

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L17299MH1972PLC285731

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACC9211E

(ii) (a) Name of the company

ORIENTAL AROMATICS LIMITED

(b) Registered office address

133, JEHANGIR BUILDING, 2ND FLOOR
MAHATMA GANDHI ROAD, FORT
MUMBAI
Maharashtra
400001

(c) *e-mail ID of the company

cs@orientalaromatics.com

(d) *Telephone number with STD code

2243214000

(e) Website

www.camphor-allied.com

(iii) Date of Incorporation

07/04/1972

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1994PTC077176

Pre-fill

Name of the Registrar and Transfer Agent

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

UNIT NO.1, LUTHRA INDUSTRIAL PREMISES, SAFED POOL
ANDHERI KURLA ROAD, ANDHERI EAST

(vii) *Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

24/09/2018

(b) Due date of AGM

30/09/2018

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Oriental Aromatics Inc.		Subsidiary	100
2	PT Oriental Aromatics		Subsidiary	99

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	14,000,000	8,413,394	8,413,394	8,413,394
Total amount of equity shares (in Rupees)	140,000,000	84,133,940	84,133,940	84,133,940

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	14,000,000	8,413,394	8,413,394	8,413,394
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	140,000,000	84,133,940	84,133,940	84,133,940

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				

At the beginning of the year	5,133,674	51,336,740	51,336,740	
Increase during the year	6,240,000	62,400,000	62,400,000	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Pursuant to the scheme of Amalgamation of Oriental Ar	6,240,000	62,400,000	62,400,000	0
Decrease during the year	2,960,280	29,602,800	29,602,800	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify				
As per the scheme 2960280 equity shares of Rs. 10/- ea	2,960,280	29,602,800	29,602,800	
At the end of the year	8,413,394	84,133,940	84,133,940	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
0	0	0	0	
Decrease during the year	0	0	0	0

i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	25/09/2017		
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,221,693,181
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			100,696,000
Deposit			0
Total			1,322,389,181

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

5,054,215,000

(ii) Net worth of the Company

3,446,095,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,240,000	74.17	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others 0	0	0	0	
	Total	6,240,000	74.17	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,841,552	21.89	0	
	(ii) Non-resident Indian (NRI)	69,843	0.83	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	572	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	2,150	0.03	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	82,599	0.98	0	
10.	Others Alternate Investment Fund,	176,678	2.1	0	
	Total	2,173,394	25.84	0	0

Total number of shareholders (other than promoters)

16,141

**Total number of shareholders (Promoters+Public/
Other than promoters)**

16,148

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	7
Members (other than promoters)	19,521	16,141
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	0	2	0	74.16	0
B. Non-Promoter	4	4	2	4	0	0
(i) Non-Independent	4	0	2	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	4	4	4	74.16	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Dharmil A. Bodani	00618333	Managing Director	3,119,688	
Mr. Shyamal A. Bodani	00617950	Whole-time director	3,120,000	
Mr. Animesh Dhar	07905777	Whole-time director	0	
Mr. Satish Kumar Ray	07904910	Whole-time director	0	
Mr. Harshvardhan A Pir	00044972	Director	0	
Mr. Ranjit A Puranik	00199353	Director	0	
Mr. Prakash V Mehta	00001366	Director	0	
Ms. Amruda V Nair	06716791	Director	0	
Mr. Girish Khandelwal	AQQPK9880N	CFO	0	
Ms. Kiranpreet Gill	AJRPG8240J	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Late Mrs Chandrika A B	00618298	Whole-time director	14/07/2017	Death
Mr. Devendra Raghava	02615737	Whole-time director	03/08/2017	Resignation
Mr. Animesh Dhar	07905777	Whole-time director	16/08/2017	Appointment as Executive Director -C
Mr. Satish Kumar Ray	07904910	Whole-time director	16/08/2017	Appointment as Executive Director -C

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
NCLT Convened Meeting	10/04/2017	19,892	75	60.05
Annual General Meeting	25/09/2017	19,800	69	59.72

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2017	8	6	75
2	16/08/2017	6	5	83.33
3	14/09/2017	8	7	87.5
4	14/12/2017	8	6	75
5	23/01/2018	8	5	62.5
6	14/02/2018	8	5	62.5

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/05/2017	5	4	80
2	Audit Committee	14/09/2017	5	4	80
3	Audit Committee	14/12/2017	5	3	60
4	Audit Committee	14/02/2018	5	3	60
5	Nomination and	30/05/2017	3	2	66.67
6	Nomination and	16/08/2017	3	3	100
7	Nomination and	19/03/2018	3	2	66.67
8	Stakeholders Forum	30/05/2017	3	3	100
9	Stakeholders Forum	14/09/2017	3	3	100
10	Stakeholders Forum	14/12/2017	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Mr. Dharmil A.	6	6	100	8	8	100	Yes
2	Mr. Shyamal A	6	5	83.33	1	1	100	No
3	Mr. Animesh D	4	4	100	0	0	0	Yes
4	Mr. Satish Kur	4	3	75	0	0	0	No
5	Mr. Harshvard	6	4	66.67	12	9	75	No
6	Mr. Ranjit A P	6	6	100	11	11	100	Yes
7	Mr. Prakash V	6	3	50	7	3	42.86	No
8	Ms. Amruda V	6	2	33.33	5	2	40	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Late Mrs Chandrika	Chairperson	1,804,177	0	0	0	1,804,177
2	Mr. Dharmil A Boda	Managing Director	16,200,000	0	0	0	16,200,000
3	Mr Shyamal A Boda	Executive Director	9,090,000	0	0	0	9,090,000
4	Mr. Animesh Dhar	Executive Director	1,281,685	0	0	0	1,281,685
5	Mr. Satish Kumar R	Executive Director	798,749	0	0	0	798,749
6	Mr. Devendra Ragh	Executive Director	3,259,422	0	0	0	3,259,422
	Total		32,434,033	0	0	0	32,434,033

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Girish Khandelwal	Chief Financial Officer	1,677,261	0	0	0	1,677,261
2	Ms. Kiranpreet Gill	Company Secretary	805,392	0	0	0	805,392
	Total		2,482,653	0	0	0	2,482,653

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Harshvardhan A	Non-Executive Director	0	0	0	220,000	220,000
2	Mr. Prakash V Mehta	Non-Executive Director	0	0	0	110,000	110,000
3	Mr. Ranjit A Puranik	Non-Executive Director	0	0	0	325,000	325,000
4	Ms. Amruda V. Nair	Non-Executive Director	0	0	0	120,000	120,000
	Total		0	0	0	775,000	775,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Shreyans Jain

Whether associate or fellow

Associate Fellow

Certificate of practice number

9801

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

10

dated

04/04/2016

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SHYAMAL
ANIL
BODANI
Digitally signed by
SHYAMAL ANIL
BODANI
Date: 2019.01.22
13:13:15 +05'30'

DIN of the director

00617950

To be digitally signed by

KIRANPR
EET GILL
Digitally signed by
KIRANPREET GILL
Date: 2019.01.22
13:14:35 +05'30'

Company Secretary

Company secretary in practice

Membership number

19060

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Share transfers.pdf
MGT-8.pdf
Committee Meetings.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company