

Oriental Aromatics

Ref: OAL/BSE/NSE/25/2019-20

31st August, 2019

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

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

Sub: Submission of Notice of 47th Annual General Meeting under Regulation 30(6) and Intimation of Book Closure pursuant to Regulation 42 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015

Dear Sir / Madam,

We hereby wish to inform you that the 47th Annual General Meeting of the members of the Company will be held on Wednesday, 25th September, 2019 at 11:00 a.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Fort, Mumbai- 400001

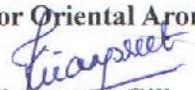
Pursuant to Regulation 30(6) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby submit Notice of the 47th Annual General Meeting of the Company that was sent to all the shareholders in the permitted mode. The notice has also been placed on our website www.orientalaromatics.com

We further inform that the Register of Members & Share Transfer Books will remain closed from Wednesday, 18th September, 2019 to Wednesday, 25th September, 2019 (both days inclusive) for the purpose of Annual General Meeting (AGM) and payment of dividend, if approved at the ensuing 47th 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

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.

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www.orientalaromatics.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 47th Annual General Meeting of the members of Oriental Aromatics Limited (Formerly Camphor and Allied Products Limited) will be held on Wednesday, 25th September, 2019 at 11:00 a.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th 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 31st March, 2019, 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 31st March, 2019.

(The Board of Directors has recommended a dividend of ₹ 1/- (i.e 20 %) per equity share of face value of ₹ 5/- each.)

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

To appoint a Director in place of Mr. Animesh Dhar (DIN: 07905777) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Ratification of remuneration of Cost Auditor

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 1,45,000/- (Rupees One lakh forty-five thousand only) per annum, plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the Audit as approved by the Board of Directors based on recommendation of Audit Committee of the Company, to be paid to M/s V. J. Talati & Co. (Firm Registration No. R00213), Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31st March, 2020, be and is hereby ratified and confirmed.”

5. Revision in the terms of appointment of Mr. Satish Kumar Ray, Whole time Director

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

“**RESOLVED THAT** in partial modification of the resolution previously passed by the shareholders in their meeting held on 25th September, 2017 and pursuant to the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the revised terms of appointment (remuneration) of Mr. Satish Kumar Ray (DIN: 07904910), Executive Director-Operations of the Company to the extent and in such manner as stated in the explanatory statement attached hereto and subject to the maximum remuneration not exceeding ₹ 50, 00,000/- (Rupees Fifty Lakh only) per annum, during his remaining tenure.

RESOLVED FURTHER THAT Mr. Satish Kumar Ray (DIN: 07904910), Executive Director-Operations of the Company be paid remuneration as the Board of Directors based on recommendations of Nomination and Remuneration Committee may from time to time determine, within the limits as stated above, in conformity with the provisions of the Act, the rules and regulations made thereunder and in accordance with the limits specified in Schedule V of the Act and any amendment thereto.

RESOLVED FURTHER THAT all the other terms of appointment shall remain the same as set out in the Agreement, subject however to the modifications to be made therein as mentioned above.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee) of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

6. Revision in the terms of appointment of Mr. Animesh Dhar , Whole time Director:

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

“**RESOLVED THAT** in partial modification of the resolution previously passed by the shareholders in their meeting held on 25th September, 2017 and pursuant to the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the revised terms of appointment (remuneration) of Mr. Animesh Dhar (DIN: 07905777), Executive Director-Operations of the Company to the extent and in such manner as stated in the explanatory statement attached hereto and subject to the maximum remuneration not exceeding ₹ 50,00,000/- (Rupees Fifty Lakh only) per annum, during his remaining tenure.

RESOLVED FURTHER THAT Mr. Animesh Dhar (DIN: 07905777), Executive Director-Operations of the Company be paid remuneration as the Board of Directors based on recommendations of Nomination and Remuneration Committee may from time to time determine, within the limits as stated above, in conformity with the provisions of the Act, the rules and regulations made thereunder and in accordance with the limits specified in Schedule V of the Act and any amendment thereto.

RESOLVED FURTHER THAT all the other terms of appointment shall remain the same as set out in the Agreement, subject however to the modifications to be made therein as mentioned above.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee) of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

7. Re-appointment of Mr. Harshvardhan A. Piramal 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** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Harshvardhan A. Piramal (DIN: 00044972), who was appointed as an Independent Director of the Company for a term of five years by the members at the 42nd Annual General Meeting, and whose term expires at this Annual General Meeting, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company (not liable to retire by rotation) to hold office for second term of five consecutive years with effect from this Annual General Meeting i.e. 25th September, 2019 to 24th September, 2024.

