

# *Oriental Aromatics*

Date: 31.08.2018

To,  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Scrip ID- OAL  
Scrip Code – 500078

Sub: Submission of Notice of 46<sup>th</sup> Annual General Meeting under Regulation 30(6) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 and Intimation of Book Closure

Dear Sir / Madam,

We hereby wish to inform you that the 46<sup>th</sup> Annual General Meeting of the members of the Company will be held on Monday, 24<sup>th</sup> September, 2018 at 11:00 a.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20, K. Dubash Marg, Kala Ghoda, Fort, Mumbai-400001

Pursuant to Regulation 30(6) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby submit Notice of the 46<sup>th</sup> Annual General Meeting of the Company that was sent to all the shareholders in the permitted mode. The notice has also been placed on our website [www.camphor-allied.com](http://www.camphor-allied.com).

We further inform that the Register of Members & Share Transfer Books will remain closed from Saturday, 15<sup>th</sup> September, 2018 to Monday, 24<sup>th</sup> September, 2018 (both days inclusive) for the purpose of Annual General Meeting (AGM) and payment of dividend, if approved at the ensuing 46<sup>th</sup> AGM of the members of the Company.

You are requested to take note of the above and acknowledge the receipt.

Thanking you,  
Yours faithfully,

**For Oriental Aromatics Limited**

*Kiranpreet Gill*  
**Kiranpreet Gill**

**Company Secretary & Compliance Officer**



*Oriental Aromatics Ltd.*

(Formerly Camphor and Allied Products Limited)

**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](http://www.orientalaromatics.com)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 46<sup>th</sup> Annual General Meeting of the members of Oriental Aromatics Limited (Formerly Camphor and Allied Products Limited) will be held on Monday, 24<sup>th</sup> September, 2018 at 11:00 a.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20, K. Dubash Marg, Kala Ghoda, Fort, Mumbai- 400001, 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 31<sup>st</sup> March, 2018, together with the reports of the Board of Directors and Auditors thereon.

#### 2. Declaration of Dividend

To declare final dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2018.

(The Board of Directors has recommended a dividend of ₹ 2/- (i.e 20 %) per equity share of face value of ₹10 each.)

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

To appoint a Director in place of Mr. Satish Kumar Ray (DIN: 07904910 ) who retires by rotation and being eligible, offers himself for re-appointment.

#### 4. Appointment of Statutory Auditors

To appoint Auditors and to fix their remuneration and in this regard, 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 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and upon the recommendations of the Audit Committee, M/s Bagaria & Co. LLP (Registration No.113447W/W-100019), Chartered Accountants be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 years from the conclusion of this Annual General Meeting until the conclusion of 51<sup>st</sup> Annual General Meeting on such remuneration as may be decided by the Board of Directors of the Company.

### SPECIAL BUSINESS

#### 5. 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 ₹1,30,000/-(Rupees

One lakh thirty thousand only) per annum, plus service tax and re-imbusement of out of pocket expenses as approved by the Board of Directors based on recommendations 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 FY ending 31<sup>st</sup> March, 2019 be and is hereby ratified and confirmed.

#### 6. Re-appointment of Mr. Dharmil A. Bodani as Managing Director.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and 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 Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Dharmil A Bodani (DIN : 00618333) as Managing Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from 22<sup>nd</sup> August, 2018 till 21<sup>st</sup> August 2023, on such terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this meeting with specific authority to the Board of Directors to alter or vary terms and conditions of the said re-appointment and/or remuneration as may be agreed between the Board of Directors and Mr. Dharmil A. Bodani, subject to the ceiling on remuneration of ₹ 2,10,00,000/- (Rupees Two Crore and Ten Lakh only) per annum.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### 7. Re-appointment of Mr. Shyamal A. Bodani as Executive Director

