

Oriental Aromatics

Ref: OAL/BSE/NSE/74/2022-23

24th August, 2023

To
The Manager
Department of Corporate Services,
BSE Limited,
Phiroz Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
Scrip ID : OAL
Scrip Code: 500078

To
The Manager
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai - 400 051
Symbol: OAL
Series : EQ

Sub: Intimation of Postal Ballot Process initiated by the Company for obtaining approval of the shareholders

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice dated 10th August, 2023 seeking the approval of members by way of necessary resolution, as applicable by way of remote electronic voting ("e-voting").

In compliance with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on **Friday, 18th August, 2023**. ("Cut-off Date")

The Company has engaged the services of **National Securities Depositories Limited** ("NSDL") to provide e-voting facility to its Members. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on the Cut-off date. The remote e-voting period commences from 09.00 a.m. (IST) on Friday, 25th August, 2023 and ends at 05.00 p.m. (IST) on Saturday, 23rd September, 2023.

Oriental Aromatics Ltd.

Registered Office 133, Jehangir Building, 2nd Floor, M.G. Road, Fort, Mumbai 400 001, India.

T +91-22-66556000 / 43214000 **F** +91-22-66556099 **E** oa@orientalaromatics.com **CIN** L17299MH1972PLC285731

www.orientalaromatics.com

Oriental Aromatics

Members who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

Members may note that this Postal Ballot Notice will also be available on the Company's website www.orientalaromatics.com and on the website of NSDL: <https://www.evoting.nsdl.com>.

The results of the Postal Ballot will be communicated to you on or before Tuesday, 26th September, 2023.

You are requested to kindly take the same on your records.

For Oriental Aromatics Limited

Kiranpreet Gill
Company Secretary & Compliance Officer

Oriental Aromatics Ltd.

Registered Office 133, Jehangir Building, 2nd Floor, M.G. Road, Fort, Mumbai 400 001, India.

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Oriental Aromatics

CIN: L17299MH1972PLC285731

Regd. Office: 133 Jehangir Building, 2nd Floor, Mahatma Gandhi Road, Mumbai – 400001

Tel No.: 91 22 43214000; **Fax No. :** 91 22 43214099

Website: www.orientalaromatics.com; **Email:** investors@orientalaromatics.com

POSTAL BALLOT NOTICE

PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

VOTING STARTS ON	VOTINGS ENDS ON
25.08.2023	23.09.2023

Dear Member(s)

Notice is hereby given pursuant to sections 110, 108 and other applicable provisions, if any of the Companies Act, 2013 (*“the Act”*) (including any amendment thereto or re-enactment thereof) read with the Companies (Management and Administration) Rules, 2014 (*“the Rules”*) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*“Listing Regulations”*), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (*“MCA Circulars”*), Secretarial Standard on General Meetings (*“SS-2”*) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), if any, that the resolutions appended below is proposed to be passed by the members of the Company through postal ballot, only by way of remote e-voting process (E-voting).

The explanatory statement pursuant to section 102 of the Act pertaining to the proposed resolution setting out the material facts concerning the resolution and the reasons thereof are annexed hereto with the postal ballot notice for your consideration.

SPECIAL BUSINESS:

Appointment of Ms. Sapna Uttam Tulsiani (DIN: 00023934), as an Independent Director of the Company

To consider and if thought fit, to give assent/dissent to the passing of the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (*“Act”*) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (*“Listing Regulations”*) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Sapna Uttam Tulsiani (DIN:00023934), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 10, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of four years till August 9, 2027 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Place: Mumbai

Date: 10.08.2023

Registered Office:

133, Jehangir Building

2nd Floor, Mahatma Gandhi Road, Mumbai- 400001.

CIN: L17299MH1972PLC285731

E-mail: investors@orientalaromatics.com

Kiranpreet Gill

Company secretary & Compliance Officer

NOTES:

