



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Snehal Patel
Managing Director

Mrs. Manisha Bhatewara
Independent Director

Mr. Chirag Rawal
Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Ankit Shukla
Chief Financial Officer

Mr. Abdulquadir Hajiwala
Company Secretary & Compliance officer

Mr. Snehal Patel
Managing Director

JOINT STATUTORY AUDITORS

M/s. J. Vageriya & Associates (FRN: 124193W)
Chartered Accountants, Ahmedabad
704, Abhishree Avenue, opp. Hanuman Temple
Nr, Nehrunagar Cross Roads, Ambawadi Road
Ahmedabad
E-Mail: jva@vageriya.com

M/s. Sunil Dad & Co. (FRN: 126741W)
Chartered Accountants, Ahmedabad
1016, Anand Mangal-III, Nr. Apollo Centre
Parimal Cross Road, Ambawadi
E-Mail: info@sdco.co.in

REGISTERED OFFICE

88, Ajanta Commercial Center,
Nr. Income Tax Circle,
Ashram Road,
Ahmedabad – 380009
Phone: +91-79-27540175
E mail: compliance.mgc@gmail.com
Web: www.aromaenterprises.in
CIN: L51909GJ1994PLC021482

SECRETARIAL AUDITOR

CS Shubham Agarwal
A-302, Sardar Patel Society,
Shastri Nagar, Naranpura,
Ahmedabad - 380013
E mail: fcs.shubhamgoyal@gmail.com

REGISTRAR & TRANSFER AGENT

Skyline Financial Services Private Limited
D – 153 A, 1st Floor, Okhla Industrial Area,
Phase – I, New Delhi, Delhi – 110020
Phone: +91-11-26812682/83
E mail: sagarwal1910@gmail.com

26TH ANNUAL GENERAL MEETING

Date : September 30, 2020
Day : Wednesday
Time : 11:00 AM
Venue : 88, Ajanta Commercial Centre,
Nr. Income Tax Circle,
Ashram Road,
Ahmedabad – 380009

DIRECTOR'S REPORT

To,
The Members
Aroma Enterprises (India) Limited
Ahmedabad

1. COMPANY SPECIFIC INFORMATION:

1.1 FINANCIAL RESULTS:

The Board of Directors hereby submits the report of the business and operations of your company along with the audited financial statements, for the financial year ended March 31, 2020.

PARTICULARS	2019-2020	2018-2019
Revenue from Operation	7,09,46,810	34,94,41,530
Other Income	1,43,24,094	-
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expenses	4,75,89,852	58,76,284
Less: Depreciation/ Amortisation/ Impairment	16,32,748	24,16,064
Profit/loss before Finance Costs, Exceptional items and Tax Expenses	4,59,57,104	34,60,220
Less: Finance Costs	8,24,981	7,85,120
Profit/loss before Exceptional items and Tax Expenses	(4,67,82,085)	26,75,100
Add/Less: Exceptional items	0	0
Profit/loss before Tax Expenses	(4,67,82,085)	26,75,100
Less: Tax Expenses (Current & Deferred)	(1,97,768)	11,06,208
Profit/loss for the Year (1)	(4,65,84,317)	15,68,892
Total Comprehensive Income/Loss(2)	0	0
Total (1+2)	(4,65,84,317)	15,68,892

REVIEW OF OPERATION:

The Total income from the operations is Rs. 8,52,70,904 and the expenditure incurred during the year is Rs.13,20,52,989. Further Net Loss of the company is Rs. 4,65,84,317 which is fallback for the company as in previous year company earned profit of Rs. 15,68,892.

1.2 TRANSFER TO RESERVES:

The Board of Directors of your Company has decided not to transfer any amount to the Reserves for the year under review.

1.3 DIVIDEND:

The Board of Directors of your Company, after considering holistically the relevant circumstances, has decided that it would be prudent not to recommend any Dividend for the year under review.

1.4 MAJOR EVENTS OCCURRED DURING THE YEAR

a) **State of the company's affair:**

The Company is currently into the buying, selling and trading of Cigarettes with the brand named "One & Only" and commissioning of Coal.

b) Change in Nature of Business:

During the year there has been no change in the nature of the business of the Company.

c) Material changes and commitments affecting the financial position of the company:

There has been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

2. GENERAL INFORMATION:**2.1 Overview of the Industry and important changes in the industry during the last year:**

The Trade and Investments industry in India continues to maintain its momentum, driven by economic and social developments and population growth. As a tumultuous 2019 grinds to a close, all hopes are now pinned on 2020. With gross domestic product (GDP) growth slowing to 4.5% during the July-September quarter for 2019-20, manufacturing activity contracting, private investment drying up and inflation slowly creeping up, Indians have been desperate for some signs of green shoots going into 2020. On one side, there is now a groundswell of expectations that the government will initiate a fiscal stimulus programme. On the other hand, there are also some hopes that the economy will finally show some signs of responding to the government's past spending

2.2 External Environment and Economic Outlook:

Owing to the COVID-19 pandemic situation which is faced by the entire nation and other countries at large our company experienced a setback in the major activity which has ultimately led to substantial difference in the profit of the company as compared to that of last year. Your management has taken timely decisions with regards to the current business and the management is trying its best to reciprocate the ill effect of the pandemic situation which is being faced by the company. The impact of the global health pandemic may be different at various intervals through the year which may or may not be in the control of the management of the company but the management will spare no effort at its end. Moving forward, COVID-19 pandemic poses significant demand and supply challenges. Your Company is closely monitoring developments across markets to effectively respond to potential disruptions and minimize impact. In all its initiatives, safety of employees remains your Company's foremost priority.

3. CAPITAL AND DEBT STRUCTURE:

During the year under review, the company has neither issued nor bought back shares. The Capital of the company remains same as under.

Authorized Share Capital	Rs.7,50,00,000 divided into 75,00,000 shares of Rs. 10 each
Issued Share Capital	Rs.5,00,00,000 divided into 50,00,000 shares of Rs. 10 each
Paid Up share Capital	Rs.4,94,04,000 divided into 49,40,400 shares of Rs. 10 each

The Capital of the Company consists of only Equity shares and no debenture or any other debt securities issued by the company.

4. CREDIT RATING

During the year the company has not issued any securities and not raised any loan which requires credit rating, hence credit rating provision is not applicable on company and has not obtained any credit rating during the year.

5. INVESTOR EDUCATION AND PROTECTION FUND

The Company was not required to transfer any amount to the Investor Education and Protection Fund.

6. MANAGEMENT:

6.1 Directors and Key Managerial Personnel:

Board Composition:

The constitution of the Board (as on 31/03/2020) and the attendance of the Directors are given below:

Name of the Director	Category of the Director (NE/E/ID)	Designation	No. of Directorship	No. of Meetings attended	Details of committee		Presence in previous AGM
					Chairman	Member	
Snehal Ajitbhai Patel	Executive Director	Managing Director	09	07	0	2	No
Chirag Rawal	Independent Director	Director	01	07	4	4	Yes
Manisha Sagar Bhatewara	Independent Director	Director	02	07	0	3	Yes

Directors:

1. Appointments:

There has been no appointment of any director in the company during the year under review.

2. Re-appointment:

There has been no Re-appointment of any director in the company during the year under review.

Key managerial person:

There has been no change in the composition of the Key Managerial Personnel (KMP) during the financial year under review.

6.2 Independent Director:

There was no appointment of Independent Director during the year under review.

6.3 Independent director's declaration and statement on compliance of code of conduct:

The company has received necessary declarations from each Independent Director under Section 149(6) and 149(7) of the Companies Act, 2013 and regulation 16(1)(b) and regulation 25(8) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, that they meet the criteria of independence laid down thereunder.

The Independent Directors of the company have complied with the code for Independent Directors as prescribed in Schedule IV of the act.

As on 31st March, 2020, half of the Board Members consist of Independent Directors having rich experience in their fields and they have added value to the management of the company. An enlightened Board consciously creates a culture of Board leadership to provide a long-term vision and policy thinking in order to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests.

Independent Directors of the company met 1 (One) time during the year 2019 - 2020 dated 27/02/2020 without the attendance of Non Independent Director and members of the Board.

6.4 Board Meetings:

During the period under review, 07(Seven) Board Meeting were held by the Board of Directors to transact various business items.

The details are as mentioned below:

Sr. No	Date and Day of the Board Meeting	Sr. No	Date and Day of the Board Meeting
1	02/05/2019 (Thursday)	5	14/11/2019(Thursday)
2	30/05/2019(Thursday)	6	14/02/2020(Friday)
3	14/08/2019 (Wednesday)	7	12/03/2020 (Thursday)
4	05/09/2019(Thursday)		

6.5 Committees:

1. Audit Committee:

a) Brief Description

The primary object of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures with the highest level of transparency, integrity and quality of financial reporting. The committee oversees the work carried out in the financial reporting process by the Management, the internal auditor, the statutory auditor notes the processes and safeguards employed by each of them.

b) Constitution and Composition of Audit Committee

The Company has in accordance with the Section 177 of the companies Act, 2013 and Regulation 18 of SEBI (Listing obligations and Disclosure Requirements), 2015 constituted the Audit Committee. The Audit Committee met 4 (Four) times during the last financial year on the following dates:

Sr. No.	Date and Day of the Meeting	Sr. No.	Date and Day of the Meeting
1.	29/05/2019 (Wednesday)	3.	13/11/2019 (Wednesday)
2.	13/08/2019 (Tuesday)	4.	13/02/2020 (Thursday)

The constitution of the Committee (as on 31/03/2020) and the attendance of each member of the Committee are given below:

Name of the Member	Type of Director	Category	No. of Meetings	Attendance
Mr. Chirag Rawal	Independent Director	Chairman & Member	4	4
Mrs. Manisha Bhatewara	Independent Director	Member	4	4
Mr. Snehal Patel	Managing Director	Member	4	4

2. Nomination & Remuneration Committee

a) **Constitution & Composition of Nomination & Remuneration Committee:**

The Company has in accordance with Section 178(1) of the companies Act, 2013 and Regulation 19 of SEBI (Listing obligations and Disclosure Requirements), 2015 constituted the Nomination & Remuneration Committee. The main function of the Nomination & Remuneration Committee is the formulation and recommendation of the policy for the appointment, removal, performance evaluation of the directors & the consideration to be paid to them and other matters as may be determined by the committee and the prevailing provisions for formulation of criteria for evaluation of Independent Directors and Board. Further to recommend/review remuneration of Directors based on their performance and carry out functions as mandated by Board from time to time.