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and 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 Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Shyamal A Bodani (DIN:00617950), as a Whole-time Director designated as Executive Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from 22<sup>nd</sup> August, 2018 till 21<sup>st</sup> August 2023, on such terms and conditions including remuneration as set out in the Statement annexed to Notice convening this meeting, with specific authority to the Board of Directors to alter or vary terms and conditions of the said re-appointment and/or remuneration as may be agreed between the Board of Directors and Mr. Shyamal A. Bodani, subject to the ceiling on remuneration of ₹ 1,56,00,000/- (Rupees One Crore and Fifty Six Lakh only) per annum.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## 8. Re-appointment of Ms. Amruda V. Nair, as an Independent Director

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

**“RESOLVED THAT** that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Amruda V. Nair (DIN: 06716791), Independent Director of the Company, whose period of office is liable to expire on 2<sup>nd</sup> October, 2018, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company for second term of 5 (five) consecutive years with effect from 3<sup>rd</sup> October, 2018 to 2<sup>nd</sup> October, 2023 and the term shall not be subject to retirement by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## 9. Confirmation of appointment of Mr. Prakash V. Mehta as an Independent Director

To consider and if thought fit to pass with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 read with Schedule IV of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment of Mr. Prakash V. Mehta (DIN:00001366), who was appointed as an Independent Director of the Company in the 42<sup>nd</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2014 to hold office for a term of five consecutive years with effect from 26<sup>th</sup> September 2014 upto the conclusion of the 47<sup>th</sup> Annual General Meeting in the calendar year 2019, and who has attained the age of seventy five years on 12<sup>th</sup> February, 2017, be and is hereby confirmed as an Independent Director of the Company to hold office upto the conclusion of 47<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper 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,  
Dated : 14<sup>th</sup> August, 2018

### Registered Office:

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

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

This instrument appointing proxy in order to be effective should be lodged at the Registered Office of the Company not less than forty- eight hours before the time of the meeting. A blank proxy form is sent herewith. Pursuant to section 105 of the act a person shall not act as proxy for more than fifty members & holding in aggregate not more than ten percent of the total share capital of the Company. However a single person may act as a proxy for a member holding more than ten percent of the total share capital of the Company provided that such person shall not act as a proxy for any other person. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. 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.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday 15<sup>th</sup> September, 2018 to Monday, 24<sup>th</sup> September, 2018 (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 Obligations and Disclosure Requirements) Regulations, 2015 for annual closing and determining the entitlement of the shareholders to the dividend for financial year (FY) 2017-18.
4. The Dividend as recommended by the Board of Directors, if approved, will be paid on or after 29<sup>th</sup> September, 2018 to all the beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours and to the shareholders (holding shares in physical form) whose name stand on the Register of Members of the Company on Friday, 14<sup>th</sup> September, 2018.
5. Members are requested to en-cash their Dividend Warrants immediately on their receipt, as dividends remaining unclaimed for seven years from the date of transfer to the company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund established by the Central Government, as per Section 125 of the Companies Act, 2013.
6. 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. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. The Company has transferred the unpaid or unclaimed dividends declared upto FY 2009-10, from time to time, to Investor Education and Protection Fund (IEPF) established by Central Government. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the 45<sup>th</sup> Annual General Meeting held on Monday, 25<sup>th</sup> September 2017, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company under "Investors Relations Section" on the website of the Company.
7. 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 Registrar & Share Transfer Agent, (RTA) M/s Sharex Dynamic (India) Private Limited and in respect of shares held in demat (electronic) form such particulars should be furnished to respective Depository Participants.



8. All the documents referred to in this notice are open for inspection to the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m., upto the date of the Annual General Meeting and during the time of the Meeting.
9. The facility for voting through Ballot paper shall be made available at the venue of the meeting and only the Members attending the meeting who have not cast their vote through remote e-voting shall be entitled to vote at the meeting.
10. (a) Pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the FY 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on 30<sup>th</sup> November, 2017. Details of the shares transferred to the IEPF Authority are available on the website of the Company ([www.camphor-allied.com](http://www.camphor-allied.com)). The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link [www.iepf.gov.in](http://www.iepf.gov.in).  
  