1. The Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013, setting out the material facts and reasons for the proposed special resolution(s) is annexed hereto and forms part of the Postal Ballot Notice (the "Notice").
2. Pursuant to MCA Circulars issued, provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India Circular, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 05, 2023, the Notice is being sent by electronic mode only, to the Members whose e-mail address are registered with the Company / Depository Participant or the Registrar & Share Transfer Agent of the Company viz. Link Intime India Private Limited.
3. This notice is being sent to the Members of the Company, whose name appear in the Register of Members/ List of Beneficial Owners provided by National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on Friday, 18th August, 2023 ("Cut-off date") The Notice is available on the Company's website viz. www.orientalaromatics.com and on the website of e-voting agency viz www.evoting.nsdl.com
4. Pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of Listing Regulations, Members are provided the facility to cast their vote on resolutions set forth in the Notice, through remote e-voting facility ("remote e-voting") and for the same, the Company has engaged the services of National Securities and Depository Limited (NSDL), as the authorized agency to provide the remote e-voting facility. Members are requested to carefully read the "Procedure and instructions for remote e-voting" outlined hereunder.
5. Any person whose name appears in the Register of Members / List of Beneficial Owners as on the Cut-off date shall be entitled to vote through remote e-voting on the resolution(s) set forth in the Notice. Voting right of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member / Beneficial Owner as on the Cut-off date i.e. 18th August, 2023. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only.
6. Members, who have not registered their e-mail address, are requested to register the same with the Company's RTA / Depository Participant(s), to enable the Company to send future communication(s) to them in electronic form. It is however, clarified that all the persons who are members of the Company as on Cut-off date (including those members who may not have received this Notice due to non-registration of their email ID with the Company or the Depositories) shall be entitled to vote in relation to the resolution(s) specified in this Notice. Kindly refer the instructions to vote as specified in point no 7 for the shareholders who have not registered their e-mail ids.
7. Process for those shareholders whose email ids are not registered with the depositories for registration of e-mail ids for receiving the further communications from the Company in electronic form:

- **Members holding shares in physical form** can register their E-mail ids with Link Intime India Pvt Ltd (RTA) by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification

- **The Members of the Company holding Equity Shares of the Company in Demat Form** can register their e-mail addresses with Link Intime India Pvt Ltd (RTA) by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

8. **Updation of KYC, Bank Details and dematerialisation of Shares**

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated 16th March, 2023, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature) and nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. Any payments including dividend in respect of such frozen folios shall only be made electronically with effect from 1st April, 2024, upon registering the required details.

The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details on 31st May, 2023. The relevant forms in this regard have been made available on the website of the Company at <http://www.orientalaromatics.com/downloads.php>

Process for Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime India Pvt Ltd , by clicking https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E-mail/Bank Registration heading and follow the registration process as guided therein. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

Issue of securities in dematerialised form:

SEBI has amended Regulation 40 of SEBI Listing Regulations, pursuant to which securities can be transferred only in dematerialized form. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risk associated with physical shares.

9. Pursuant to the provisions of Regulation 36 of Listing Regulations and Clause 1.2.5 of Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, prescribed details of Directors are annexed herewith.
10. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to investors@orientalaromatics.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
11. The Board of Directors of the Company has appointed CS Shreyans Jain, Practicing Company Secretary, Mumbai Membership No. FCS8519 & Certificate of Practice No. 9801 as the Scrutinizer to scrutinize the voting done through remote e-voting process, in a fair and transparent manner, and he has given his consent to act as Scrutinizer.
12. Any queries/grievances pertaining to voting by postal ballot including the E-voting process can be addressed to Ms. Kiranpreet Gill, Compliance Officer of the Company, at Oriental Aromatics Limited, 133, Jehangir Building, 2nd floor, Mahatma Gandhi Road, Fort, Mumbai - 400 001 or by sending an e-mail at investors@orientalaromatics.com
13. **E-voting:**
 - i. In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.
 - ii. The Remote E-voting period begins on Friday, 25th August, 2023 at 09:00 a.m. and ends on Saturday, 23rd September, 2023 at 5.00 p.m. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

- iii. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off date i.e. 18th August, 2023.
- iv. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. 18th August, 2023., (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

14. 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: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;">  <p>NSDL Mobile App is available on</p> <p>App Store Google Play</p> <p>QR code for App Store QR code for Google Play</p> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-48867000 and 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- 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.
 - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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 etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.

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

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be **allowed to modify your vote**

General Guidelines for shareholders

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at shreyanscs@gmail.com, with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter” displayed under “e-voting” tab in their login.**
- ii. 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.nsdl.com to reset the password.
- iii. 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.nsdl.com or call on 022-48867000 and 022-24997000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- i. 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 investors@orientalaromatics.com
- ii. 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 investors@orientalaromatics.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- iii. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
15. The Scrutinizer will submit his report to the Chairman of the Company (*“the Chairman”*) or any other person authorized by the Chairman after the completion of the scrutiny of the remote e-voting process, for declaration of results. The results of Postal Ballot shall be declared on or before Tuesday, 26th September, 2023 by the Chairman or person authorised by Chairman and shall be intimated to the stock exchanges on which the Equity Shares of the Company are listed. The results will also be displayed on the website of the Company i.e. www.orientalaromatics.com and on for the information of the members. The resolution(s), if passed by requisite majority, shall be deemed to have been passed on the date of end of remote e-voting facility, i.e. Saturday, 23rd September, 2023.