The Committee consists of Mr. Chirag Rawal, Mrs. Manisha Bhatewara and Mr. Snehal Patel and there has been no meeting which is conducted by the Nomination and Remuneration Committee.

3. **Stakeholders Relationship Committee:**

The Company has formulated the Stakeholders Relationship Committee in accordance with the Section 178(5) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as entered into by the Company. The function of the Stakeholders Relationship Committee is to look into complaints if any and redress the same expeditiously. Besides, the committee approves allotment, transfer & Transmission of shares, Debentures, issue of any new certificates on split / consolidation / renewal etc. as may be referred to it. During the relevant financial year, 4 (Four) Committee Meetings were held on following dates:

Sr. No.	Date and Day of the Meeting	Sr. No.	Date and Day of the Meeting
1	16/05/2019 (Thursday)	3	12/12/2019 (Thursday)
2	02/09/2019 (Monday)	4	07/03/2020 (Monday)

The constitution of the Committee as on 31/03/2020 is as under:

Name of the Member	Type of Director	Category	No. of Meetings	Attendance
Mr. Chirag Rawal	Independent Director	Chairman & Member	4	4
Mr. Snehal Patel	Managing Director	Member	4	4

Company has not received Complain from shareholders of the Company during the year of review which is yet pending.

The details of the Compliance Officer and the details of complaints received / solved / unsolved during the year are as follows:

Compliance Officer:

Name: Mr. Abdulqadir Shoeb Hajiwala, Company Secretary & Compliance Officer

Mail Id: compliance.mgc@gmail.com

Contact No.: 079-27540175

Compliant received during the year*	Compliant solved during the year	Compliant pending during the year*
-	-	-

Note: The Company had not received any investor complaint in the year 2019-2020.

4. Independent Directors' Meeting:

The Independent Directors of the Company met during the year on 27/02/2020 without the attendance of non – Independent Directors and members of the Board. The Independent Directors reviewed the performance of the non-independent Directors and Board as whole. The performance of the Chairman taking into account the views of executive Directors and non-executive Directors assessed the quality, quantity and timeline of flow of information between company management and Board.

6.6 Recommendation of Audit Committee:

There were no transactions which were recommended by the audit committee and not accepted by the board of the directors of the company.

6.7 Company's Policy on Directors appointment and remuneration:

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the board, and separate its functions of governance and management. The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013 is available at company's website www.aromaenterprises.in.

There has been no change in the policy since last fiscal. We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

6.8 Board Evaluation:

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board.

The evaluation framework for assessing the performance of Directors (including Independent Directors) comprises of the following key areas:

- Attendance and participation in the Meetings and timely inputs on the minutes of the meetings.
- Adherence to ethical standards & code of conduct of Company and disclosure of non – independence, as and when it exists and disclosure of interest.
- Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings.
- Interpersonal relations with other directors and management.
- Objective evaluation of Board's performance, rendering independent, unbiased opinion.
- Understanding of the Company and the external environment in which it operates and contribution to strategic direction.
- Safeguarding interest of whistle-blowers under vigil mechanism and Safeguard of confidential information.

The evaluation involves Self-Evaluation of the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

1. Observations of board evaluation carried out for the year:
2. Previous year's observations and actions taken:
3. Proposed actions based on current year observations:

6.9 Remuneration of Directors and Employees of Listed companies:

Pursuant to the Sub – Rule (2) of the Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Amendment rules, 2016, read with Section 197 of the Act, no employees was in receipt of the remuneration in aggregate to Rs. One Crore Two Lakhs per annum or Rs. Eight Lakh Fifty Thousand per month or at a rate in excess of that drawn by the Managing Director / Whole – time director of Manager and holds himself or along with his spouse & dependent children, not less than two percent of the equity shares of the Company. Further, the information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company will be provided upon request.

In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

As per the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of the ratio of the remuneration of each director to the median employee's remuneration are described in the "**Annexure-I**" to this report.

Further, in pursuance to the Rule 5(2) of the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014, the details of the employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year, which, in the aggregate, or as the case may be, at a rate which in the aggregate, is in excess of that drawn by the Managing Director or Whole Time Directors or Manager and holds by himself or along with his spouse and dependent children, not less than two per cent of the equity shares of the company, is not being feasible for the company, as the company currently pays sitting fees to the director of the company.

6.10 Remuneration received by Managing Director/ Whole time Director from holding or subsidiary company:

There is no such amount received by the Managing Director/ Whole time Director as the company does not have any holding company or subsidiary company.

6.11 Director's responsibility statement:

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their Knowledge and ability confirm and state that –

- I. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- II. The Directors had selected such accounting policies and applied them consistently and made judgments and Estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the company for that period;
- III. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. The Directors had prepared the annual accounts on a 'going concern' basis;
- V. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- VI. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6.12 Internal Financial Controls:

The Company has an adequate system of internal control procedures which is commensurate with the size and nature of business. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly. The internal control systems of the Company are monitored and evaluated by internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors. The observations and comments of the Audit Committee are also generally placed before the Board. Some key features of the company's internal controls systems have been provided in the Management discussion and Analysis Report as **Annexure –V** which being annexed to this report.

6.13 Frauds reported by the Auditor:

In pursuance to the Section 134(3)(ca) of the Companies Act, 2013 (“the Act”), there has been no reported frauds being detected by the Auditor of the Company in accordance with the Section 143(12) of the Act.

7. DISCLOSURES RELATING TO SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:

The Company does not have any Subsidiary, Associates Company or Joint Venture.

8. DETAILS OF DEPOSITS:

The Company has not invited or accepted deposit within the meaning of section 73 of the Companies Act, 2013 read with rules made there under, from the public neither does have any unpaid or unclaimed deposits along with interest during the year. Further, the company has not made any default in repayment of deposits or payment of interest thereon, as no deposits have been invited or accepted by the Company during the year. Furthermore, there are no such deposits which are not in compliance with the requirements of Chapter V of the Act.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Details of loan, guarantees or investment as per section 186 of the act are provided in the notes to the financial Statement.

10. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES:

Particulars of contracts or arrangements with related Parties referred to in Section 188(1) of the Companies, 2013 in the prescribed form AOC-2 is appended as “**Annexure- II**” of the Board’s report.

11. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES:

Your company is not falling under the criteria mention as per Section 135 (1) of the Companies Act, 2013 and the companies (Corporate Social Responsibilities) Rules, 2014. Hence, the company has not developed and implemented any corporate Social Responsibilities initiatives.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Conservation of Energy and Technology Absorption:

During the year under review, there are no manufacturing activities undertaken by the company. However, the company has made necessary endeavor to conserve the non-renewable resources and Energy and has taken utmost care to use the latest technology to conserve the energy.

Foreign Exchange Earnings : Nil (PreviousYear:Nil)
Foreign Exchange Expenditure :Nil (Previous Year: 92,10,865)

13. RISK MANAGEMENT:

Considering the present condition of the company the company has formulated the risk management policy. The board is being regularly provided with information which may have potential threat of risk as and when required.

14. DETAILS OF WHISTLE BLOWER POLICY & VIGIL MECHANISM:

The Company has established a “Whistle Blower and Vigil Mechanism Policy” for Directors and employees to report the genuine concerns as per the provisions of Section 177 (9) of the Companies Act, 2013. However the Section is not applicable to the Company but the company has formed the policy as a part of good governance and such policy is available at company’s website www.aromaenterprises.in.

15. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORY:

There have been no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

However members attention is drawn to the point that an Adjudication Order, involving the past promoter of Aroma Enterprises (India) Limited and the company, has been passed by the Adjudication Officer dated June, 28, 2019 for which the payment has been done by company and the same has been intimated to the stock exchange.

16. AUDITORS:

Internal Auditor:

In pursuance to the provisions of Section 138 of the Companies Act, 2013, your Company has appointed NMV & Associates, Chartered Accountants, to conduct internal audit of the Company.

Statutory Auditor:

M/s. J. Vageriya & Associates (FRN: 124193W) Chartered Accountants, Ahmedabad and M/s. Sunil Dad & Co. (FRN: 126741W) Chartered Accountants, Ahmedabad, had been appointed as the Statutory Auditor of the Company for a period of 5 years subject to the ratification by member at every Annual General Meeting and whose tenure of one year has been completed out of their tenure of 5 years and will continue for the remaining tenure of 4 years till 31/03/2024. The Company has received a certificate from the above Auditors to the effect that they are eligible for the re-appointment, and, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The observations and comments, if any, marked in the Auditors' Report are self-explanatory and therefore, do not call for any further comments.