(b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact RTA/Company for lodging claim for refund of shares and/or dividend from the IEPF Authority.
11. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization with effect from 5<sup>th</sup> December, 2018.
12. Members holding shares in physical mode:
  - (a) are requested to submit their Permanent Account Number (PAN) and bank account details to the Company/ Sharex Dynamic (India) Private Ltd, 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 and can be accessed at link <http://www.camphor-allied.com/NomForm.pdf>.
  - (c) are requested to register/update their email address with the Company/ Sharex Dynamic (India) Private Ltd for receiving all communications from the Company electronically.
13. 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 for registering the Nomination.
  - (c) are requested to register/update their email address with their respective DP for receiving all communications from the Company electronically.
14. Non- Resident Indian members are requested to inform Sharex Dynamic (India) Private Ltd, 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.
15. 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.
  16. 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 Obligations and Disclosure Requirements) Regulations, 2015 (also Referred as "Listing Regulations") as and Secretarial Standard-2 and Schedule V to the Companies Act, 2013.
  17. Electronic copy of the Annual Report for FY 2017-18 is being sent to all the members whose email IDs are registered with the Company /Depository Participants(s) for communication purposes unless any member has requested for a print copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2017-18 is being sent in the permitted mode.
  18. Members may also note that the Annual Report for FY 2017-18 including Notice of the 46<sup>th</sup> Annual General Meeting will also be available on the Company's website i.e. [www.camphor-allied.com](http://www.camphor-allied.com) for their download.
  19. Members are requested to bring their copies of the Annual Report along with Attendance Slip at the time of attending the Annual General Meeting
  20. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signature(s) duly attested and authorizing their representative(s) to attend and vote on their behalf
  21. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share Certificates to Sharex Dynamic (India) Private Limited, for consolidation into a single folio.

## **22. Voting through electronic means:**

In terms of Section 108 of the Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is providing the facility to its Members holding shares as on Cut-off Date ["Cut-off Date" means a date not earlier than 7 days before the date of general meeting for determining the eligibility to vote by electronic means or in the general meeting], i.e. Monday, 17<sup>th</sup> September, 2018 to exercise their right to vote on Resolutions proposed to be passed in the meeting by electronic means and the business may be transacted through remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Information and instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Thursday, 20<sup>th</sup> September 2018 at 9.00 a.m. and ends on Sunday, 23<sup>rd</sup> September 2018 at 5.00 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 of Monday, 17<sup>th</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



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- (xi) Click on the EVSN for the relevant “Oriental Aromatics Limited” on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
23. The Voting rights of the members shall be in proportion to their shares of the paid up capital of the company as on the cut off date of Monday, 17<sup>th</sup> September, 2018.
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24. CS Shreyans Jain, Company Secretary in Practice has been appointed as the scrutinizer to scrutinize the voting process (both Remote e-voting and voting process at the AGM) in fair and transparent manner.
25. The Scrutiniser shall immediately, after the conclusion of voting at AGM, will first count the votes cast at the AGM, thereafter unblock the votes cast through Remote e-voting in the presence of atleast two witness not in the employment of the Company. The Scrutiniser shall not later than three days of conclusion of the meeting, submit a Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
26. The results as declared by the Chairman or a person authorized by him in writing along with the scrutinizer's Report shall be immediately placed on the website of the Company i.e [www.camphor-allied.com](http://www.camphor-allied.com) after the declaration of results. The results shall also be simultaneously communicated to BSE Limited.

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

**Kiranpreet Gill  
Company Secretary**

Place : Mumbai  
Dated : 14<sup>th</sup> August, 2018

**Registered Office:**

133, Jehangir Building  
2<sup>nd</sup> Floor, Mahatma Gandhi Road, Mumbai- 400001.  
CIN : L17299MH1972PLC285731  
E-mail : [cs@orientalaromatics.com](mailto: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. 5:**

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 ₹ 1,30,000 (Rupees One lakh thirty thousand only) plus Service Tax & re-imbursement of out-of-pocket expenses for the financial year ending 31<sup>st</sup> March, 2019. 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.

