

AROMA ENTERPRISES (INDIA) LIMITED

NOTICE

NOTICE is hereby given that the 01/2016 - 2017 Extraordinary General Meeting of the members of **AROMA ENTERPRISES (INDIA) LIMITED** will be held on Tuesday, 31st May, 2016 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** subject to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013, and on recommendation of the Audit Committee, M/s Rajpara Associates, Chartered Accountants, Ahmedabad, be and are hereby appointed as Statutory Auditors of the Company for the financial year 2015 - 2016, in place of casual vacancy occurred due to resignation of M/s. S. D. Motta & Associates, Chartered Accountant, to hold the office until the conclusion of the next Annual General Meeting, at such remuneration as may be determined by Board of Directors of the Company from time to time."

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

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

"**RESOLVED THAT** pursuant to Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and on recommendation of the Nomination and Remuneration Committee, Mr. Snehal Patel, Additional Director of the Company, be and is hereby appointed as the Chairman cum Managing Director of the Company with effect from 01st June, 2016 for the period of 5(five) years."

"**RESOLVED FURTHER THAT** any of the Directors, be and hereby are authorized to do such act, deeds and things to give effect to the aforesaid resolution and file the necessary forms in the said matter."

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

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“RESOLVED THAT pursuant to the section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modifications or re - enactments thereof) read with Schedule IV of the Act, and upon the consideration made by the Nomination and Remuneration Committee, Ms. Manisha Bhatewara (DIN: 07486718), being eligible, be and hereby appointed as the Non - Executive Independent Women Director of the Company, for a period of 5 (five) years with effect from 01st June, 2016, and in respect of whom a notice has been received from a Member under Section 160 of the said Act.”

“RESOLVED FURTHER THAT any of the directors, of the company be and hereby are authorized to do such acts, deeds and things and file e-forms with the concerned Registrar of Companies, to give effect to this resolution.”

For, Aroma Enterprises (India) Limited

Date: 07-05-2016

Place: Ahmedabad

Ritesh Patel
Director & CFO
DIN: 06593713

AROMA ENTERPRISES (INDIA) LIMITED

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 Notice is being sent to all the Members, whose names appear in the Register of Member / List of Beneficial Owners as on 29th April, 2016.
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 01/2016 - 2017 Extra Ordinary 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. The notice of the 01/2016 - 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.

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

Item No. 1:

M/s. S. D. Motta & Associates has given their descent to continue as the Statutory Auditor of the Company, and will not be conducting audit for the financial year 2015 - 2016. Pursuant to the provisions of Section 139 (8) of the Companies Act, 2013, any casual vacancy caused by the resignation of the Auditor shall be filled up by the Board in their meeting and consequently by the approval members in the general meeting within 3 (three) months of appointment by the Board.

Your Directors has proposed to appoint M/s Rajpara Associates, Chartered Accountants, Ahmedabad as the statutory auditor of the company and to conduct the audit for the financial year 2015 - 2016 as M/s. S. D. Motta & Associates has tendered their resignation as the Statutory Auditor of the Company. The appointment of M/s. Rajpara Associates, Chartered Accountants shall be subject to your approval in the ensuing Extra Ordinary General Meeting. The appointment of office of M/s Rajpara Associates, Chartered Accountants, Ahmedabad shall be up to the conclusion of ensuing Annual General Meeting of the Company.

The Board proposes the appointment of M/s Rajpara Associates, Chartered Accountants, Ahmedabad for your approval.

None of the Directors of the company are interested in this resolution.

Item No. 2:

Mr. Snehal Patel is the Graduate and a course in the Post Graduate Diploma in Project Management. He also holds directorships in various companies. He is the promoter of the Company and holds the shares in the company. In order to provide the zenith to the Board of Directors, the Company has in the Board Meeting convened on 07th May, 2016 has appointed Additional Director of the Company.

Considering his performance and work experience in the field of the Company's main object, the Nomination & Remuneration Committee has proposed to appoint him as the Chairman cum Managing Director of the Company.

His roles and responsibilities shall be as contracted / mutually agreed by him with the Board.

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None of the directors are interested in the resolution except for Mr. Snehal Patel and his shareholdings in the company.

Item No. 3:

As per the Section 149 of the Companies Act, 2013 ("the Act"), the company has to have certain amount of Independent Director out of the total strength of the Board. Further, to the Section 149 of the Act, the company needs to have atleast 1 (one) Women Director in its Board. Since, Mrs. Jalpa Patel, Women Non - Executive Director, has tendered her resignation, the company has proposed to appoint Ms. Manisha Bhatewara as the Women cum Independent Director of the company, who has been appointed by the Board in their meeting held on 07th May, 2016, as the Additional Director. Ms. Manisha Bhatewar is qualified and well experienced. She does not hold any securities in the company.

Since, Companies Act, 2013 (the "ACT"), has come into force, Section 149 of the Act states about the appointment and the term of appointment of the Independent Directors. Pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term up to 5 (five) consecutive year on the Board of a Company and their office shall not be liable to retire by rotation in terms of Section 149(13) of the Act.

In accordance with the Act and Rules prescribed, appointment of Independent director for a period of 5 (five) year with effect from 01st June, 2016 is proposed. A notice from the member(s) for the appointment of each Independent Director is received pursuant to Section 160 of the said Act. A declaration for the each of the Independent Director pursuant to Section 149(6) has been received, stating that they fulfill the criteria of Independence.

None of the Directors are interested in the resolution except for Ms. Manisha Bhatewera.

Your Director recommends the Resolutions for your approval.