Cost audit report:

As per section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, company does not fall under the criteria mentioned in the Rules.

Secretarial Auditor:

Mrs.Shubham Agrawal, Practicing Company Secretaries, has been appointed for the purpose of conducting Secretarial Audit of the Company.

As the company have claimed exemption under the Regulation 15 of SEBI Listing Obligation (Disclosure & Requirements) Regulations, 2015, for Corporate Governance the provisions of Annual secretarial compliance report as per circular dated 08th February, 2019 is not applicable on the Company.

17. SECRETARIAL AUDIT REPORT:

The Secretarial Audit Report is appended to this report as “**Annexure IV**”.

18. EXPLANATIONS IN RESPONSE TO AUDITORS QUALIFICATIONS:

Explanation to the observations given in the independent Audit report:

There have been no observations and comments which requires the explanation of the management.

Explanation to the observations given in the Secretarial Audit report:

There have been no observations and comments which requires the explanation of the management.

19. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Board of Directors state that the company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

20. EXTRACT OF THE ANNUAL RETURN:

The Extract of Annual Return in Form MGT-9 as provided under Section 92 (3) of the Companies Act, 2013 is annexed herewith as “**Annexure –III**”

Web-link of Annual Return:

The Company is having website www.aromaenterprises.in and annual return of Company has been published on such website.

21. CORPORATE GOVERNANCE REPORT:

As per the criteria mention in the regulation 15 of SEBI Listing Obligation (Disclosure & Requirements) Regulations, 2015, company is not falling under the same and the company has claimed exemption from SEBI. Hence company has not submitted corporate governance report with the stock exchange for the period under review.

22. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Management Discussion and Analysis Report as per the Regulation 34 of the SEBI Listing Obligation (Disclosure & Requirements) Regulations, 2015 is part of the Annual Report as “**Annexure-V**”.

25. EQUAL OPPORTUNITY EMPLOYER:

The Company has always provided a congenial atmosphere for work to all employees that are free from discrimination and harassment including sexual harassment. It has provided equal opportunities of employment to all without regard to their caste, religion, color, marital status and sex. The Company has also framed a Policy on “Prevention of Sexual Harassment” at the workplace. There were no cases reported under the said Policy during the year.

26. LISTING AT STOCK EXCHANGES:

The Equity shares of your company are listed on BSE (Bombay Stock Exchange). The Listing fees for the Year 2019 - 2020 have been paid to the Stock Exchanges.

27. DISCLOSURE OF TRANSACTIONS OF COMPANY WITH PROMOTER/ PROMOTER GROUP:

Sr. no.	Name of Promoter	Nature of Transaction	Amount
1.	Mr. Snehal Patel	Sitting Fees	7,50,000

28. DISCLOSURE OF DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT

With the advent of the new Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entities are required to make disclosure in the Annual Report about the details of share in Demat Suspense Account / Unclaimed Suspense Account. The details of the same is mentioned below:

Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the beginning of the year	NIL
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	NIL
Number of shareholders to whom shares were transferred from suspense account during the year	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	Nil
The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	Not Applicable

29. APPRECIATION:

Your Directors place on record their appreciation and gratitude for the excellent support the Company has received from its workers, employees, customers, vendors and shareholders. They also express their sincere thanks to the Bankers and various State Governments for the valuable support extended to the Company.

For, Aroma Enterprises (India) Limited

Date: 05.09.2020

Place: Ahmedabad

SD/-
Mr.Snehal Patel
Managing Director
DIN: 03097321

SD/-
Mr. Chirag Rawal
Director
DIN : 06560139

INFORMATION ON THE RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES REMUNERATION

PARTICULARS OF EMPLOYEES

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of the Directors	Category	Ratio
Mr. Chirag Rawal	Independent Director	3.38:1
Mrs. Manisha Bhatewara	Independent Director	Nil
Mr. Snehal Patel	Managing Director	3.17: 1

Mr. Snehal Patel and Mr. Chirag Rawal are paid only sitting fees for the Board and Committee Meetings attended by them during the year, where as Mrs. Manisha Bhatewara has waived her right of availing sitting fees.

- b. The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:

Name of the Directors & KMP	% Increase
Mr. Snehl Ajitbhai Patel – Managing Director	Nil
Mr. Chirag Rawal – Independent Director	Nil
Mrs. Manisha Sagar Bhatewara– Independent Director	Nil
Mr. Ankit Shukla – Chief Financial Officer	Nil
Mr. Abdul QuadirHajiwala- Company Secretary	Nil

- c. The percentage increase in the median of employees in the financial year : 6.73%
- d. The number of permanent employees on the rolls of the Company : 162
- e. Average percentile increase already made in the salaries of the employee other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average % increase in Remuneration of Employees	% increase in the Managerial Personnel
22.67%*	NIL

* The number of employees in the company has been reduced from 233 to 160 resulting into increase in average % increase in remuneration and no actual increase in remuneration of employees.



f. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms that the remuneration (Sitting Fess) is as per the Remuneration Policy of the Company.

Date: 05.09.2020
Place: Ahmedabad

For, Aroma Enterprises (India) Limited

SD/-
Mr.Snehal Patel
Managing Director
DIN: 03097321

SD/-
Mr. Chirag Rawal
Director
DIN : 06560139

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:			
a) Name(s) of the related party and nature of relationship	N.A		
b) Nature of contracts/ Arrangements/transactions	N.A		
c) Duration of the contracts /Arrangements / transactions	N.A		
d) Salient terms of the contracts or arrangements or transactions including the value, if any	N.A		
e) Justification for entering into such Contractor arrangements or Transactions	N.A		
f) Date(s) of approval by the Board	N.A		
g) Amount paid as advances, if any	N.A		
h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	N.A		
2 . Details of contracts or arrangements or transactions at arm's length basis:			
a) Name(s) of the related party and nature of relationship	Aroma Productions Private Limited	Harikesh Tobacco Private Limited	Meeta Snehal Patel
b) Nature of contracts/ Arrangements/transactions	Sale, purchase or supply of any goods or materials	Sale, purchase or supply of any goods or materials	Office or Place of Profit
c) Duration of the contracts /Arrangements / transactions	5 Years	5 Years	N.A
d) Salient terms of the contracts or arrangements or transactions including the value, if any	N.A	N.A	N.A
e) Date(s) of approval by the Board	04/09/2017	04/09/2017	05/09/2018
f) Amount paid as advances, if any	N.A	N.A	N.A

For, Aroma Enterprises (India) Limited

Date: 05.09.2020

Place: Ahmedabad

**SD/-
Mr.Snehal Patel
Managing Director
DIN: 03097321**

**SD/-
Mr. Chirag Rawal
Director
DIN : 06560139**

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2020

Of

Aroma Enterprises (India) Limited

[Pursuant to Section 92(1) of the Companies Act, 2013 & Rule 11(1) of the Companies (Mgt. and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L51909GJ1994PLC021482
	Foreign Company Registration Number/GLN	Not Applicable
ii)	Registration Date [DD-MM-YYYY]	04/03/1994
iii)	Name of the Company	Aroma Enterprises (India) Limited
	Category of the Company [Pl. tick]	<input checked="" type="checkbox"/> Public Company <input type="checkbox"/> Private Company
iv)	Sub Category of the Company [Please tick whichever are applicable]	1. Government Company
		2. Small Company
		3. One Person Company
		4. Subsidiary of Foreign Company
		5. NBFC
		6. Guarantee Company
		7. Limited by shares <input checked="" type="checkbox"/>
		8. Unlimited Company
		9. Company having share capital <input checked="" type="checkbox"/>
		10. Company not having share capital
		11. Company Registered under Sec. 8
V)	NAME AND REGISTERED OFFICE ADDRESS OF COMPANY AND CONTACT DETAILS:	
	Address	88, Ajanta Commercial Centre, Nr. Income Tax Circle, Ashram Road
	Town / City	Ahmedabad
	State	Gujarat
	Pin Code:	380009
	Country Name:	India
	Country Code	91
	Telephone (With STD Area Code no)	079-27540175
	Fax Number :	---
	Email Address	compliance.mgc@gmail.com
Website	www.aromaenterprises.in	

	Name of the Police Station having jurisdiction where the registered office is situated	Ellis Bridge Police Station						
	Address for correspondence, if different from address of registered office:	Not Applicable						
vi)	Whether shares listed on recognized Stock Exchange(s)	Yes						
	If yes, details of stock exchanges where shares are listed	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Stock Exchange Name</th> <th>Code</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>BSE Limited</td> <td>531560</td> </tr> </tbody> </table>	Sr. No.	Stock Exchange Name	Code	1.	BSE Limited	531560
Sr. No.	Stock Exchange Name	Code						
1.	BSE Limited	531560						
Vii)	Name and Address of Registrar & Transfer Agents (RTA):- Full address and contact details to be given.							
	Registrar & Transfer Agents (RTA)	Skyline Financial Services Private Limited						
	Address	D-153/A, 1 st Floor, Okhla Industrial Area, Phase I						
	Town / City	New Delhi						
	State	Delhi						
	Pin Code	110020						
	Telephone (With STD Area Code Number)	011-40450193-97						
	Fax Number :	-						
	Email Address	sagarwal1910@gmail.com						

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1.	Wholesale Trade	46307/46102	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SR. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
1	NIL	NIL	NIL