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

**Item No. 6:**

Mr. Dharmil A. Bodani was appointed as the Managing Director of the Company for a period of five years commencing from 22<sup>nd</sup> August, 2013 to 21<sup>st</sup> August, 2018, post approval of the members in the 41<sup>st</sup> Annual General Meeting.

The Board at its meeting held on 14<sup>th</sup> August 2018, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members has approved the re-appointment of Mr. Dharmil A. Bodani as the Managing Director of the Company for a further period of five years commencing from 22<sup>nd</sup> August, 2018 to 21<sup>st</sup> August, 2023.

Mr. Dharmil A. Bodani satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment. He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company.

A brief profile of Mr. Dharmil A. Bodani, including nature of his expertise, is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Dharmil A. Bodani shall be entitled to ₹ 2,10,00,000/- (Rupees Two Crore and Ten Lakh only) per annum as the maximum remuneration, with specific authority to the Board of Directors to alter or vary terms and conditions of the said re-appointment and/or remuneration as may be agreed between the Board of Directors and Mr. Dharmil A. Bodani.

Broad particulars of the terms and conditions of re-appointment of, and remuneration payable to Mr. Dharmil A. Bodani are as under:

**A. Tenure of re-appointment:**

The re-appointment of Managing Director is for a period of 5 years commencing from 22<sup>nd</sup> August 2018 to 21<sup>st</sup> August 2023.

**B. Remuneration:**

- a) **Salary:** ₹ 8,00,000 - ₹ 12,00,000/- per month.

Other terms of remuneration of the Managing Director shall be under:

- b) **Incentive Remuneration:** Such incentive remuneration not exceeding 100% of the annual salary to be paid at the discretion of the Board annually, based on certain performance criteria.
- c) **Commission:** Such remuneration by way of Commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act 2013. The specific amount payable to the Managing Director will be based on certain performance criteria, to be laid down by the Board and will be payable annually after the Annual Accounts have been approved by the Board of Directors and adopted by the members.
- d) **Perquisites:** Perquisites will be allowed to the Managing Director, in addition to the salary and commission. For this purpose, the perquisites are classified into three categories, Part A, B and C.

**PART A**

- i. **Housing:** Company owned/rented accommodation as may be decided by the Board. In case where the Company owned/rented accommodation is provided, maintenance and repairs allowance of ₹ 3,00,000/- p.a. shall also be paid to the Managing Director. The expenditure incurred by the Company on gas, electricity, water and furnishing if provided shall be valued as per the Income Tax rules 1962.
- ii. **Medical Reimbursement:** Reimbursement of expenses incurred by the Managing 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.
- iii. **Leave Travel Concession:** Leave Travel Concession for Managing Director and his family once in a year incurred in accordance with the rules of the Company
- iv. **Club Fees:** Fees of one club. This will not include admission and life membership fees.

**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.
- ii. **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**

- i. **Car:** Provision of car for use on Company's business.
- ii. **Telephone:** Provision of telephone and internet at residence and mobile phone will not be considered as a perquisite.

**Other benefits to the Managing Director:**

- i. Leave as per rules in force in the Company from time to time.
  - ii. Benefits under other Schemes including any insurance policy, in accordance with the practices, rules and regulations in force from time to time.
  - iii. Such other benefits as may be provided by the Company to other senior officers from time to time.
- e) **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.

**C. General:**

- a) The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- b) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- c) The Managing Director shall adhere to the Company's code of Conduct.
- d) The office of the Managing Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of re-appointment of Mr. Dharmil A. Bodani as the Managing Director of the Company.

It is proposed to seek the Members' approval for the re-appointment of and remuneration payable to Mr. Dharmil A. Bodani as a Managing Director, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

Other than Mr. Dharmil A. Bodani being the appointee and Mr. Shyamal A. Bodani being his brother and Executive Director of the Company and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution as set out at item no. 6

The Board Recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members of the Company.



**Item No. 7:**

The Board at its meeting held on 14<sup>th</sup> August 2018, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members has approved the re-appointment of Mr. Shyamal A. Bodani (DIN: 00617950) as a Whole –time Director designated as Executive Director of the Company, for a further period of five years commencing from 22<sup>nd</sup> August, 2018 to 21<sup>st</sup> August, 2023.