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

8. Re-appointment of Mr. Prakash V. Mehta 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** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time

being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Prakash V Mehta (DIN: 00001366), who was appointed as an Independent Director of the Company for a term of five years by the members at the 42nd Annual General Meeting, and whose term expires at this Annual General Meeting, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company (not liable to retire by rotation) to hold office for second term of five consecutive years with effect from this Annual General Meeting i.e. 25th September, 2019 to 24th September, 2024 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age.

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

9. Re-appointment of Mr. Ranjit A. Puranik, 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 pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Ranjit A. Puranik (DIN: 00199353), who was appointed as an Independent Director of the Company for a term of five years by the members at the 42nd Annual General Meeting, and whose term expires at this Annual General Meeting, and who has submitted a declaration that he 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 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company (not liable to retire by rotation) to hold office for second term of five consecutive years with effect from this Annual General Meeting i.e. 25th September, 2019 to 24th September, 2024.

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

10. Creation of charge on the assets /undertaking of the Company

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred as “Board” which term shall include a Committee thereof authorized for the purpose) to sell, lease or otherwise dispose of the undertaking of the Company and to pledge, mortgage, hypothecate and/or create charge, in addition to the mortgage, hypothecation, pledge and/or charge already created, in such form, manner and on such terms as the Board may deem fit in the interest of the Company on all or any of the movable and/or immovable properties of the Company, both present and future and/or any other assets or properties, either tangible or intangible or whole or part of the undertaking of the Company, in favour of lender(s), agent(s) and trustee(s) for securing the borrowings of the company availed / to be availed by way of loan(s) and securities issued / to be issued by the company, from time to time upto the limits approved or as may be approved by the shareholders under section 180(1)(c) of the Act together with interest, charges, costs, expenses and all other monies payable by the Company including any increase as a result of devaluation/revaluation/fluctuation in rate of exchange.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution.”

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

**Kiranpreet Gill
Company Secretary**

**Place: Mumbai,
Dated: 9th August, 2019**

Registered Office:

133, Jehangir Building
2nd 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 commencement 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 Wednesday, 18th September, 2019 to Wednesday, 25th September, 2019 (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) 2018-19.
4. The Dividend as recommended by the Board of Directors, if declared at the meeting, will be paid on or after 30th September, 2019 to the shareholders (holding shares in physical form) whose name appear on the Company's Register of Members on the record date fixed for the purpose i.e 17th September, 2019 and in respect of the shares held in dematerialized mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.
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. Accordingly the Company has transferred the unpaid or unclaimed dividends declared upto FY 2010-11, 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 46th Annual General Meeting held on Monday, 24th September, 2018, on the website of the IEPF viz. www.iepf.gov.in and on the website of the Company under "Investors Relations Section".

7. (a) Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the FY 2018-19, transferred to the IEPF Authority, the shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on 16th November, 2018. Details of the shares transferred to the IEPF Authority are available on the website of the Company. 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.

(b) During the financial year 2018-19, the Company has transferred to the IEPF, the following unclaimed dividends and corresponding shares thereto:

Particulars	Amount of Dividend	No. of shares
Final Dividend	₹ 6,19,948 /-	45069
(Financial Year 2010-11)		

(c) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Sharex Dynamic (India) Private Limited for lodging claim for refund of shares and/or dividend from the IEPF Authority.

8. 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, Sharex Dynamic (India) Private Limited and in respect of shares held in demat (electronic) form such particulars should be furnished to respective Depository Participants.

9. SEBI has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to which securities can be transferred only in dematerialized form. However, it is clarified that members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risk associated with physical shares. SEBI vide press release dated 27th March, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.

10. 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.orientalaromatics.com/documents/downloads/sh-13-nomination-form.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.

11. 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.

12. 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.

13. 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.
14. 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") and Secretarial Standard-2 and Schedule V to the Companies Act, 2013.
15. 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.
16. Electronic copy of the Annual Report for FY 2018-19 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 2018-19 is being sent in the permitted mode.
17. Members may also note that the Annual Report for FY 2018-19 including Notice of the 47th Annual General Meeting will also be available on the Company's website i.e. www.orientalaromatics.com, for their download.
18. Members are requested to bring their copies of the Annual Report along with Attendance Slip at the time of attending the Annual General Meeting
19. 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 authorizing their representative(s) to attend and vote on their behalf.
20. 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.
21. 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.
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. Wednesday, 18th September, 2019 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 Saturday, 21st September 2019 at 9.00 a.m. and ends on Tuesday, 24th September 2019 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 Wednesday, 18th September, 2019 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.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (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 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"> 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. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend 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"> 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).