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-Apr-2019]				No. of Shares held at the end of the year [As on 31-Mar-2020]				% Change during the year
	DEMAT	Physical	Total	% of Total Share	DEMAT	Physical	Total	% of Total Share	
A. Promoter's (including Promoter Group)									
(1) Indian									
a) Individual/ HUF	33,76,887	-	33,76,887	69.19	33,76,887	-	33,76,887	69.19	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-

d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	33,76,887	-	33,76,887	69.19	33,76,887	-	33,76,887	69.19	-
(2) Foreign									
(a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b) Other-Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d)Banks FI	-	-	-	-	-	-	-	-	-
(e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter(A)= (A)(1)+(A)(2)	33,76,887	-	33,76,887	69.19	33,76,887	-	33,76,887	69.19	-
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)Others (specify)(Trusts)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corporation									
i) Indian	3012	-	3012	0.06	3,512	-	3,512	0.07	0.01
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	157867	115610	273477	5.60	158667	114310	272977	5.59	-0.01
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1067485	-	1067485	21.87	1067485	-	1067485	21.87	-
c) N.R. I (NOREPAT)	-	10,800	10,800	0.22	-	10,800	10,800	0.22	-
d) H. U. F.	149139	-	149139	3.06	149139	-	149139	3.06	-
e) Clearing Members	-	-	-	0	-	-	-	-	0

Sub-total (B)(2):-	13,77,503	126 410	15,03,913	30.81	13,78,803	125 110	15,03,913	30.81	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	13,77,503	126 410	15,03,913	30.81	13,78,803	125 110	15,03,913	30.81	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	47543909	126 410	48,80,800	100.0	47,55,690	125 110	48,80,800	100.00	-

ii) Shareholding of Promoter

Sr.No.	Shareholder's Name	Shareholding at the beginning of the year [As on 01-Apr-2019]			Shareholding at the end of the year [As on 31-Mar-2020]			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Snehal Patel	24,89,887	51.01	-	24,89,887	51.01	-	-
2.	Meeta Patel	4,47,000	9.16	-	4,47,000	9.16	-	-
3.	Hetal Patel	89,000	1.82	-	89,000	1.82	-	-
4.	Urvashiben Patel	89,000	1.82	-	89,000	1.82	-	-
5.	Ajitbhai Patel-HUF	88,000	1.80	-	88,000	1.8	-	-
6.	Paurik Patel	87,000	1.78	-	87,000	1.78	-	-
7.	Ajitbhai Patel	87,000	1.78	-	87,000	1.78	-	-

ii) Change in Promoters' Shareholding (including Promoter Group): No Change During the Year

iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

1. Mr. Hrishikesh Anil Deshmukh:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	1,68,950	3.46	1,68,950	3.46
No Change	-	-	-	-
31/03/2020	1,68,950	3.46	1,68,950	3.46

2. Mr. Pravinkumar Vrajlal Punjabi:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	90,000	1.84	90,000	1.84
No Change	-	-	-	-
31/03/2020	90,000	1.84	90,000	1.84

3. Mr. Shah Viren Rameshchandra:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	85,000	1.74	85,000	1.74
No Change	-	-	-	-
31/03/2020	85,000	1.74	85,000	1.74

4. Umesh Girdharilal Baraliya – HUF:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	84,300	1.73	84,300	1.73
No Change	-	-	-	-
31/03/2020	84,300	1.73	84,300	1.73

5. Mr. Ranjeet Kagade:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	79,123	1.62	79,123	1.62
No Change	-	-	-	-
31/03/2020	79,123	1.62	79,123	1.62

6. Mr. Savan Nandkumar Bhatewara:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	68,658	1.41	68,658	1.41
No Change	-	-	-	-
31/03/2020	68,658	1.41	68,658	1.41

7. Mr. Salil Anil Deshmukh:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	68,403	1.40	68,403	1.40
No Change	-	-	-	-
31/03/2020	68,403	1.40	68,403	1.40

8. Mr. Suryaprakash V Raju:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	62,532	1.28	62,532	1.28

No Change	-	-	-	-
31/03/2020	62,532	1.28	62,532	1.28

9. Mrs. Radhaben Suryaprakash Raju:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	60,974	1.25	60,974	1.25
No Change	-	-	-	-
31/03/2020	60,974	1.25	60,974	1.25

10. Mr. Hitesh Ramji Javeri:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	50,000	1.02	50,000	1.02
No Change	-	-	-	-
31/03/2020	50,000	1.02	50,000	1.02

v) Shareholding of Directors and Key Managerial Personnel:

1 Mr.Chirag Rawal – Independent Director:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	-	-	-	-
No Change	-	-	-	-
31/03/2020	-	-	-	-

2. Mr. Ankit Shukla – Chief Financial Officer:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	800	0.02	800	0.02
No Change	-	-	-	-
31/03/2020	800	0.02	800	0.02

3. Mr. AbdulquadirHajiwala- Company Secretary & Compliance officer

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	-	-	-	-
No Change	-	-	-	-
31/03/2020	-	-	-	-

4. Mr. Snehal Patel – Managing Director:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	24,89,887	51.01	24,89,887	51.01
No Change	-	-	-	-
31/03/2020	24,89,887	51.01	24,89,887	51.01

5. Mrs. Manisha Bhatewara – Independent Director:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares	No. of Shares	% of total shares
01/04/2019	-	-	-	-
No Change	-	-	-	-
31/03/2020	-	-	-	-

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	31,12,711	5,10,74,399		5,41,87,110
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	31,12,711	5,10,74,399		5,41,87,110
Change in Indebtedness during the financial year				
* Addition	-	66,71,190		66,71,190
* Reduction	15,32,674	-	-	15,32,674
Net Change	15,32,674	66,71,190		51,38,516
Indebtedness at the end of the financial year				
i) Principal Amount	15,80,037	5,77,45,589		5,93,25,626
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	15,80,037	5,77,45,589		5,93,25,626

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S N.	Particulars of Remuneration	Mr.Snehal Patel - Managing Director	Total Amount
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N. A.	N. A.
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N. A.	N. A.
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	N. A.	N. A.
2	Stock Option	N. A.	N. A.
3	Sweat Equity	N. A.	N. A.
4	Commission -as % of Profit -others, specif.	N. A.	N. A.
5	Others, please specify(Sitting Fees)	7,50,000	7,50,000
	Total (A)	7,50,000	7,50,000
	Ceiling as per the Act	The sitting fees is paid as per the Limits prescribed under Section 197 of the Companies Act, 2019	

B. Remuneration to other directors

Particulars of Remuneration	Manisha Bhatewara*	Chirag Rawal	Total Amount
Independent Director			
•Fee for attending board / Committee Meeting	-	8,00,000	8,00,000
•Commission	-	-	-
Total (A)	-	8,00,000	8,00,000
Other Executive / Non – Executive Directors			
•Fee for attending board / committee Meeting	-	-	-
•Commission	-	-	-
Total (B)	-	-	-
•Total (A + B)	-	8,00,000	8,00,000

* Manisha Bhatewara has waived her right of availing sitting fees.

C. Remuneration to Key Managerial Personnel Other than MD/MANAGER/WTD

Sr. no	Particulars of Remuneration	AnkitShukla – Chief Financial Officer	AbdulQadirHajiwala – Company Secretary	Total Amount
1	Gross Salary	6,00,000	1,80,000	7,80,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000	1,80,000	7,80,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-

	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	(a)Commission(as % of profit)	-	-	-
	(b)Commission (- others)	-	-	-
5	Others if any , specify	(7,212)	(15,092)	(22,304)
	Total	5,92,788	1,64,908	7,57,696
	Ceiling as per the Act			

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	10,00,000*	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

*Penalty paid in pursuance of Adjudication Order dated June, 28, 2019, involving the past promoters of Aroma Enterprises (India) Limited and the company.

For, Aroma Enterprises (India) Limited

Date: 05.09.2020

Place: Ahmedabad

SD/-
Mr.Snehal Patel
Managing Director
DIN: 03097321

SD/-
Mr. Chirag Rawal
Director
DIN : 06560139

**FORM NO MR – 3
SECRETARIAL AUDIT REPORT**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Secretarial Audit Report for the financial year ending on 31st March, 2020

**To,
The Members,
Aroma Enterprises (India) Limited
Ahmedabad**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Aroma Enterprises (India) Limited** (hereinafter referred as the “Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the **Aroma Enterprises (India) Limited** books, papers, minute books, forms and return filed and other records maintained by the Company and also the information provided by the Company, its Officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board – processes and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by **Aroma Enterprises (India) Limited** for the financial year ending on **31/03/2020** according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depository Act, 1996 and the Regulations and Bye – laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- vi) Cigarettes and Other Tobacco Products (Prohibition of Advertisement and Regulation of Trade and Commerce, Production, Supply and Distribution) Act, 2003 (COPTA)

I have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI);
- b. The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE).
- c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015



During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned hereinabove to the extent of its applicability except as mentioned below and there is adequate compliance management system for the purpose of other laws.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non – Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

I further report that

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date : 29/08/2020
Place : Ahmedabad

SD/-
Mrs. Shubham Agrawal
FCS No.: 8192
CP No.: 10640
UDIN :F008192B000633621

This report is to be read with our letter of even date which is annexed as Annexure – A and forms an integral part of this report.