Mr. Shyamal A. Bodani satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment. He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Whole –time Director of the Company.

A brief profile of Mr. Shyamal A. Bodani, including nature of his expertise, is provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Mr. Shyamal A. Bodani shall be entitled to ₹ 1,56,00,000/- (Rupees One Crore Fifty Six Lakh only) per annum as the maximum remuneration, with specific authority to the Board of Directors to alter or vary terms and conditions of the said re-appointment and/or remuneration as may be agreed between the Board of Directors and Mr. Shyamal A. Bodani.

Broad particulars of the terms and conditions of re-appointment of, and remuneration payable to Mr. Shyamal A. Bodani are as under:

**A. Tenure of re-appointment:**

The re-appointment of Executive Director is for a period of 5 years commencing from 22<sup>nd</sup> August 2018 to 21<sup>st</sup> August 2023.

**B. Remuneration:**

- a) **Salary:** ₹ 4,00,000 - ₹ 9,00,000/- per month.

Other terms of remuneration of the Executive Director shall be under:

- b) **Incentive Remuneration:** Such incentive remuneration not exceeding 100% of the annual salary to be paid at the discretion of the Board annually, based on certain performance criteria.
- c) **Commission:** Such remuneration by way of Commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act 2013. The specific amount payable to the Executive Director will be based on certain performance criteria, to be laid down by the Board and will be payable annually after the Annual Accounts have been approved by the Board of Directors and adopted by the members.
- d) **Perquisites:** Perquisites will be allowed to the Executive Director, in addition to the salary and commission. For this purpose, the perquisites are classified into three categories, Part A, B and C.

**PART A**

- i. **Housing:** Company owned/rented accommodation as may be decided by the Board. In case where the Company owned/rented accommodation is provided, maintenance and repairs allowance of ₹ 3,00,000/- p.a. shall also be paid to the Executive Director. The expenditure incurred by the Company on gas, electricity, water and furnishing if provided shall be valued as per the Income Tax rules 1962.
- ii. **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.
- iii. **Leave Travel Concession:** Leave Travel Concession for Executive Director and his family once in a year incurred in accordance with the rules of the Company
- iv. **Club Fees:** Fees of one club. This will not include admission and life membership fees.

**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.
- ii. **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**

- i. **Car:** Provision of car for use on Company's business.
- ii. **Telephone:** Provision of Telephone and internet at residence and mobile phone will not be considered as a perquisite.

**Other benefits to the Executive Director:**

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

**e) 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.

**C. General:**

- a) The Executive Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and Board of Directors, and to exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company including performing duties as assigned by the Board from time to time, by serving on the Committees of the Board.
- b) The Executive Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- c) The Executive Director shall adhere to the Company's code of Conduct.
- d) The office of the Executive Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of re-appointment of Mr. Shyamal A. Bodani as the Executive Director of the Company.

It is proposed to seek the Members' approval for the re-appointment of and remuneration payable to Mr. Shyamal A. Bodani as an Executive Director, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

Other than Mr. Shyamal A. Bodani being the appointee and Mr. Dharmil A. Bodani, being his brother and Managing Director of the Company and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution as set out at item no. 7

The Board Recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members of the Company.

**Item No. 8:**

Ms. Amruda V Nair (DIN: 06716791) was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013, vide resolution passed by the members at the Annual General Meeting held on 26<sup>th</sup> September, 2014 and she holds office as an Independent Director of the Company upto 2<sup>nd</sup> October 2018 ("first term").

As per Section 149(10) and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Ms. Amruda V Nair as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board based on the performance evaluation and as per the recommendation of the NRC, considers that, given

her background, experience and contributions made by her during her tenure, the continued association of Ms. Amruda V. Nair would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly it is proposed to re-appoint Ms. Amruda V. Nair as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5(five) consecutive years on the Board of the Company.

