

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 48th Annual General Meeting of the members of Oriental Aromatics Limited will be held on Tuesday, 15th September, 2020 at 11:00 a.m. IST through **Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following business:

ORDINARY BUSINESS

1. Adoption of the Annual Audited Standalone and Consolidated Financial Statements and Reports thereon

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2020, together with the reports of the Board of Directors and Auditors thereon.

2. Confirmation of Interim Dividend

To confirm the payment of Interim dividend on Equity Shares. The Board of Directors in its meeting held on 9th March, 2020 had declared an Interim Dividend of ₹ 2.5 (i.e 50%) per equity share of face value of ₹ 5/- each for the financial year 2019-20.

3. Appointment of a Director in place of one retiring by rotation

To appoint a Director in place of Mr. Shyamal A. Bodani (DIN:00617950) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Ratification of remuneration of Cost Auditor

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 1,45,000/- (Rupees One lakh forty-five thousand only) per annum, plus applicable taxes and re-imbursalment of out of pocket expenses incurred in connection with the Audit, as approved by the Board of Directors based on recommendation of Audit Committee of the Company, to be paid to M/s V. J. Talati & Co. (Firm Registration No.R00213), Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31st March, 2021, be and is hereby ratified and confirmed.”

5. Appointment of Mr. Bhadreshkumar A. Pandiya as Whole Time Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, Mr. Bhadreshkumar A. Pandiya (DIN: 08809906) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 10th, August, 2020 and who holds office up to the date of this 48th Annual General Meeting of the Company in terms of Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act, including any statutory modification(s) or re-enactment thereof, consent of the members be and is hereby accorded to the appointment of Mr. Bhadreshkumar A. Pandiya (DIN: 08809906) as a Whole-time Director designated as the ‘Executive Director-Operations’ of the Company, for a period of 5 years with effect from 10th August, 2020 on the remuneration as may be approved by the Board of Directors subject to a maximum remuneration of ₹ 50,00,000/- (Rupees Fifty lakh only) per annum and on such terms and conditions as set out in the explanatory statement attached hereto.

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

**By Order of the Board of Directors
For Oriental Aromatics Limited**

**Kiranpreet Gill
Company Secretary**

**Place: Mumbai,
Date: 10th August, 2020**

Registered Office:

133, Jehangir Building, 2nd Floor,
Mahatma Gandhi Road, Mumbai- 400001.
CIN: L17299MH1972PLC285731
E-mail:cs@orientalaromatics.com

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical attendance of the Members at the AGM venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 48th AGM of the Company is being held through VC / OAVM. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting at the AGM will be provided by NSDL. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Notice.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc) intending to attend the meetings through their authorized representatives are requested to send a scanned copy (PDF/JPG Format) of certified true copy of the Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatories who are authorized to vote, to the Scrutinizer through e-mail at shreyanscs@gmail.com with a copy marked to evoting@nsdl.co.in and to the Company at cs@orientalaromatics.com.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on ‘first come first serve’ basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee and also the Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis.
6. The recorded transcript of the AGM shall also be made available on the website of the Company at www.orientalaromatics.com as soon as possible after the meeting is over.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
9. As per the MCA General Circular 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent- Sharex Dynamic (India) Private Limited (“RTA”) of the Company/ Depository Participant(s). Members who have not registered their e-mail ids are requested to refer to Note No. 27 (II) -e-voting instructions i.e. procedure for obtaining the Login credentials for remote e-voting.
10. We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants, and Members holding shares in physical form are requested to update their e-mail addresses with our RTA, Sharex Dynamic (India) Pvt. Ltd at support@sharexindia.com for receiving all communication, including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 20/2020 dated 05th May, 2020, the Notice calling the AGM will be placed on the website of the Company at www.orientalaromatics.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively and the AGM Notice will also be available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