ANNEXURE-A

**To,
The Members,
Aroma Enterprises (India) Limited
Ahmedabad**

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Date : 29/08/2020
Place : Ahmedabad**

**SD/-
Mrs. Shubham Agrawal
FCS No.: 8192
CP No.: 10640
UDIN : F008192B000633608**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of
Aroma Enterprises (India) Limited
88, Ajanta Commercial Centre
Nr. Income Tax Circle, Ashram Road
Ahmedabad – 380009

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Aroma Enterprises (India) Limited having CIN L51909GJ1994PLC021482 and having registered office at 88, Ajanta Commercial Centre, Nr. Income Tax Circle, Ashram Road, Ahmedabad – 380009 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers.

I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Snehal Patel	03097321	07/05/2016
2.	Mr. Chirag Rawal	06560139	10/06/2013
3.	Mrs. Manisha Sagar Bhatewara	07486718	07/05/2016

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date : 29/08/2020
Place : Ahmedabad

SD/-
Mrs. Shubham Agrawal
FCS No.: 8192
CP No.: 10640
UDIN : F008192B000633621

MANAGEMENT DISCUSSION ANALYSIS REPORT**INDUSTRY STRUCTURE AND DEVELOPMENTS:**

Trading companies are specialists that cover all export and import operations and procedures. A trading company buy products in one country and sold them in different countries where it has its own distribution network. This kind of companies mostly work with high production volumes of products such as raw materials, chemicals, generic pharmaceuticals, etc.

The activities of a trading company include:

- Identification of suppliers in different countries with capacity to supply large volumes of generic products at competitive prices.
- Negotiating the terms of sale and delivery of products.
- Financing and assurance of payment to the supplier-exporter.
- Managing logistics and transport.
- Managing customs and barriers of international trade.
- Distribution and sale of the products through its retail network.

COMPANIES OUTLOOK:

Escalating trade tensions and a slowing global economy have led WTO economists to sharply downgrade their forecasts for trade growth in 2019 and 2020. The economists caution that downside risks remain high and that the 2020 projection depends on a return to more normal trade relations.

Due to the high degree of uncertainty associated with trade forecasts under current conditions, the estimated growth rate for world trade in 2019 is placed within a range of 0.5% to 1.6%. Trade growth could fall below this range if trade tensions continue to build, or outperform it if they start to recede. The range of likely values is wider for 2020, ranging from 1.7% to 3.7%, with better outcomes depending on an easing of trade tensions.

SEGMENT WISE PERFORMANCE:

Currently, the Segment wise report is not applicable to the company as the company has not multiple segments.

STRENGTH AND WEAKNESS:

The company has strong promoter background with rich experience in the segment. Board of Directors of the company is well qualified in the specified field. Composition of Board consists of Executive Directors and Non-executive Independent Directors adding value to the company. The Company has an extremely cost conscious culture that has resulted in multiple cost management, thus company is trying to cope up with inflationary pressure. The Company has extremely favorable organizational Culture. The company has limited fund to meet the challenges of the markets and to overcome the weakness company has define the strategies to meet the fund requirement.

OPPORTUNITIES AND THREATS:

Tobacco stocks are generally considered defensive. Their betas are usually below the market average and they are typically accorded high Price Stability ratings. Still, their Safety ranks are often Average. Indeed, tobacco companies usually have considerable, though manageable, debt obligations (affecting Financial Strength). Moreover, lawsuits are a recurring theme in this industry, and a large award can cause short-term share-price volatility. Nonetheless, good earnings and cash flow streams add to the appeal of this sector. Investors should keep in mind, however, that recessions and periodic government efforts to impose regulation may hurt operating performance and stock valuations.

These equities offer investors decent growth when new markets are tapped or successful, nontraditional products are developed. On a more consistent basis, the stocks provide attractive income. Dividends advance regularly. Reductions only occur under unique circumstances, when a large division is spun off, for example. Payout ratios above 50% are not uncommon. Yields are often in the mid-single digits.

RISK AND CONCERN:

Concerns regarding the health effects of tobacco usage have led to a steady decline in demand in the developed world. The industry has to deal with ever-tightening regulation. Governments have placed limitations on how companies market established and new products. Also, smoking bans in public places are spreading around the globe, curbing consumption. Your Company considers that risk is an integral part of its business and therefore, it takes proper steps to manage all risks in a proactive and efficient manner. The Company management periodically assesses risks in the internal and external environment and incorporates suitable risk treatment processes in its strategy, and business and operating plans. The details of practices being followed by the Company in this regard, forms part of the Corporate Governance Report. There are no risks which, in the opinion of the Board, threaten the very existence of your Company. However, some of the challenges faced by it have been dealt with under Management Discussion and Analysis which forms part of this Report.

This market is not completely immune to the business cycle. A serious economic slowdown will lead to a drop in consumption, since in many countries tobacco products are heavily taxed, pushing up prices, and consumers have limited discretionary income. In tough times, customers readily trade down to cheaper alternatives or abstain altogether. Discounters (legal and illegal) can exacerbate the situation and have a negative impact on pricing and profits.

MANAGEMENT CONTROL, INTERNAL CONTROL AND INTERNAL AUDIT SYSTEM AND THEIR ADEQUACY:

The company has put in place strong internal control system and best in class processes commensurate with its size and scale of operations.

A well-established multidisciplinary management Audit & Assurance services consists of professionally qualified accountants who carries out extensive audit throughout the year, across all functional area and submits its reports to management and audit committee about the compliance with internal controls and efficiency and effectiveness of operation and key processes and risks.

Some key features of the company's internal control system are:

- Adequate documentation of policies & guidelines.
- Preparation & monitoring of annual budget for all functions
- Management audit department prepares risk based internal audit scope with the frequency of audit being decided by risk ratings of areas/functions. Risk based scope is mutually accepted by various functional heads/process owners.
- The company has strong compliance Management System which runs on an online monitoring system.
- Company has well defined delegation of power with authority limits for approving revenue & cape expenditure.
- Apart from having all policies, procedures and internal audit mechanism in place, company periodically engages outside experts to carry out and independent review of the effectiveness of various business processes.
- Internal audit is carried out in accordance with auditing standards to review design effectiveness of internal control system & procedures to manage risks, operation of monitoring control compliance with relevant policies & procedure and recommend improvement in processes and procedure.
- The audit committee of the board of directors regularly reviews the adequacy & effectiveness of internal audit environment and monitor implementation of internal audit recommendations including those relating to strengthen of company's risk management policies & systems.

HUMAN RESOURCE DEVELOPMENT:

Human Resource Development (HRD) is the framework for helping employees develop their personal and organizational skills, knowledge, and abilities. HRD is one of the most significant opportunities that employees seek

when they consider you as an employer. The ability and encouragement, to continue to develop their skills help you to retain and motivate employees.

Human Resource Development includes such opportunities as employee training, employee career development, performance management and development, coaching, mentoring, succession planning, key employee identification, tuition assistance, and organization development. The focus of all aspects of Human Resource Development is on developing the most superior workforce so that the organization and individual employees can accomplish their work goals in service to customers

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATION PERFORMANCE:

1. The total Revenue of the Company for the year ended on 31st March, 2020 has decreased from INR 39,49,41,530 previous year to INR 7,09,46,810 in the current year.
2. The Net Profit of the Company during the previous year was INR to 15,68,892 compared to Net Loss of INR 4,65,84,317 in the Current Year.
3. Price earning per shares as on 31/03/2020 is INR (9.43) on face value of INR 10/- each

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Operating Profit Margin, Net Profit Margin & Interest Coverage Ratio : The company tried to maintain better top line compared to previous year and in order to maintain the same the company has increased strategic expenses but due to external factors the company could not achieve targeted turnover resulting in substantial decrease in bottom line resulting in significant change in these ratios.

CAUTIONARY STATEMENT:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events.

For, Aroma Enterprises (India) Limited

Date: 05/09/2020

Place: Ahmedabad

SD/-	SD/-
Mr. Snehal Patel	Mr. Chirag Rawal
Managing Director	Director
DIN: 03097321	DIN : 06560139

INDEPENDENT AUDITORS' REPORT

To,
The Members,
Aroma Enterprises (India) Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited standalone financial statements of **Aroma Enterprises (India) Limited** ("the company"), which comprise the Balance Sheet as at 31st March 2020, the Statement of Profit and Loss (including other Comprehensive Income), the Statement in Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the financial statement, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in india, of the state of affairs of the company as at 31st March, 2020 and profit and total comprehensive income, change in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw your attention to the following matters:

1. On account of COVID-19 pandemic situation and its related preventive measures such as lockdown and travel restrictions by the Government of India, books of accounts are audited online with supporting documents keeping in view of materiality.
2. Loans and Advances against purchases from related parties are outstanding for more than six months.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matter related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statement.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of written representations received from the directors as on 31st March, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
 - g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;
 - iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund
2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the “Annexure B” a statement on the matters Specified in paragraphs 3 and 4 of the Order.