- (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.
- (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 and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(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, under help section or write an email to 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 Wednesday, 18th September, 2019.
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 Scrutinizer 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 witnesses not in the employment of the Company. The Scrutinizer shall not later than three days of conclusion of the meeting, submit a Scrutinizer’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.orientalaromatics.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: 9th August, 2019

Registered Office:

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

ANNEXURE FORMING PART OF THE NOTICE
(Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013)

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

Item No. 4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s V. J. Talati & Co., (Firm Registration No. R00213) Cost Accountants for the conduct of the audit of cost records made and maintained by the company, at the remuneration of ₹ 1,45,000/- (Rupees One lakh forty-five thousand only) plus all applicable taxes & re-imbursment of out-of-pocket expenses for the financial year ending 31st March, 2020. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be approved by the Members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

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

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

Item No. 5:

In the 45th Annual General Meeting held on 25th September, 2017, the members had approved the appointment of Mr. Satish Kumar Ray as a whole time Director designated as Executive Director-Operations for a period of 5 years on the terms and conditions as contained in the agreement entered into between the Company and Mr. Satish Kumar Ray, with a specific authority to the Board of Directors to alter or vary terms and conditions of the said appointment and/or agreement including remuneration upto a maximum amount of ₹ 36,00,000/- per annum.

In view of the increase in the job responsibilities and scope of work in the Company, the Nomination and Remuneration Committee in its meeting held on 27th May, 2019 has recommended an increase in the remuneration of Mr. Satish Kumar Ray.

Accordingly Board of Directors has recommended a ceiling on remuneration of ₹ 50,00,000/- (Rupees Fifty Lakh only) per annum during his remaining tenure. Other terms and conditions of the appointment of Mr. Satish Kumar Ray shall remain same as contained in the agreement entered into between the Company and Mr. Satish Kumar Ray.

The main terms and conditions of remuneration of Mr. Satish Kumar Ray are as under:

1. **Remuneration:**

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

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

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

PART A

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

PART B

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

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

OTHER BENEFITS TO THE EXECUTIVE DIRECTOR:

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

2. Minimum Remuneration:

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

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Satish Kumar Ray has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of this Notice.

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

Item No. 6:

In the 45th Annual General Meeting held on 25th September, 2017, the members had approved the appointment of Mr. Animesh Dhar as a whole time Director designated as Executive Director-Operations for a period of 5 years on the terms and conditions as contained in the agreement entered into between the Company and Mr. Animesh Dhar, with a specific authority to the Board of Directors to alter or vary terms and conditions of the said appointment and/or agreement including remuneration upto a maximum amount of ₹ 36,00,000 per annum.

In view of the increase in the job responsibilities and scope of work in the Company, the Nomination and Remuneration Committee in its meeting held on 27th May, 2019 has recommended an increase in the remuneration of Mr. Animesh Dhar during his remaining tenure.

Your Directors have recommended a ceiling on remuneration of ₹ 50,00,000/- (Rupees Fifty Lakh only) per annum. Other terms and conditions of the appointment of Mr. Animesh Dhar shall remain same as contained in the agreement entered into between the Company and Mr. Animesh Dhar

The main terms and conditions of remuneration of Mr. Animesh Dhar are as under:

1. Remuneration:

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

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

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

PART A

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

PART B

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

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

OTHER BENEFITS TO THE EXECUTIVE DIRECTOR:

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

2. Minimum Remuneration:

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

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Animesh Dhar has any concern or interest, financial or otherwise, in the resolution at Item No. 6 of this Notice.

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:

Mr. Harshvardhan A. Piramal (DIN: 00044972), was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013, vide resolution passed by the members at the Annual General meeting held on 26th September, 2014 and he holds office as an Independent Director of the Company upto the conclusion of this Annual General Meeting ('first term').

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation has recommended re-appointment of Mr. Harshvardhan A. Piramal as an Independent Director for a second term of 5 (five) consecutive years.

Mr. Harshvardhan Piramal has done MBA in Finance & Strategy from London Business School, UK. He has rich experience & expertise in Financial Analysis, Corporate Management, Administration & Business Development.

The Board based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee considers that given his background, experience and contributions made by him during his tenure, the continued association of Mr. Harshvardhan A. Piramal would be beneficial to the Company and it is desirable to re-appoint Mr. Harshvardhan A. Piramal as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from this Annual General Meeting i.e. 25th September, 2019 to 24th September, 2024.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Harshvardhan A. Piramal. The Company has also received a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015').