12. Statement giving details of the Directors seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.
13. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, 8th September, 2020 to Tuesday, 15th September, 2020 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and as per the provisions of Regulation 42 of the SEBI Listing Regulations, for annual closing.
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode and the same may be accessed upon during the AGM on the website of the Company i.e. www.orientalaromatics.com under the head Investor Relations-Inspection Documents.
15. Share transfer documents and all correspondence relating thereto, should be addressed to RTA at C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083 or at their designated email id i.e. support@shareindia.com.
16. Under the system of payment of dividend through NECS, the shareholders get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of warrant in transit or its fraudulent encashment. Shareholders holding shares in physical form and desirous of availing NECS facility are requested to furnish particulars of their bank account (including 9 digit MICR code) to the Company's RTA and in respect of shares held in demat (electronic) form such particulars should be furnished to respective Depository Participants.
17. SEBI has amended Regulation 40 of SEBI Listing Regulations, pursuant to which securities can be transferred only in dematerialized form. However, it is clarified that members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risk associated with physical shares.
18. Members holding shares in physical mode:
 - a) are requested to submit their Permanent Account Number (PAN) and bank account details to the Company/ RTA, if not registered with the Company as mandated by SEBI.
 - b) are advised to register the nomination in respect to their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website www.orientalaromatics.com and can be accessed at link <http://www.orientalaromatics.com/documents/downloads/sh-13-nomination-form.pdf>
 - c) who are desirous of cancelling/ varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the RTA of the Company.
 - d) are requested to intimate any change in address or bank mandates to the Company/ RTA.
19. Members holding shares in electronic mode:
 - a) are requested to submit their Permanent Account Number (PAN) and bank account details to their respective Depository Participants (DP) with whom they are maintaining their demat accounts.
 - b) are advised to contact their respective DP's for registering the Nomination.
 - c) are requested to intimate any change in address or bank mandates to their respective DP's
20. Non- Resident Indian members are requested to inform RTA, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
22. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic Statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

23. The provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules) are applicable to the Company. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends on the website of the IEPF viz. www.iepf.gov.in and on the website of the Company under “Investors Relations Section”.
24. The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these rules, members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back by them. Concerned members/investors are advised to visit the web link: <http://iepf.gov.in/IEPFA/refund.html> or contact RTA for lodging claim for refund of shares and/or dividend from the IEPF Authority. For details, please refer to corporate governance report which is a part of this Annual Report.
25. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
26. An interim dividend at the rate of ₹ 2.5 (50%) per equity share of ₹ 5/- each declared by the Board at its meeting held on 9th March, 2020 has been paid to all the eligible members as on 20th March 2020, being the record date for the purpose of interim dividend.

The directors recommend for confirmation of the shareholders the above referred interim dividend for the financial year ended 31st March 2020.

As per the SEBI Listing Regulations and pursuant to SEBI Circular dated 20 April 2018, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, the interim dividend, which was declared on 09th March, 2020 was paid through electronic mode, where the bank account details of the shareholders were available. The intimation regarding such remittance was sent to the shareholders via e-mail, whose e-mail ids were registered/available with the Company.

However, with respect to the shares held by the shareholders in physical mode, the dividend warrants dated 27th March, 2020 could not be dispatched due to lockdown imposed by the government and temporary suspension of postal services as a precautionary measure against the spread of pandemic Novel Coronavirus (COVID 19). In view of the same, on resumption of postal services, dividend warrants dated 10th August, 2020 have been re-printed and are being dispatched to the shareholders.

27. THE INFORMATION AND INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- a) The Company is pleased to provide the facility to the members to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means.
- b) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Tuesday, 8th September, 2020. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- c) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Tuesday, 8th September, 2020, only shall be entitled to avail the facility of e-voting.

I. The instructions for shareholders for remote e-voting are as under:

- (i) The remote voting period begins on Friday, 11th September, 2020 at 09:00 a.m. and ends on Monday, 14th September, 2020 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 Tuesday, 08th September, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

(ii) How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

DETAILS ON STEP 1 ARE MENTIONED BELOW:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your e-mail id is not registered, please follow the steps mentioned below in **process for those shareholders whose e-mail ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

DETAILS ON STEP 2 ARE GIVEN BELOW:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status
 3. Select “EVEN” of company for which you wish to cast your vote
 4. Now you are ready for e-voting as the Voting page opens
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted
 6. Upon confirmation, the message “ Vote cast successfully” will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- (iii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsd.com to reset the password.
- (iv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or send a request to Mr. Pratik Bhatt at evoting@nsdl.co.in.

II. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to our RTA at support@sharexindia.com and to cs@orientalaromatics.com

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) to RTA at support@sharexindia.com and to cs@orientalaromatics.com

III. Instructions for shareholders attending the AGM through VC/OAVM are as under:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsd.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account

number/folio number, email id, mobile number at cs@orientalaromatics.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@orientalaromatics.com. These queries will be replied by the company suitably by email.

- (vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

IV. Instructions for shareholders for e-voting during the AGM are as under:-

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (iii) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
28. CS Shreyans Jain, Company Secretary in Practice has been appointed as the scrutinizer to scrutinize the voting process (both Remote e-voting and voting through electronic means at AGM) in fair and transparent manner.
29. The Scrutinizer, after scrutinizing the votes cast through remote e-voting and through electronic means at the AGM, will not later than three days of the conclusion of the meeting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the consolidated Scrutiniser's Report shall be placed on the website of the Company i.e NSDL i.e www.evoting.nsdl.com after the declaration of results. The results shall also be simultaneously communicated to the stock Exchanges.
30. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the meeting, i.e. 15th September, 2020.

**By order of the Board of Directors
For Oriental Aromatics Limited**

**Kiranpreet Gill
Company Secretary**

**Place: Mumbai
Date: 10th August, 2020**

Registered Office:

133, Jehangir Building
2nd Floor, Mahatma Gandhi Road, Mumbai- 400001.
CIN: L17299MH1972PLC285731
E-mail: cs@orientalaromatics.com

ANNEXURE FORMING PART OF THE NOTICE

(Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013)

This Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No.4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s V. J. Talati & Co., (Firm Registration No. R00213) Cost Accountants for the conduct of the audit of cost records made and maintained by the company, at the remuneration of ₹ 1,45,000/- (Rupees one lakh forty-five thousand only) plus all applicable taxes & re-imbursment of out-of-pocket expenses for the financial year ending 31st March, 2021. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be approved by the Members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution at item no. 4 of this notice.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval and ratification by the members of the Company.

Item No. 5:

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 10th August 2020, appointed Mr. Bhadreshkumar A. Pandiya as an Additional Director of the Company with effect from 10th August 2020 and he holds office upto the date of this 48th Annual General Meeting pursuant to the provisions of Section 161 (1) of the Companies Act, 2013. At the same meeting, the Board of Directors appointed Mr. Bhadreshkumar A. Pandiya as a Whole-time Director designated as 'Executive Director- Operations' for a period of 5 years, subject to the approval of the Members.

Mr. Bhadreshkumar A. Pandiya is a Chemical Engineer and he has 24 years of experience in different fields like Specialty Chemicals, Aromatic, Petrochemical, Hydrogenation, Agro- intermediate and Biochemical etc. Mr. Bhadreshkumar A. Pandiya possesses requisite knowledge, experience and skill for the position of director. As required under Regulation 36 of the SEBI Listing Regulations, his brief resume is furnished and forms part of this Notice.

Mr. Bhadreshkumar A. Pandiya has conveyed his consent to act as a Director of the Company and has made the necessary disclosures and declarations. The Company has received a notice in writing from a Member proposing the candidature of Mr. Bhadreshkumar A. Pandiya for the office of Director of the Company.

Mr. Bhadreshkumar A. Pandiya is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI). The present terms and conditions of appointment of Mr. Bhadreshkumar A. Pandiya, as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:

1. Remuneration:

Remuneration of Mr. Bhadreshkumar A. Pandiya will be so fixed by the Board of Directors from time to time after taking into account the recommendations of the Nomination & Remuneration Committee, such that the salary and the aggregate value of all perquisites and allowances shall not exceed the overall ceiling on remuneration approved by the Members in General Meeting.