For, Aroma Enterprises (India) Limited

Date: 07-05-2016

Place: Ahmedabad

Mr. Ritesh Patel
Director & CFO
DIN: 06593713

AROMA ENTERPRISES (INDIA) LIMITED

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 of the SEBI (LODR) 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 Tuesday, May 31, 2016 at 01:00 P.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.

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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 **Friday, 27th May, 2016 at 10:00 a.m.** and ends on **Monday, 30th May, 2016 at 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 **Wednesday, 25th May, 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 |
| Dividend | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as |

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| | |
|--|---|
| Bank Details OR Date of Birth (DOB) | recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |
|--|---|

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant AROMA ENTERPRISES (INDIA) LIMITED on which you choose to vote.
- (v) 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.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (x) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Note for Non - Individual Shareholders and Custodians

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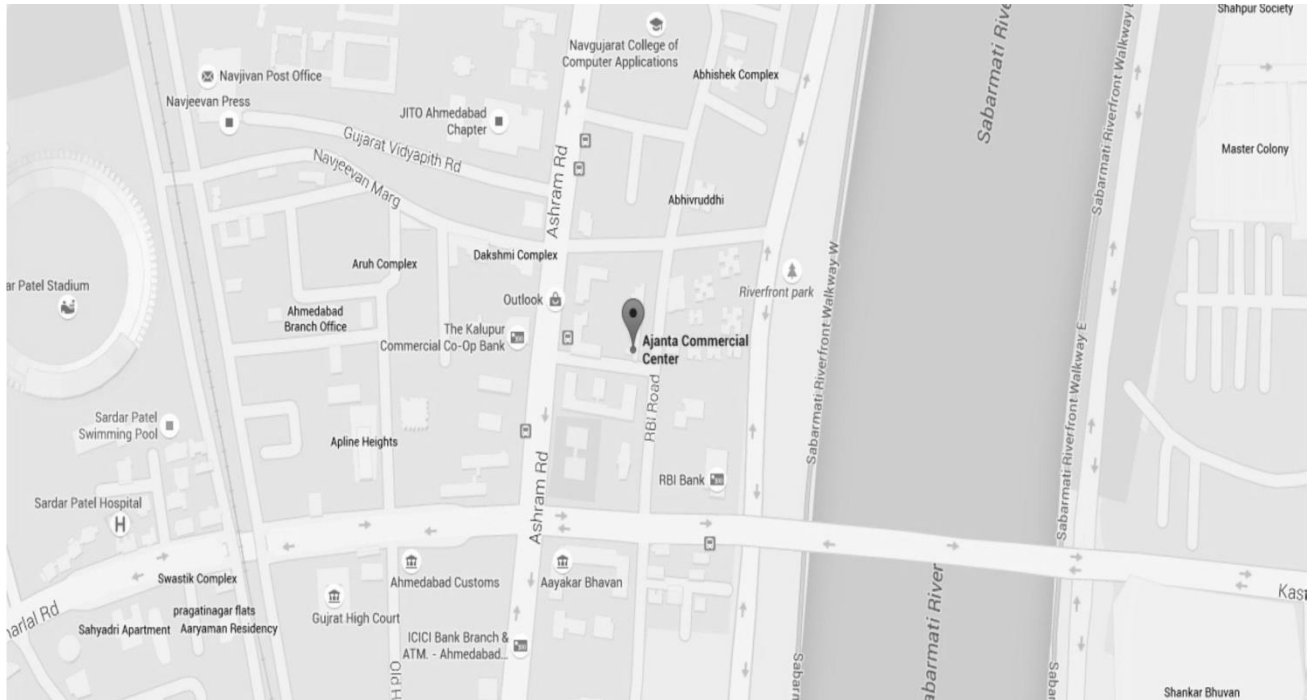
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details 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.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 25th May, 2016, may follow the same instructions as mentioned above for e-Voting.
- ix. 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 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 two (2) days of passing of the resolutions at the EGM of the Company and communicated to the BSE Limited & ASE Limited.

AROMA ENTERPRISES (INDIA) LIMITED

Route Map for the Extraordinary General Meeting



AROMA ENTERPRISES (INDIA) LIMITED

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

01 / 2016 - 2017 Extra Ordinary General Meeting on 31-05-2016 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 01 / 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 | |

Reg. Off.: 88, Ajanta Commercial Center, Nr. Income Tax Circle, Ashram Road, Ahmedabad - 380009

E - Mail: compliance.mgc@gmail.com | Website: www.aromaenterprises.in | Tel.: +91-79-27540175

CIN: L51909GJ1994PLC021482

AROMA ENTERPRISES (INDIA) LIMITED

| | | | |
|--------------|--|-----------|--|
| E mail Id | | Signature | |
|--------------|--|-----------|--|

OR FAILING HIM

| | | | |
|--------------|--|-----------|--|
| Name | | | |
| Address | | | |
| E mail Id | | Signature | |

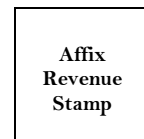
OR FAILING HIM

| | | | |
|--------------|--|-----------|--|
| Name | | | |
| Address | | | |
| E mail Id | | Signature | |

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the Extraordinary General Meeting of the Company to be held on 31-05-2016 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 appoint M/s. Rajpara Associates, Chartered Accountants, as the Statutory Auditor of the Company | | |
| 02 | To fix the Appointment of Mr. Snehal Patel as the Managing Director of the Company | | |
| 03 | To appoint Ms. Manisha Bhatewara as the Independent Women Director of the company | | |

Signed on thisday of2016.



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.