the Company on 10<sup>th</sup> June, 2013. He holds office upto the date of the forthcoming Annual General Meeting.
3. Mr. Ritesh Patel was appointed as Additional Director of the Company on 10<sup>th</sup> June, 2013. He holds office upto the date of the forthcoming Annual General Meeting.

The following item no. 4, item no. 5 and item no. 6 under Special Business be considered as an Addendum to the Notice.

#### **Special Business:**

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

“**RESOLVED THAT** Mr. Chirag Rawal who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 at the Board meeting held on 20<sup>th</sup> June, 2013, and who holds office upto the date of the Nineteenth Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received proposing Mr. Chirag Rawal as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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

“**RESOLVED THAT** Mr. Miten Shah who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 at the Board meeting held on 10<sup>th</sup> June, 2013, and who holds office upto the date of the Nineteenth Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received proposing Mr. Miten Shah as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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

“**RESOLVED THAT** Mr. Ritesh Patel who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 at the Board meeting held on 20<sup>th</sup> June, 2013, and who holds office upto the date of the Nineteenth Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received proposing Mr. Ritesh Patel as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

The Notice dated 30<sup>th</sup> May, 2013 calling the 19<sup>th</sup> Annual General Meeting and Notes forming part thereof included therein be read in conjunction with the above addendum.

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

**Date: 20/06/2013**  
**Place: Ahmedabad**

**Director**  
**Mr. Hemant Shah**

**Annexure to the Addendum to Notice**

**Explanatory Statement pursuant to Section 173 of the Companies Act, 1956**

**Item No. 4:**

Mr. Chirag Rawal was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 20<sup>th</sup> June, 2013, pursuant to Section 260 of the Companies Act, 1956. Accordingly, Mr. Chirag Rawal will hold office upto the date of this Annual General Meeting. The Board recommends his appointment.

None of the Directors except Mr. Chirag Rawal is in any way concerned or interested in the resolution.

**Item No. 5:**

Mr. Miten Shah was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 20<sup>th</sup> June, 2013, pursuant to Section 260 of the Companies Act, 1956. Accordingly, Mr. Miten Shah will hold office upto the date of this Annual General Meeting. The Board recommends his appointment.

None of the Directors except Mr. Miten Shah is in any way concerned or interested in the resolution.

**Item No. 6:**

Mr. Ritesh Patel was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 20<sup>th</sup> June, 2013, pursuant to Section 260 of the Companies Act, 1956. Accordingly, Mr. Ritesh Patel will hold office upto the date of this Annual General Meeting. The Board recommends his appointment.

None of the Directors except Mr. Ritesh Patel is in any way concerned or interested in the resolution.

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

**Date: 20/06/2013**  
**Place: Ahmedabad**

**Director**  
**Mr. Hemant Shah**