Ms. Amruda V Nair is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as an independent Director. The Company has also received declaration from Ms. Amruda V Nair that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Ms. Amruda V Nair fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Amruda V. nair is independent of the management.

Brief Profile of Ms. Amruda V. Nair whose re-appointment as Independent Director is proposed at Item No 8, is provided in the "Annexure" to the Notice. Copy of draft letter of appointment of Ms. Amruda V. Nair setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Other than Ms. Amruda V. Nair, being the appointee, or her relatives, none of the Directors and/or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out at item No. 8.

The Board recommends the Special resolution set out at item no 8 of the Notice for approval by the members of the Company.

#### **Item No. 9:**

In the 42<sup>nd</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September 2014, Mr. Prakash V. Mehta (DIN:00001366) was appointed as an Independent Director of the Company with effect from 26<sup>th</sup> September 2014, to hold office for a term of five consecutive years upto the conclusion of the 47<sup>th</sup> Annual General Meeting in the calendar year 2019.

The SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated 9<sup>th</sup> May, 2018 has amended the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 by adding a new sub regulation (1A) under Regulation 17 (Board of Directors) which is reproduced here – "(1A) No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

The above sub-regulation is effective from 1<sup>st</sup> April, 2019. Since Mr. Prakash V. Mehta attained the age of 75 years on 12<sup>th</sup> February, 2017, it would be necessary to pass the aforesaid special resolution to enable Mr. Prakash V. Mehta to continue as an Independent Director of the Company post that date.

Mr. Prakash V. Mehta graduated in law from the Bombay University in 1963 and qualified as a Solicitor in 1966. He was appointed as Notary in 1996. He is also a member of Maharashtra & Goa Bar Association and a member of the Managing Committee of the Bombay Incorporated Law Society as well. His Practice Areas include Joint Ventures & Foreign Collaborations, Property Law and Corporate Laws. Presently he is one of the Senior Partners of M/s. Malvi Ranchoddas & Co. and is holding directorship in various public and private limited companies.

His knowledge and rich practical experience gained over several years is very valuable to the Board in guiding the business decisions and future plans.

In view of the above, the Board recommends the confirmation of the appointment of Mr. Prakash V. Mehta or his relative as an Independent Director of the Company to continue to hold office upto the conclusion of the 47<sup>th</sup> Annual General Meeting in the calendar year 2019.

Other than Mr. Prakash V. Mehta none of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board Recommends the Special Resolution set out at Item No. 9 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,  
Dated : 14<sup>th</sup> August, 2018

**Registered Office:**

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



**ANNEXURE FORMING PART OF THE NOTICE**

**Details of Directors seeking Appointment/Re-appointment at the 46<sup>th</sup> 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:**

**Mr. Satish Kumar Ray, Executive Director -Operations**

DIN	07904910
Date of Birth and Age	28 <sup>th</sup> February, 1971, 47 years
Date of 1 <sup>st</sup> Appointment on the Board	16 <sup>th</sup> August, 2017
Qualification	B.A. (Economics Hons.), Diploma in Computer Application & Master of Business Administration
Expertise in Specific Functional Area	Having 22 years of experience in different fields like Policy Formulation, Advisory, Planning, and Executive Task related to HR, Commercial, Purchase, Store, Sales, Supply Chain, Indirect Taxation, Custom, DGFT, GST, Insurance and claim management, etc.
Terms and Conditions of re-appointment	In terms of Section 152(6) of the Act, Mr Satish Kumar Ray, who was appointed as Whole time Director at the Annual General Meeting held on 25 <sup>th</sup> September, 2017 is liable to retire by rotation at the meeting
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	Not related to any Director/Key Managerial Personnel
Number of shares held in the Company as on 31 <sup>st</sup> March 2018	NIL