For, J Vageriya & Associates
Chartered Accountants
Firm Registration No. 124193W

SD/-
Jitendra Vageriya
Partner
M. No. 114424
UDIN: 20114424AAAADK4430

Place: Ahmedabad
Date: 31/07/2020

For Sunil Dad & Co.
Chartered Accountants
Firm Registration No. 126741W

SD/-
Sunil R Dad
Partner
M.No. 120702
UDIN: 20120702AAAACCT7695

Place: Ahmedabad
Date: 31/07/2020

ANNAEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Aroma Enterprises (India) Limited of even date)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub - section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Aroma Enterprises (India) Limited** as of 31st March, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, J Vageriya & Associates
Chartered Accountants
Firm Registration No. 124193W

For Sunil Dad & Co.
Chartered Accountants
Firm Registration No. 126741W

SD/-
Jitendra Vageriya
Partner
M. No. 114424
UDIN: 20114424AAAADK4430

SD/-
Sunil R Dad
Partner
M.No. 120702
UDIN: 20120702AAAAC7695

Place: Ahmedabad
Date: 31/07/2020

Place: Ahmedabad
Date: 31/07/2020

ANNAEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Aroma Enterprises (India) Limited of even date)

- i. In respect of company’s fixed assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The Company has a program of verification to cover all the items of fixed assets in phased manner which, in our opinion, is reasonably having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to information and explanations given to us by the management, no material discrepancy was noticed on such verification.
 - c. According to information and explanations given by the management, the company does not have any immovable property hence clause 3(i)(c) of the order is not applicable.
- ii. We have been informed that, inventories have been physically verified by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable with regard to the size of company. According to information and explanations given to us by the management, no material discrepancy was noticed on such verification.
- iii. The Company has not granted any loan to any party listed in the register maintained under section 189 of the Companies Act. Accordingly, clause 3(iii) of the Order is not applicable.
- iv. According to the information and explanations given to us, the Company has not granted loans and made any investments or provided any guarantee or security to the parties covered under section 185 and 186. Accordingly, clause 3(iv) of the Order is not applicable.
- v. According to the information and explanation given to us, the company has not accepted the any deposits and does not have any unclaimed deposits as at 31st March, 2020 and therefore, the provisions of the clause 3(v) of the Order are not applicable to the company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the company. Thus reporting under clause 3(vi) of the order is not applicable to the company.
- vii. (a) According to the information and explanation given to us and the records of the Company examined by us, in our opinion, ***the company is not regular in depositing undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income-tax, Sales Tax, Service tax, Goods & Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues with the appropriate authorities during the period and there have been serious delays in large number of cases.***

According to the information and explanation given to us, undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income-tax, Sales Tax, Service tax, Goods & Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and the material statutory dues applicable to it, were in arrears as at 31st March, 2020 for a period of more than six months from the date they became payable, details of which are as under :

Statement of Arrears of Statutory Dues outstanding as at 31st March, 2020 for a period of more than six months from the date they became payable

Name of the Statute	Nature of Dues	Amount (₹)	Period to which the Amount relates	Due Date	Date of Payment	Remarks, if any
Goods & Service Tax Act, 2017	GST (including all branches)	10,83,78,109	Various	Various	Unpaid	
Service Tax Act	Krishi Kalyan Cess	72,583	Various	Various	Unpaid	
Service Tax Act	Service Tax	18,70,594	Various	Various	Unpaid	
Income Tax Act, 1961	Tax Deduced at Source (including all branches)	63,01,961	F.Y. 2019-2020	Various	Unpaid	
Professional Tax	Professional Tax	15,600	Feb-2020 & March-2020	Various	Unpaid	
Employees' Provident Funds & Miscellaneous Provisions Act, 1952	EPF	16,79,326	Jan-2019 to March-2019	Various	Unpaid	
Employees' Provident Funds & Miscellaneous Provisions Act, 1952	EPF	48,12,898	April-2019 to March-2020	Various	Unpaid	
Employees State Insurance Act, 1948	ESIC	2,630	February-2020 to March-2020	Various	Unpaid	

(b) As per the information and explanation given to us, there are no disputed dues outstanding on account of *Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Duty of Customs, Cess and any other statutory dues* except Goods & Service Tax:

- The amount of Rs. 1,54,57,617 has been blocked by GST Department in AXIS Bank account of Company.
- The amount of Rs. 1,29,50,392 has been blocked by GST Department in State Bank of India of Company.

- viii. According to the records made available to us and information and explanation given to us by the management, in our opinion the company has not defaulted in repayment of dues to a bank or financial institution.
- ix. The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year hence clause 3(ix) of companies (auditor's Report) order 2016 is not applicable.
- x. According to the information and explanation given to us, no fraud by the company or no material fraud on the company by its officers or employees has been noticed or reported during course of our audit.

- xi. The company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. According to the information and explanation given to us the company is not a nidhi company hence clause 3(xii) of companies (auditor's Report) order 2016 is not applicable.
- xiii. According to the information and explanation given to us and based on our examination of the records of the company, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- xiv. According to the information and explanation given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year hence clause 3 (xiv) of companies (auditor's Report) order 2016 is not applicable
- xv. According to the information and explanation given to us and based on our examination of the records of the company, the company has not entered into non cash transactions with directors or persons connected with him hence clause 3 (xv) of companies (auditor's Report) order 2016 is not applicable.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India, 1934. .

For, J Vageriya & Associates
Chartered Accountants
Firm Registration No. 124193W

For Sunil Dad & Co.
Chartered Accountants
Firm Registration No. 126741W

SD/-
Jitendra Vageriya
Partner
M. No. 114424
UDIN: 20114424AAAADK4430

SD/-
Sunil R Dad
Partner
M.No. 120702
UDIN: 20120702AAAAC7695

Place: Ahmedabad
Date: 31/07/2020

Place: Ahmedabad
Date: 31/07/2020

Statement of Standalone Assts and Liabilities as at 31st March 2020

Particulars	Note No.	As at 31st March 2020	As at 31 March 2019
A ASSETS			
(1) Non - Current Assets			
(a) Property, Plant and Equipment	1.1	36,91,706	52,13,547
(b) Other Intangible Assets	1.2	5,375	14,586
(c) Financial Assets			
Others Financial Asset	1.3	20,27,905	24,85,905
(d) Deferred Tax Assets	1.4	7,94,324	5,96,556
(e) Other non current Asset	1.5	31,22,911	31,22,911
(2) Current Assets			
(a) Inventories	1.6	69,73,063	83,99,794
(b) Financial assets			
(i) Trade receivables	1.7	4,58,62,650	3,55,80,225
(ii) Cash and cash equivalents	1.8	17,89,301	13,21,664
(c) Other current assets	1.9	27,96,40,760	31,37,23,920
TOTAL ASSETS		34,39,07,995	37,04,59,108
B EQUITY AND LIABILITIES			
I EQUITY			
(a) Equity share capital	1.10	4,94,04,000	4,94,04,000
(b) Other Equity	1.11	(5,53,78,609)	(87,94,292)
II LIABILITIES			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	1.12	15,80,037	31,12,711
(b) Other Non-current Liabilities	1.13	10,86,709	10,86,709
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	1.14	5,77,45,589	5,10,74,399
(ii) Trade payables	1.15	14,37,93,467	9,91,10,625
(b) Other current liabilities	1.16	11,59,56,974	15,64,89,643
(c) Provisions	1.17	2,97,19,829	1,74,54,911
(d) Current tax liabilities (Net)	1.18	-	15,20,402
TOTAL EQUITY AND LIABILITIES		34,39,07,995	37,04,59,108

The accompanying notes form integral part of these Financial Statements.

As per our report of even date attached.

For and on behalf of the Board

FOR J VAGERIYA & ASSOCIATES

Chartered Accountants
FRN: 124193W

For SUNIL DAD & CO.

Chartered Accountants
FRN : 126741W

SD/-

Mr. Snehal Patel
Managing director
DIN : 03097321

SD/-

Mr. Chirag Raval
Director
DIN : 06560139

SD/-

Jitendra Vageriya
Partner
M. NO. 114424

SD/-

Sunil R Dad
Partner
M.NO. 120702

SD/-

Mr. Ankit Shukla
Chief Financial Officer

SD/-

Mr. Abdul Hajiwala
Company Secretary

Place : Ahmedabad
Date : 31st July, 2020

Place : Ahmedabad
Date : 31st July, 2020

Statement of Profit and loss for the year ended 31st March, 2020

Particulars	Note No.	2019-2020	2018-2019
Revenue from operations	2.1	7,09,46,810	34,94,41,530
Other income	2.2	1,43,24,094	-
Total Income		8,52,70,904	34,94,41,530
Expenses			
Purchases of Stock - in - Trade	2.3	2,50,70,354	15,60,69,626
Changes in inventories of Finished goods and Work - in -progress	2.4	14,26,731	3,75,21,377
Employee benefit expenses	2.5	7,19,83,729	8,86,44,418
Finance Cost	2.6	8,24,981	7,85,120
Depreciation & amortization expenses	1.1	16,32,748	24,16,064
Other Expenses	2.7	3,11,14,445	6,13,29,825
Total Expenses		13,20,52,989	34,67,66,430
Profit before exceptional items & tax		(4,67,82,085)	26,75,100
Exceptional Items		-	-
Profit/(Loss) before tax		(4,67,82,085)	26,75,100
Less: Tax expenses			
(1) Current tax			
Current year		-	30,00,000
(2) Deferred tax		(1,97,768)	(4,14,194)
(3) Short / (Excess) Provision of Tax		-	(14,79,598)
Profit for the period	A	(4,65,84,317)	15,68,892
Other Comprehensive Income			
A. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
B. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B	-	-
Total Comprehensive Income for the period (Comprising Profit and Other Comprehensive Income for the period)	(A+B)	(4,65,84,317)	15,68,892
Earning per equity share (Face Value of Rs. 1/- each)	2.8		
(1) Basic		(9.43)	0.32
(2) Diluted		(9.43)	0.32

The accompanying notes form integral part of these Financial Statements.

As per our report of even date attached.

For and on behalf of the Board

FOR J VAGERIYA & ASSOCIATES

Chartered Accountants
FRN: 124193W

For SUNIL DAD & CO.

