Oriental Aromatics

CIN: L17299MH1972PLC285731
Regd. Office: 133 Jehangir Building, 2nd Floor, Mahatma Gandhi Road, Fort,
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

Dear Member(s)

Notice is hereby given pursuant to sections 108, 110 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, and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025 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 resolution 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. Members are requested to read the instructions in the Notes to this Notice to cast their vote electronically.

The votes can be cast during the following voting period:

E-VOTING STARTS ON:	E-VOTINGS ENDS ON:
Saturday, November 21, 2026 at 9: 00 A.M. (IST)	Sunday, December 20, 2026 at 5:00 P.M. (IST)

ITEM OF BUSINESS REQUIRING CONSENT OF MEMBERS THROUGH POSTAL BALLOT / EVOTING:

SPECIAL BUSINESS:

Resolution No. 1: Appointment of Ms. Amruda Vivek Nair (DIN: 06716791), 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, 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, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Amruda Vivek Nair (DIN: 06716791), who was appointed as an Additional Director in the capacity of an Non Executive - Independent Director with effect from 04th November, 2026, 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 proposing her candidature under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from 04th November, 2026 till 03rd November, 2031(both days inclusive) 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

Kiranpreet Gill
Company Secretary & Compliance Officer

Place: Mumbai
Date: 04.11.2026

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

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013, along with details in terms of Regulation 36(3) of the SEBI Listing Regulations, 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. In terms of the Ministry of Corporate Affairs ("MCA") Circular nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, read with Circular nos. 09/2023 dated 25 September 2023, 09/2024 dated 19 September 2024 and 03/2025 dated 22 September 2025 ("MCA Circulars") this Postal Ballot 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 ("RTA") of the Company viz. MUFG Intime India Private Limited. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent for this Postal Ballot in compliance with the aforementioned MCA Circulars.

3. This notice is being sent to the Members of the Company, whose name appear in the Register of Members/ List of Beneficial Owners as on Friday, 13th November, 2026 ("Cut-off date").

4. 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 Friday, 13th November, 2026. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only.

5. 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 shall be entitled to vote in relation to the resolution(s) specified in this Notice.

6. 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:

   To facilitate such Members to receive this Notice electronically and cast their vote electronically, Member(s) who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the Company's Registrar and Share Transfer Agent i.e., MUFG Intime India Private Limited (MUFG) at investor.helpdesk@in.mpms.mufg.com .

   Members holding shares in demat form are requested to register their e-mail addresses with their respective depository participant(s) only.

   The Company is providing a remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL), the instructions for remote e-voting are provided in the Notice.

   The Notice will also be available on the Company's website at www.orientalaromatics.com. The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com and on the website of NSDL the agency engaged by the Company for providing e-voting facility at www.evoting.nsdl.com .

7. 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.

8. 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.

9. The Board of Directors of the Company has appointed CS Shreyans Jain, Practicing Company Secretary, Mumbai Membership No. FCS 8519 & Certificate of Practice No. 9801 as the Scrutinizer to scrutinize the voting done through remote e-voting process, in a fair and transparent manner. CS Shreyans Jain has consented to act as the Scrutinizer for the said Postal Ballot.

10. 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

11. The resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at a duly convened general meeting of the Company at the Registered Office of the Company.

12. **E-voting:**

    i. In compliance with Regulation 44 of the Listing Regulations and Section 108, 110 and other applicable provisions, if any, 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. 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.

    ii. The Remote E-voting period begins on Saturday, 21st November, 2026 at 09:00 a.m. and ends on Sunday, 20th December, 2026 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. 13th November, 2026.

    iv. E-Voting facility can be exercised only by the Member or its duly constituted attorney or in case of body corporates, by the duly authorized person. A Member cannot exercise his/her vote by proxy on postal ballot.

    v. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. 13th November, 2026, can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through e-voting.

vi. Procedure and instructions for remote e-voting:

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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 above-mentioned 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.com or call at 022 - 4886 7000
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. 1800-21-09911

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:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your 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:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. 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:

1. 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 to shreyanscs@gmail.com,with a copy marked to evoting@nsdl.com. 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.
2. 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.
3. 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 - 4886 7000 or send a request to Sagar S. Gudhate, Assistant Vice President at evoting@nsdl.com

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.com 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.