In the opinion of the Board, Mr. Harshvardhan A. Piramal fulfils the conditions for appointment of Independent Director as specified in the Act and the Listing Regulations, 2015 and is independent of the management. The details of Mr. Harshvardhan A. Piramal as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and shall be entitled to claim any reimbursement of expenses for participating in the Board or Committee meetings.

Copy of the draft letter of appointment of Mr. Harshvardhan A. Piramal setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Harshvardhan A. Piramal, has any concern or interest, financial or otherwise, in the resolution at Item No. 7 of this Notice.

The Board recommends the special resolution at Item No.7 of this Notice for approval by the members of the Company.

Item No. 8:

Mr. Prakash V. Mehta (DIN: 00001366), was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 vide resolution passed by the members at the Annual General meeting held on 26th September, 2014 and he holds office as an Independent Director of the Company upto the conclusion of this Annual General Meeting ('first term').

Further Mr. Prakash V Mehta has attained the age of 75 years. As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of members by way of a special resolution is also required for appointing or continuing the directorship of a person as a Non-Executive Director who has attained seventy five years of age.

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

Mr. Prakash V. Mehta is an Advocate & Solicitor by profession. He is one of the senior partners of M/s. Malvi Ranchoddas & Co. He has expertise in joint Ventures, Foreign Collaborations, various Corporate & Property Laws.

The Board based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee considers that given his background, experience and contributions made by him during his tenure, the continued association of Mr. Prakash V. Mehta would be beneficial to the Company and it is desirable to re-appoint Mr. Prakash V. Mehta as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from this Annual General Meeting i.e. 25th September, 2019 to 24th September, 2024 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Prakash V Mehta. The Company has also received a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In the opinion of the Board, Mr. Prakash V Mehta fulfils the conditions for appointment of Independent Director as specified in the Act and the Listing Regulations and is independent of the management. The details of Mr. Prakash V Mehta as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and shall be entitled to claim any reimbursement of expenses for participating in the Board or Committee meetings.

Copy of the draft letter of appointment of Mr. Prakash V Mehta setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Prakash V Mehta, has any concern or interest, financial or otherwise, in the resolution at Item No. 8 of this Notice.

The Board recommends the special resolution at Item No.8 of this Notice for approval by the members of the Company.

Item No. 9:

Mr. Ranjit A. Puranik (DIN: 00199353), was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013, vide resolution passed by the members at the Annual General meeting held on 26th September, 2014 and he holds office as an Independent Director of the Company upto the conclusion of this Annual General Meeting ('first term').

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation has recommended re-appointment of Mr. Ranjit A. Puranik as an Independent Director for a second term of 5 (five) consecutive years.

Mr. Ranjit A. Puranik having expertise in advocacy has represented Ayush Industry cause for past 16 years in forums related to Ayurveda. He also serves as Managing Director of Shree Dhootapapeshwar Ltd. and he is also a Trustee of All India Ayurveda Congress & World Ayurveda Foundation.

The Board based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee considers that given his background, experience and contributions made by him during his tenure, the continued association of Mr. Ranjit A. Puranik would be beneficial to the Company and it is desirable to re-appoint Mr. Ranjit A. Puranik as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from this Annual General Meeting i.e. 25th September, 2019 to 24th September, 2024.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Ranjit A. Puranik. The Company has also received a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015').

In the opinion of the Board, Mr. Ranjit A. Puranik fulfils the conditions for appointment of Independent Director as specified in the Act and the Listing Regulations, 2015 and is independent of the management. The details of Mr. Ranjit A. Puranik as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and shall be entitled to claim any reimbursement of expenses for participating in the Board or Committee meetings.

Copy of the draft letter of appointment of Mr. Ranjit A. Puranik setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Ranjit A. Puranik, has any concern or interest, financial or otherwise, in the resolution at Item No. 9 of this Notice.

The Board recommends the special resolution at Item No.9 of this Notice for approval by the members of the Company.

Item No. 10:

As per the provisions of section 180(1)(a) of the Companies Act, 2013 (the Act), a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the shareholders is obtained by way of a special resolution. In connection with the loan / credit facilities to be availed by the company, as and when required, through various sources for business purposes, the company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders, up to the limits approved (presently ₹ 1500 Crore) or as may be approved by the shareholders under section 180(1)(c) of the Act, for the purposes of securing the loan / credit facilities extended by them to the company.

None of the directors, key managerial personnel and their relatives is concerned or interested in the resolution set forth in item no. 10 of the notice.