Chartered Accountants
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SD/-

Mr. Snehal Patel
Managing director
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Partner
M. NO. 114424

SD/-

Sunil R Dad
Partner
M.NO. 120702

SD/-

Mr. Ankit Shukla
CFO

SD/-

Mr. Abdul Hajiwala
Company Secretary

Place : Ahmedabad
Date : 31st July, 2020

Place : Ahmedabad
Date : 31st July, 2020

Cash Flow Statement for the year ended on 31st March, 2020

Particulars	31-03-2020	31-03-2019
A. Cash Flow from Operating Activities		
Net Profit before tax and extraordinary Items	(4,67,82,085)	26,75,100
Adjustments for		
Depreciation and amortization expense	16,32,748	24,16,064
Interest Income	(1,43,24,094)	-
Interest and Borrowing cost	8,24,981	3,80,027
Operating profit before working capital changes	(5,86,48,450)	54,71,191
Adjustments for		
Non Current /Current financial and other assets	3,45,41,160	(22,07,84,139)
Trade Receivables	(1,02,82,425)	(33,66,323)
Inventories	14,26,731	3,75,21,377
Non Current /Current financial and other liabilities /provisions	1,64,15,091	18,49,57,973
Cash Generated from operations	(1,65,47,892)	38,00,079
Tax Paid	15,20,402	49,11,532
Net Cash From Operating Activities	(1,80,68,294)	(11,11,453)
B. Cash Flow From Investing Activities		
Purchase of Property, Plant & Equipment	(1,01,696)	(1,04,686)
Interest received	1,43,24,094	-
Net Cash from Investing Activities	1,42,22,398	(1,04,686)
C. Cash flow From Financing Activities		
Proceeds/(Repayment) of Long term Borrowings (Net)	51,38,515	20,60,597
Interest Paid	(8,24,981)	(3,80,027)
Net Cash used in Financing Activities	43,13,534	16,80,570
Net Increase in Cash & Cash Equivalents	4,67,637	4,64,431
Opening Balance of Cash & Cash Equivalents	13,21,664	8,57,232
Closing Balance of Cash & Cash Equivalents	17,89,301	13,21,664

As per our report of even date attached

For and on behalf of the Board

FOR J VAGERIYA & ASSOCIATESChartered Accountants
FRN: 124193W**For SUNIL DAD & CO.**Chartered Accountants
FRN : 126741WSD/-
Mr. Snehal Patel
Managing director
DIN : 03097321SD/-
Mr. Chirag Raval
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DIN : 06560139SD/-
Jitendra Vageriya
Partner
M. NO. 114424SD/-
Sunil R Dad
Partner
M.NO. 120702SD/-
Mr. Ankit Shukla
CFOSD/-
Mr. Abdul Hajiwala
Company SecretaryPlace : Ahmedabad
Date : 31st July, 2020Place : Ahmedabad
Date : 31st July, 2020

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 ST MARCH, 2020

A. Equity Share Capital

Particulars	Amount
Balance as at April 1, 2018	4,88,08,000
Changes in Equity Share Capital during the year	-
Balance as at March 31, 2019	4,88,08,000
Balance as at April 1, 2019	4,88,08,000
Changes in Equity Share Capital during the year	-
Balance as at March 31, 2020	4,88,08,000

B. Other Equity

Particulars	Securities Premium	Retained Earnings	Total
Balance as at April 1, 2018	-	(1,03,63,184)	(1,03,63,184)
Profit for the year	-	15,68,892	15,68,892
Items of OCI, net of tax			-
Balance as at March 31, 2019		(87,94,292)	(87,94,292)
Balance as at April 1, 2019	-	(87,94,292)	(87,94,292)
Profit for the year	-	(4,65,84,317)	(4,65,84,317)
Items of OCI, net of tax			-
Balance as at March 31, 2020		(5,53,78,609)	(5,53,78,609)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

A. Company Overview

Aroma Enterprises (India) Limited (“the Company”) is public limited company and domiciled in india and is incorporated as per the provisions of the Companies Act with its registered office located at 88, Ajanta Commercial Center, Nr Income Tax Circle, Ashram Road, Ahmedabad - 380009. The Company is listed on the Bombay Stock Exchange (BSE). The Company is currently into the business of trading of Cigarettes and other commodities and products and engaged in the business as commission agents.

The standalone financial statements were authorised for issue in accordance with a resolution of the directors on 31st July, 2020.

B. Significant Accounting Policies

B.1 Basis of Preparation and Presentation

B.1.1 Statement of Compliance

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements up to year ended March 31, 2020 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act. Previous period figures in the financial statements have been restated in Ind AS.

B.1.2 Basis of Measurement

The standalone financial statements have been prepared on a historical cost basis, on the accrual basis of accounting except for certain financial assets and liabilities measured at fair value at the end of each reporting period, as explained in relevant schedule notes.

B.1.3 Functional and presentation currency

Indian rupee is the functional and presentation currency.

B.1.4 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Useful lives of Property, plant and equipment
- Valuation of financial instruments
- Provisions and contingencies

- Income tax and deferred tax
- Measurement of defined employee benefit obligations
- Export Incentive

B.2 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

B.2.1 Sale of Goods

Revenue from sale of goods is recognized when the Company transfers all significant risks and rewards of ownership to the buyer, while the Company retains neither continuing managerial involvement nor effective control over the products sold.

Revenue is exclusive of excise duty and is reduced for estimated customer returns, commissions, rebates and discounts and other similar allowances.

B.2.2 Other Operating Revenue

Other Operating Revenue comprises of income from ancillary activities incidental to the operations of the company and is recognised when the right to receive the income is established as per the terms of contracts.

B.2.3 Dividend and Interest income

Dividend income is recognized when the right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the revenue can be measured reliably).

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable (provided that it is probable that the economic benefits will flow to the Company and the revenue can be measured reliably).

B.3 Foreign currency transactions

The company is exposed to currency fluctuations on foreign currency transactions. Transactions denominated in foreign currency are recorded at the original rates of exchange in force/ notional determined exchange rates at the time transactions are affected. Exchange difference arising on foreign exchange transactions settled during the year is recognized in the Statement of profit and loss of the year.

In the case of forward contract, if any, difference between the forward rates and the exchange rates on the transaction dates is recognized as income or expenses over the lives of the related contracts. The Profit/Loss arising out of the cancellation or renewal of forward exchange contract is recorded as Income/ Expense for the period.

B.4 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

B.5 Employee benefits

Retirement benefit costs and termination benefits:

Payments to defined contribution plans i.e., Company's contribution to provident fund are determined under the relevant schemes and/ or statute and charged to the Statement of Profit and Loss in the period of incurrence when the services are rendered by the employees.

In respect of provident fund, eligible employees of the Company are entitled to receive benefits in respect of provident fund, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions are made to the provident fund as set up by Government.

For defined benefit plans i.e. gratuity, the Company has an obligation towards gratuity. The plan provides for payment to vested employees at retirement, death while in employment or on termination of employment in accordance with the scheme of the company. Vesting occurs upon completion of five years of service. The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation being carried out at the end of each annual reporting period. Defined benefit costs are comprised of:

- Service cost;
- Net interest expense or income; and
- Re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'.

Re-measurement of net defined benefit liability/ asset pertaining to gratuity comprise of actuarial gains/ losses (i.e. changes in the present value resulting from experience adjustments and effects of changes in actuarial assumptions) and is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss.

B.6 Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax:

Current tax is determined on taxable profits for the year chargeable to tax in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 including other applicable tax laws that have been enacted or substantively enacted.

Provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and TDS/TCS receivables.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India. MAT Credit Entitlement, is classified as unused tax credits under deferred tax by way of a credit to the statement of profit and loss.

Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Deferred tax asset is

recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

B.7 Property, Plant and Equipment

Cost:

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "Capital work-in-progress".

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided using the written down method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirements of Schedule II of the Act. The estimate of the useful life of the assets has been assessed based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Depreciation on items of property, plant and equipment acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal. Cost of lease-hold land is amortized equally over the period of lease.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

De-recognition:

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss.

B.8 Impairment Losses

At the end of each reporting period, the Company determines whether there is any indication that its assets (property, plant and equipment, intangible assets and investments in equity instruments in subsidiaries carried at cost) have suffered an impairment loss with reference to their carrying amounts. If any indication of impairment exists, the recoverable amount (i.e. higher of the fair value less costs of disposal and value in use) of such assets is estimated and impairment is recognised, if the carrying amount exceeds the recoverable amount.

When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

B.9 Inventories

Inventories are valued at lower of cost and net realizable value. Cost of materials is determined on first-in-first-out basis. Net realizable value is the estimated selling price less estimated cost necessary to make the sale.

B.10 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursements will be received and the amount of the receivable can be measured reliably.

Contingent liability is disclosed for possible obligations which will be confirmed only by future events not within the control of the Company or present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent Assets are not recognized since this may result in the recognition of income that may never be realized.

B.11 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets:

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Classification of financial assets

The financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets are added to the fair value of the financial assets on initial recognition.

After initial recognition:

(i) Financial assets (other than investments) are subsequently measured at amortised cost using the effective interest method.

Effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Investments in debt instruments that meet the following conditions are subsequently measured at amortised cost:

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments on principal and interest on the principal amount outstanding.

Income on such debt instruments is recognised in profit or loss and is included in the “Other Income”.

The Company has not designated any debt instruments as fair value through other comprehensive income.

(ii) Financial assets (i.e. investments in instruments other than equity of subsidiaries) are subsequently measured at fair value.