**Mr. Dharmil A. Bodani, Managing Director**

DIN	00618333
Date of Birth and Age	27 <sup>th</sup> April 1970, 48 years
Date of 1 <sup>st</sup> Appointment on the Board	22 <sup>nd</sup> August, 2008
Qualification	B.Com from Mumbai University
Expertise in Specific Functional Area	Mr. Dharmil A. Bodani, Chairman and Managing Director of the Company has vast experience of more than 2 decades in fragrance, flavours and chemical industry. He also looks after overseas business of Oriental Aromatics Limited. He has played a key role in the growth of the Company with his expertise in Finance and General Management
Terms and Conditions of re-appointment	As per the resolution at item no. 6 of the Notice convening this meeting read with explanatory statement thereto, Mr. Dharmil A. Bodani is proposed to be re-appointed as Managing Director.
Directorships held in other listed Companies	TCFC Finance Limited
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	Mr. Shyamal A Bodani- Brother
Number of shares held in the Company as on 31 <sup>st</sup> March 2018	3119688 shares

**Mr. Shyamal A Bodani, Executive Director**

DIN	00617950
Date of Birth and Age	22 <sup>nd</sup> September 1980, 37 years
Date of 1 <sup>st</sup> Appointment on the Board	22 <sup>nd</sup> August, 2008
Qualification	B.A. (Hons.) International Business Studies, London, U.K.
Expertise in Specific Functional Area	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.
Terms and Conditions of re-appointment	As per the resolution at item no. 7 of the Notice convening this meeting read with explanatory statement thereto, Mr. Shyamal A. Bodani is proposed to be re-appointed as Executive Director.
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	Mr. Dharmil A Bodani- Brother
Number of shares held in the Company	3120000 shares

**Ms. Amruda V. Nair, Non-Executive Independent Director**

DIN	06716791
Date of Birth and Age	19 <sup>th</sup> October, 1982, 35 years
Date of 1 <sup>st</sup> Appointment on the Board	3 <sup>rd</sup> October, 2013
Qualification	Graduate in Economics, Degree in Hospitality Management from Netherlands and Masters from Cornell, New York
Expertise in Specific Functional Area	Ms. Amruda V. Nair serves as the Joint Managing Director and Chief Executive Officer of Aiana Hotels & Resorts LLC. Ms. Nair has a global perspective along with experience with leading international hospitality brands. She is responsible for designing the brand's signature programming as well as spearheading the company's overall business development to create a unique proposition that defines the next wave of smart hospitality.

Terms and Conditions of re-appointment	As per the resolution at item no 8 of the Notice convening this meeting read with explanatory statement thereto, Ms. Amruda Nair is proposed to be re-appointed as Non-Executive Independent Director
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	Not related to any Director/Key Managerial Personnel
Number of shares held in the Company	NIL

**Mr. Prakash V Mehta, Non-Executive Independent Director**

DIN	00001366
Date of Birth and Age	12 <sup>th</sup> February, 1942, 76 years
Date of 1 <sup>st</sup> Appointment on the Board	5 <sup>th</sup> August, 2011
Qualification	Advocate and Solicitor
Expertise in Specific Functional Area	Mr. Prakash V Mehta has wide experience in Joint Ventures & Foreign Collaborations, Property Law and Corporate Laws. Presently, he is one of the Senior Partners of M/s. Malvi Ranchoddas & Co.
Directorships held in other listed Companies	Advani Hotels & Resorts (India) Ltd Bharat Bijlee Ltd Hikal Limited Mukund Limited Mukund Engineers Limited
Memberships/Chairmanships of Committees in other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	<b>1. Audit Committee:</b> Advani Hotels & Resorts (India) Ltd—Chairman Bharat Bijlee Ltd- Member Hikal Limited- Member Mukund Limited- Member Mukund Engineers Limited- Member <b>2. Stakeholders Relationship Committee:</b> Bharat Bijlee Ltd- Chairman Hikal Limited- Member
Inter-se relationship with other Directors and Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of shares held in the Company	NIL

Note: For Details such as Number of Board Meetings attended during the financial year 2017-18 by each of the above Directors and remuneration drawn in respect of the above Directors, 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**

Place : Mumbai,  
Dated : 14<sup>th</sup> August, 2018

**Kiranpreet Gill  
Company Secretary**

## ROUTE MAP TO THE VENUE OF THE AGM