13. 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, 22nd December 2026 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 the website of NSDL at http://www.evoting.nsdl.com/ 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. Sunday, 20th December 2026.

By order of the Board
For Oriental Aromatics Limited

Kiranpreet Gill
Company Secretary & Compliance Officer

Place: Mumbai
Date: 04.11.2026

Registered Office:
133, Jehangir Building
2nd Floor, Mahatma Gandhi Road, Fort, 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 the material facts relating to Resolution No. 1 mentioned in the accompanying Notice:

Ms. Amruda V. Nair (DIN: 06716791) had previously served as an Independent Director of the Company for two consecutive terms and completed her tenure on 2nd October 2023. During her association with the Company, she made valuable contributions to the Board through her experience, guidance and oversight.

In terms of Section 149(11) of the Companies Act, 2013 ('the Act'), an Independent Director who has completed two consecutive terms of five years each shall be eligible for appointment after the expiry of a period of three years from the date of cessation of office. Ms. Nair completed the prescribed cooling-off period on 2nd October 2026 and is eligible for appointment as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC') and pursuant to Section 161 of the Companies Act, 2013, the Board of Directors, at its meeting held on 4th November 2026, appointed Ms. Amruda V. Nair as an Additional Director in the capacity of an Independent Director, with effect from 4th November 2026. The Board further recommended her appointment as a Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 4th November 2026 and ending on 3rd November 2031, (both days inclusive), subject to the approval of the Members by way of a Special Resolution.

The Company has received the following declarations, consents and documents from Ms. Nair:

(i) Consent to act as a Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules');

(ii) Declaration in Form DIR-8 confirming that she is not disqualified from being appointed as a Director under Section 164(2) of the Act;

(iii) Declaration confirming that she fulfils the criteria of independence prescribed under Section 149(6) of the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations');

(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018 and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018, confirming that she has not been debarred from holding the office of Director by SEBI or any other regulatory authority; and

Ms. Nair has also confirmed her compliance with Rules 6(1) and 6(2) of the Appointment Rules regarding registration with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. Further, she has confirmed that she has not been a partner in any firm which has undertaken transactions with the Company or its subsidiaries during the last three financial years, amounting to ten percent or more of the firm's gross turnover. She has also confirmed that no circumstance or situation exists or is reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director.

Further, in terms of Section 160 of the Act, the NRC and Board have recommended the appointment of Ms. Nair and the Company has also received a notice in writing from a Member proposing her candidature for appointment as an Independent Director.

Brief Profile/Resume and expertise

Ms. Amruda Nair holds a degree in Economics, a degree in Hospitality Management from Stenden University, The Netherlands, and a Master's degree in Hospitality from Cornell University's School of Hotel Administration, New York.

She is an accomplished entrepreneur and third-generation hotelier with more than two decades of experience in the hospitality and asset management sectors. She is the Founder and Director of Araiya Hotels & Resorts, a

hotel management company focused on developing and managing lifestyle hospitality projects in India. She also spearheads Araiya Malta's hospitality and upscale dining ventures across Malta and Portugal and serves on the Board of HLV Limited, which owns and operates The Leela Mumbai.

Ms. Nair has received several prestigious recognitions for her contribution to the hospitality sector, including the Generation Next Award for Hospitality (2011), Young FICCI Ladies Organization Women Achiever's Award (2012), and the Rising Star – South Asia Award at the Hotel Investment Forum (2016). She has also been featured in Hotelier India's Power List.

In addition to her business leadership roles, she is actively associated with various industry bodies and social initiatives, including the CEO Committee of Global Hotel Alliance, UAE, and has previously served as a Trustee of Apne Aap Women's Collective, India.

As on the date of this Notice, Ms. Nair holds directorships in the following companies:

HLV Limited – Director

L Lifestyle Services Private Limited – Director

Leela Realty Limited – Director

Leela I T Projects Private Limited – Director

Araiya Hospitality Private Limited – Managing Director

Araiya Holdings Limited, Malta- Director

Her association with these entities has provided her with valuable exposure to business operations, strategic planning and management practices. She possesses expertise in designing and brand programming, business development, finance and accounting, administration along with strong advisory capabilities.