The Board recommends the special resolution at Item No. 10 of this 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: 9th August, 2019

Registered Office:

133, Jehangir Building

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

CIN: L17299MH1972PLC285731

E-mail:cs@orientalaromatics.com

Details of Directors seeking Appointment/Re-appointment at the 47th 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. Animesh Dhar, Executive Director-Operations

DIN	07905777
Date of Birth & Age	10 th March, 1962, 57 years
Date of 1 st Appointment on the Board	16 th August, 2017
Qualification	B. Tech (Chemical Tech)
Experience (including Expertise in Specific Functional Area)/ Brief Resume	Expertise in Product Development, Systems Improvement, Strategic Cost control, Technical Service etc. Mr. Animesh Dhar has 30 years of strong industrial experience in different areas like production of fine chemicals, specialty & perfumery chemicals, product development & scaling up, implementation of small, medium and big size organic & inorganic chemicals projects including brown field projects etc.
Terms and Conditions of re-appointment	As per Agreement/Explanatory statement
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 st March 2019	NIL

Mr. Harshvardhan A. Piramal, Non-Executive Independent Director

DIN	00044972
Date of Birth & Age	27 th October 1973, 45 years
Date of 1 st Appointment on the Board	22 nd August, 2008
Qualification	MBA in finance & Strategy from London Business School, UK
Experience (including Expertise in Specific Functional Area)/ Brief Resume	Expertise in Financial Analysis, Corporate Management, Administration and Business Development. Mr. Harshvardhan A. Piramal is the executive Vice-Chairman of Morarjee Textiles Limited. He is also the Vice-Chairman of Piramal Renewable Energy which is also a part of Ashok Piramal Group and is holding directorship in various public and private limited companies.
Terms and Conditions of re-appointment	As per draft letter of appointment
Directorships held in other listed Companies	1. Morarjee Textiles Limited 2. Ashok Piramal Management Corporation Limited 3. Pune Football Club Limited 4. Integra Garments and Textiles Limited
Memberships/Chairmanships of Committees in other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Audit Committee: Member: Integra Garments and Textiles Limited

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 st March 2019	NIL

Mr. Prakash V Mehta, Non-Executive Independent Director

DIN	00001366
Date of Birth & Age	12 th February 1942, 77 years
Date of 1 st Appointment on the Board	05 th August, 2011
Qualification	Advocate and Solicitor
Experience (including Expertise in Specific Functional Area)/ Brief Resume	Expertise in Joint Ventures & Foreign Collaborations, Property Law and Corporate Laws. Mr. Prakash V. Mehta 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. 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.
Terms and Conditions of re-appointment	As per draft letter of appointment
Directorships held in other listed Companies	1. Advani Hotels & Resorts (India) Ltd 2. Bharat Bijlee Ltd 3. Hikal Limited 4. Mukund Ltd 5. Mukund Engineers Ltd 6. Mukund Sumi Special Steel Ltd
Memberships/Chairmanships of Committees in other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Audit Committee: Member: 1. Bharat Bijlee Ltd 2. Hikal Limited 3. Mukund Ltd Chairman: 1. Advani Hotels & Resorts (India) Ltd 2. Mukund Engineers Ltd Stakeholders Relationship Committee: Member: Hikal Limited Chairman: Bharat Bijlee Ltd
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 st March 2019	NIL

Mr. Ranjit A. Puranik, Non-Executive Independent Director

DIN	00199353
Date of Birth & Age	23 rd December, 1968, 50 years
Date of 1 st Appointment on the Board	30 th September, 2008
Qualification	Bachelor of Arts - Economics
Experience (including Expertise in Specific Functional Area)/ Brief Resume	Expertise in active advocacy for all matters within the realm of Ayurveda. Mr. Ranjit A. puranik is the Managing Director of Shree Dhootapapeshwar Ltd. He also serves as President of Ayurvediya Prasarak Mandal and is Advisor to the Herbal and Ayush Panel at Pharmexcil. He is also the Trustee of All India Ayurveda Congress and World Ayurveda Foundation.
Terms and Conditions of re-appointment	As per draft letter of appointment
Directorships held in other listed Companies	Shree Dhootapapeshwar Ltd
Memberships/Chairmanships of Committees in other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	<u>Audit Committee:</u> <u>Chairman:</u> Shree Dhootapapeshwar Ltd
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 st March 2019	NIL

Note: For Details such as Number of Board Meetings attended during the financial year 2018-19 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**

**Kiranpreet Gill
Company Secretary**

Place: Mumbai

Dated: 9th August, 2019

Registered Office:

133, Jehangir Building

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

CIN: L17299MH1972PLC285731

E-mail:cs@orientalaromatics.com

ROUTE MAP TO THE VENUE OF THE AGM