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

Place: Mumbai
Date: 10.08.2023

Kiranpreet Gill
Company secretary & Compliance Officer

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

Annexure forming part of the notice

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

The following explanatory statement sets out all the material facts relating to Item No. 1 mentioned in the accompanying Notice:

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on August 10, 2023, appointed Ms. Sapna Uttam Tulsiani as an Additional Director in the capacity of Independent Director of the Company for a term of four (4) years with effect from August 10, 2023 till August 09, 2027 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received:

- (i) Consent in writing from Ms. Sapna Uttam Tulsiani to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules from Ms. Sapna Uttam Tulsiani to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;
- (iv) A declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority;
- (v) A notice in writing by a member proposing her candidature under Section 160(1) of the Act.

For appointment of Ms. Tulsiani, the Nomination and Remuneration Committee ("NRC") took into consideration her rich experience in strategy formulation and implementation of business processes and the skills possessed by her. Further NRC on the basis of the desired attributes for the selection of the Independent Director(s), recommended the candidature of Ms. Tulsiani.

She shall be entitled for payment of sitting fees for attending the meetings of the Board or committee thereof either personally or through Video conference or other audio visual means, as may be decided by the Board of Directors. The sittings fees payable shall be within the limits mandated under the Companies Act, 2013 and Rules made thereunder (as amended from time to time).

The Board noted that Ms. Tulsiani's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Ms. Tulsiani is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Ms. Tulsiani is justified due to the following reasons:

Ms. Tulsiani has functional expertise in sales, marketing, business development, product management, vendor development, strategy conceptualization and exports. She has been leading strategy formulation and implementation of business processes since the past 26 years. She has done her HSC from HR College of Commerce and Economics, Mumbai.

She currently holds directorship in two companies:-

- a) Kings Holdings and Finance Private Limited, and
- b) Kings Impex Pvt Ltd

Ms. Tulsiani has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further, Ms. Tulsiani has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

In the opinion of the Board, Ms. Sapna Tulsiani fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

A copy of the draft letter for the appointment of Ms. Tulsiani as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Saturday, 23rd September, 2023.

The resolution seeks the approval of members for the appointment of Ms. Tulsiani as an Independent Director of the Company from on Friday, 25th August, 2023 at 09:00 a.m. and ends on Saturday, 23rd September, 2023 at 5.00 p.m. (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Saturday, 23rd September, 2023.

The profile and specific areas of expertise of and other relevant information as required under Listing Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Ms. Tulsiani as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives except Ms. Tulsiani to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in this notice for the approval of Members.

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

Kiranpreet Gill
Company secretary & Compliance Officer

Place: Mumbai

Date: 10.08.2023

Registered Office:

133, Jehangir Building

2nd Floor, Mahatma Gandhi Road, Mumbai- 400001.

CIN: L17299MH1972PLC285731

E-mail: investors@orientalaromatics.com

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name of the Director	Ms. Sapna Uttam Tulsiani
DIN	DIN: 00023934
Date of Birth & Age	26 th March, 1968 , 55 years
Date of 1 st Appointment on the Board	10 th August, 2023
Qualification	HSC from HR College of Commerce and Economics, Mumbai
Brief Resume/ Nature of expertise in specific functional areas	Ms. Tulsiani has functional expertise in sales, marketing, business development, product management, vendor development, strategy conceptualization and exports. She has been leading strategy formulation and implementation of business processes since the past 26 years. She currently holds directorship in two companies:- a) Kings Holdings and Finance Private Limited, and b) Kings Impex Pvt Ltd
Terms and Conditions of appointment	As per the resolution of this Notice read with the explanatory statement thereto
Directorships held in other listed Companies	Nil
Memberships/Chairmanships of Committees in other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Last drawn remuneration and number of Board meetings attended	It is proposed to appoint Ms. Sapna Tulsiani as an Independent Director for her first term on the Board w.e.f 10 th August, 2023 and hence, these details are not applicable.
Remuneration proposed to be paid	Sitting fees for attending the meetings of the Board or committee thereof
Number of shares held in the Company as on date	850 shares
Listed Entities from which Ms. Sapna has resigned as Director in past 3 years	Nil
Skills and capabilities required for the role and the manner in which Ms Sapna meets such requirements	Please refer to the explanatory statement

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

Kiranpreet Gill
Company Secretary

Place: Mumbai

Date: 10th August, 2023

Registered Office:

133, Jehangir Building

2nd Floor, Mahatma Gandhi Road, Mumbai- 400001.

CIN: L17299MH1972PLC285731

E-mail- investors@orientalaromatics.com