Recommendation of the NRC and the Board

In assessing the suitability of Ms. Amruda V. Nair for appointment as an Independent Director of the Company, the Nomination and Remuneration Committee (NRC) took into consideration her qualifications, extensive professional experience and expertise in the areas of strategy formulation, finance and accounting, administration, leadership and business management, skills and competencies identified as relevant to the Board. Having regard to her professional accomplishments, prior association with the Company and overall suitability for the proposed role, the NRC recommended her appointment as an Independent Director of the Company.

The Board, after considering the recommendation of the NRC, is of the opinion that Ms. Nair's entrepreneurial experience, strategic acumen, international exposure and leadership capabilities would add significant value to the Board's deliberations and contribute meaningfully to the Company's strategic direction, sustainable business growth and governance framework. The Board is further satisfied that Ms. Nair fulfils the prescribed criteria for appointment and independence under the provisions of the Companies Act, 2013, read with the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and that she is independent of the management of the Company.

Remuneration

During her tenure, Ms. Nair shall be entitled to receive sitting fees for attending meetings of the Board and its Committees, whether attended physically or through video conferencing or other audio-visual means, as may be determined by the Board from time to time, within the limits prescribed under the Act and the Rules made thereunder.

Inspection of Documents

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Ms. Nair, along with other relevant documents and statutory forms referred to in this Notice and Explanatory Statement, shall be available for inspection by the Members, without any fee, at the Registered Office of the Company during normal

business hours on working days, from the date of dispatch of this Notice until the last date of remote e-voting, i.e. Sunday, 20th December, 2026.

The brief profile, specific areas of expertise and other relevant information relating to Ms. Nair, as required under the Listing Regulations and Secretarial Standard-2, are provided in the annexure to this Notice.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought by way of a Special Resolution for the appointment of Ms. Amruda V. Nair as a Non-Executive Independent Director of the Company for a term of five consecutive years, not liable to retire by rotation, as set out in the accompanying Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Ms. Amruda V. Nair, to whom the resolution relates, are concerned or interested financially or otherwise in the proposed 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: 04.11.2026

Registered Office:
133, Jehangir Building
2nd Floor, Mahatma Gandhi Road, Fort, 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. Amruda V. Nair
DIN	06716791
Date of Birth & Age	19th October, 1982 (44 years)
Date of 1st Appointment on the Board	04th November, 2026 (Ms. Amruda Nair had previously served as an Independent Director of the Company for two consecutive terms and had completed her tenure on 2nd October 2023)
Qualification	B. A. – Economics, Degree in Hospitality Management from Stenden University in The Netherlands and a Master's from Cornell's School of Hotel Administration, New York.
Brief Resume	Please refer Explanatory Statement
Nature of expertise in specific functional areas	Ms. Amruda V. Nair possesses expertise in strategic planning, business operations, business development, finance and accounting, administration, designing and brand programming along with strong advisory and management capabilities.
Terms and Conditions of Appointment including Remuneration proposed to be paid	The appointment of Ms. Amruda Nair as an Independent Director shall be for a term of 5 (five) years starting from 4th November 2026 and ending on 3rd November 2031, not liable to retire by rotation. Sitting Fees shall be paid to her for attending the meetings of the Board of Directors and Committees.
Directorships held in other listed Companies	HLV Ltd
Memberships/Chairmanships of Committees in other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Member of Audit Committee of HLV Ltd.
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. Amruda Nair as an Independent Director for her first term on the Board w.e.f 04th November, 2026 post her cooling -off period of three years and hence, these details are not applicable.
Number of shares held in the Company as on date	Nil
Listed Entities from which Ms. Amruda has resigned as Director in past 3 years	Nil

Name of the Director	Ms. Amruda V. Nair
Skills and capabilities required for the role and the manner in which Ms. Amruda meets such requirements	Ms. Amruda V. Nair brings over two decades of entrepreneurial and leadership experience, with expertise in strategic planning, business development, finance and business management. Her international exposure and experience in managing diverse business operations equip her with valuable insights into business strategy, operational efficiency and sustainable growth. These competencies are relevant to the Company's specialty chemicals, flavours and fragrance businesses and its growth objectives. Her experience and strategic perspective are expected to contribute meaningfully to the Board's deliberations and oversight.

By order of the Board of Directors
For Oriental Aromatics Limited

Kiranpreet Gill
Company Secretary & Compliance Officer

Place: Mumbai
Date: 04.11.2026

Registered Office:
133, Jehangir Building
2nd Floor, Mahatma Gandhi Road, Fort, Mumbai- 400001.
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