Your Directors have recommended a ceiling on remuneration of ₹ 50,00,000/- (Rupees Fifty Lakh only) per annum as under:

- a) Gross Salary of ₹ 1,50,000/- ₹ 4,00,000/- per month.
- b) Perquisites: Perquisites classified in the Part A & Part B are included in the gross salary as above and perquisites classified in Part C are in addition to salary of Mr. Bhadreshkumar A. Pandiya which are as under:

PART A

i. Medical Reimbursement:

Reimbursement of expenses incurred by the Executive Director for self and family subject to a ceiling of one month's basic salary in a year or five months' basic salary over a period of five years, which is included in the gross salary.

ii. Leave Travel Concession:

Reimbursement of expenses incurred by the Executive Director for self and family subject to a ceiling of one month's basic salary in a year or five months' basic salary over a period of five years, which is included in the gross salary.

PART B

i. Provident Fund and Superannuation Fund:

Company's contribution to Provident Fund and Superannuation Fund in accordance with the rules and regulations in force in the Company from time to time. Contribution to these funds will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

i. Gratuity:

Benefits in accordance with the rules and regulations in force in the Company from time to time, but shall not exceed half a month's salary for each completed year of service.

PART C

Telephone:

Provision of Telephone and internet at residence and mobile phone will not be considered as a perquisite.

OTHER BENEFITS TO THE EXECUTIVE DIRECTOR:

- a. Leave as per rules in force in the Company from time to time.
- b. Benefits under other Schemes including any insurance policy, in accordance with the practices, rules and regulations in force from time to time.
- c. Such other benefits as may be provided by the Company to other senior officers from time to time.

2. Minimum Remuneration:

If in any financial year, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites will be subject to the ceilings and the conditions set out in Section II of Part II of Schedule V of the Companies Act 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof except Mr. Bhadreshkumar A. Pandiya has any concern or interest financial or otherwise in the resolution at item no. 5 of this notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members of the Company.

**By order of the Board of Directors
For Oriental Aromatics Limited**

**Kiranpreet Gill
Company Secretary**

Place: Mumbai

Date: 10th August, 2020

Registered Office:

133, Jehangir Building
2nd Floor, Mahatma Gandhi Road, Mumbai- 400001.
CIN: L17299MH1972PLC285731
E-mail:cs@orientalaromatics.com

Details of Directors seeking Appointment/Re-appointment at the 48th Annual General Meeting (Pursuant to Regulation 26 and 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and SS-2- Secretarial Standards on General Meetings:

Name of the Director	Mr. Shyamal A. Bodani	Mr. Bhadreshkumar A. Pandiya
DIN	00617950	08809906
Date of Birth & Age	22 nd September 1980, 39 years	3 rd October, 1973, 46 years
Date of 1 st Appointment on the Board	22 nd August, 2008	10 th August, 2020
Qualification	B.A. (Hons.) International Business Studies, London,U.K	B.Tech (Chemical), Gujarat
Experience (including Expertise in Specific Functional Area)/ Brief Resume	Mr. Shyamal A. Bodani, Executive Director of the Company started his career in the year 2003, currently he undertakes local as well as overseas marketing sales and export promotion etc. and is actively involved in financial activities of the Company. He also looks after the business of manufacturing of fragrances and flavours in India and abroad and has contributed tremendously towards the robust growth of the Company.	Mr. Bhadreshkumar A. Pandiya is having Twenty-four years of rich experience in Chemical Manufacturing industries in Speciality Chemicals, Aromatic, Petrochemical, Hydrogenation, Agro- intermediate and Biochemical etc. He has expertise in product development, systems improvement, strategic cost control, technical service etc
Terms and Conditions of re-appointment	As per Agreement/Explanatory statement	As per Agreement/Explanatory statement
Directorships held in other listed Companies	NIL	NIL
Memberships/Chairmanships of Committees in other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL
Inter-se relationship with other Directors and Key Managerial Personnel	Mr. Dharmil A Bodani- Brother	Not related to any Director/Key Managerial Personnel
Number of shares held in the Company as on 31 st March 2020	1,24,80,000 shares	NIL

Note: For Details such as Number of Board Meetings attended during the financial year 2019-20 by the above Directors and remuneration drawn by them, please refer the Corporate Governance Report which is the part of this Annual Report.

**By Order of the Board of Directors
For Oriental Aromatics Limited**

**Kiranpreet Gill
Company Secretary**

**Place: Mumbai,
Date: 10th August, 2020**

Registered Office:

133, Jehangir Building
2nd Floor, Mahatma Gandhi Road, Mumbai- 400001.
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