Such financial assets are measured at fair value at the end of each reporting period, with any gains (e.g. any dividend or interest earned on the financial asset) or losses arising on re-measurement recognised in profit or loss and included in the “Other Income”.

Investments in equity instruments of subsidiaries

The Company measures its investments in equity instruments of subsidiaries at cost in accordance with Ind AS 27. At transition date, the Company has elected to continue with the carrying value of such investments measured as per the previous GAAP and use such carrying value as its deemed cost.

Impairment of financial assets:

A financial asset is regarded as credit impaired when one or more events that may have a detrimental effect on estimated future cash flows of the asset have occurred. The Company applies the expected credit loss model for recognising impairment loss on financial assets (i.e. the shortfall between the contractual cash flows that are due and all the cash flows (discounted) that the Company expects to receive).

De-recognition of financial assets:

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of profit and loss.

Financial liabilities and equity instruments

Equity instruments

Equity instruments issued by the Company are classified as equity in accordance with the substance and the definitions of an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the "Finance Costs".

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

B.12 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

B.13 Segment Reporting

An operating segment is component of the company that engages in the business activity from which the company earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The company's chief operating decision maker is the Managing Director.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

C. Critical Accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with Ind AS requires the Company's Management to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities recognised in the financial statements that are not readily apparent from other sources. The judgements, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates (accounted on a prospective basis) and recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods of the revision affects both current and future periods.

The following are the key estimates that have been made by the Management in the process of applying the accounting policies:

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

Allowance for doubtful trade receivables

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

Estimated irrecoverable amounts are derived based on a provision matrix which takes into account various factors such as customer specific risks, geographical region, product type, currency fluctuation risk, repatriation policy of the country, country specific economic risks, customer rating, and type of customer, etc.

Individual trade receivables are written off when the management deems them not to be collectable.

Defined benefit plan

The cost of the defined benefit plans and other post-employment benefits and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter that is subject to change the most is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation and extrapolated as needed along the yield curve to correspond with the expected term of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are after considering the expected future inflation rates for the country.

AROMA ENTERPRISES (INDIA) LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

1.1 Property, Plant & Equipment

Particulars	Furniture & Fixtures	Office Equipments	Computer	Vehicles	Machinery	Total
Gross Carrying Amount						
Deemed Cost as on April 01, 2018	13,43,062	4,45,187	4,65,397	75,33,491	2,45,594	1,00,32,731
Additions during the year	-	-	1,04,686	-	-	1,04,686
Deletion during the year	-	-	-	-	-	-
As on March 31, 2019	13,43,062	4,45,187	5,70,083	75,33,491	2,45,594	1,01,37,417
Additions during the year	-	1,01,696	-	-	-	1,01,696
Deletion during the year	-	-	-	-	-	-
As on March 31, 2020	13,43,062	5,46,883	5,70,083	75,33,491	2,45,594	1,02,39,113
Accumulated Depreciation						
As on April 01, 2018	6,05,379	3,06,634	3,65,659	12,11,544	43,597	25,32,813
Depreciation charged during the year	1,90,986	60,052	1,29,114	19,74,344	36,561	23,91,057
Accumulated Depreciation on disposal	-	-	-	-	-	-
As on March 31, 2019	7,96,365	3,66,686	4,94,773	31,85,888	80,158	49,23,870
Depreciation charged during the year	1,41,540	46,728	47,568	13,57,757	29,944	16,23,537
Accumulated Depreciation on disposal	-	-	-	-	-	-
As on March 31, 2020	9,37,905	4,13,414	5,42,341	45,43,645	1,10,102	65,47,407
Net Carrying Amount						
As on April 01, 2018	7,37,683	1,38,553	99,738	63,21,947	2,01,997	74,99,918
As on April 01, 2019	5,46,697	78,501	75,310	43,47,603	1,65,436	52,13,547
As on March 31, 2020	4,05,157	1,33,469	27,742	29,89,846	1,35,492	36,91,706

Intangible Asset

Particulars	Software	Total
Gross Carrying Amount		
Deemed Cost as on April 01, 2018	90,715	90,715
Additions during the year	-	-
Deletion during the year	-	-
As on March 31, 2019	90,715	90,715
Additions during the year	-	-
Deletion during the year	-	-
As on March 31, 2020	90,715	90,715
Accumulated Amortization		
As on April 01, 2018	51,122	51,122
Amortisation charged during the year	25,007	25,007
Accumulated Amortisation on disposal	-	-
As on March 31, 2019	76,129	76,129
Amortisation charged during the year	9,211	9,211
Accumulated Amortisation on disposal	-	-
As on March 31, 2020	85,340	85,340
Net Carrying Amount		
As on April 01, 2018	39,593	39,593
As on April 01, 2019	14,586	14,586
As on March 31, 2020	5,375	5,375

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

1.3 Other Financial Asset

Particulars	As at	As at
	31-03-2020	31-03-2019
Security Deposits	20,27,905	24,85,905
Total	20,27,905	24,85,905

1.4 Deferred Tax Asset (Net)

Particulars	As at	As at
	31-03-2020	31-03-2019
Deferred Tax Assets	7,94,324	5,96,556
Total	7,94,324	5,96,556

Refer to **Note No. 1.18** For detailed disclosure

1.5 Other Non Current Asset

Particulars	As at	As at
	31-03-2020	31-03-2019
Statutory Deposit	31,22,911	31,22,911
Total	31,22,911	31,22,911

1.6 Inventories

Particulars	As at	As at
	31-03-2020	31-03-2019
<i>(As verified, valued and certified by management)</i>		
Stock in Trade	69,73,063	83,99,794
Total	69,73,063	83,99,794

1.7 Trade Receivables

Particulars	As at	As at
	31-03-2020	31-03-2019
Trade Receivables - Unsecured		
Considered good	4,58,62,650	3,55,80,225
Considered Doubtful	-	-
	4,58,62,650	3,55,80,225
Less: Allowance for Doubtful Receivable	-	-
Total	4,58,62,650	3,55,80,225

Age analysis of trade receivables

Outstanding for more than six months from the date they are due	79,79,098	41,70,321
Others	3,78,83,552	3,14,09,904
	4,58,62,650	3,55,80,225

1.8 Cash & Cash Equivalents

Particulars	As at	As at
	31-03-2020	31-03-2019
Cash on Hand <i>(as certified by the management)</i>	6,37,593	6,40,433
Balance With Banks		
- In Current Accounts	11,51,708	6,81,231
- In Deposit Accounts	-	-
Total	17,89,301	13,21,664

1.9 Other Current Asset

Particulars	As at	As at
	31-03-2020	31-03-2019
Balance With Government Authorities	5,54,46,794	11,46,98,277
Advance to Suppliers	22,40,43,835	19,88,84,919
Advance to employees	50,000	50,000
Prepaid expenses	1,00,131	90,724
Total	27,96,40,760	31,37,23,920

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020**1.10 EQUITY SHARE CAPITAL****A. Share Capital**

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Number	Amount	Number	Amount
Authorized Share Capital				
75,00,000 Equity shares, Re. 10/- par value	75,00,000	7,50,00,000	75,00,000	7,50,00,000
	75,00,000	7,50,00,000	75,00,000	7,50,00,000
Issued, Subscribed and Fully Paid Up Shares				
50,00,000 Equity shares, Re. 10/- par value	50,00,000	5,00,00,000	50,00,000	5,00,00,000
	50,00,000	5,00,00,000	50,00,000	5,00,00,000
Paid up capital				
48,80,800 Equity shares, Re. 10/- par value	48,80,800	4,88,08,000	48,80,800	4,88,08,000
Add: Forfeited Shares				
1,19,200 Equity Shares of Rs. 5 each/-	59,600	5,96,000	59,600	5,96,000
	49,40,400	4,94,04,000	49,40,400	4,94,04,000

B. The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2020:

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	48,80,800	4,88,08,000	48,80,800	4,88,08,000
Add: Shares issued during the year	-	-	-	-
Less : Shares bought back (if any)	-	-	-	-
Share outstanding at the end of the year	48,80,800	4,88,08,000	48,80,800	4,88,08,000

C. Terms/rights attached to equity shares

(A) The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended March 31, 2020, the amount per share of dividend recognised as distributions to equity share holders was Rs. NIL.

(B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

D. The details of shareholders holding more than 5% shares in the company :

Name of the shareholder	As at 31st March, 2020		As at 31st March, 2020	
	Number	% of holding	Number	% of holding
Snehal Patel	24,89,887	51.01	24,89,887	51.01
Meetaben Patel	4,47,000	9.16	4,47,000	9.16

E. Amount of Calls Unpaid

Particulars	As at	As at
	31-03-2020	31-03-2019
i) Calls unpaid by Directors	-	-
ii) Calls unpaid by Officers	-	-
No. of shares Forfeited	1,19,200	1,19,200
Amount Originally Paid Up	5,96,000	5,96,000

1.11 Other Equity

Particulars	As at	As at
	31-03-2020	31-03-2019
Security Premium	-	-
Retained Earnings	(5,53,78,609)	(87,94,292)
Total	(5,53,78,609)	(87,94,292)

Refer Statement of changes in Equity for additions/deletions in each reserve

Notes

I. Retained Earnings are the profits that the company has earned till date, less any transfer to general reserves, dividends or other distributions paid to the shareholders.

1.12 Non Current Financial Liabilities - Borrowings

Particulars	As at	As at
	31-03-2020	31-03-2019
Secured Borrowings		
I. Loans from bank and financial institution	15,80,037	31,12,711
Unsecured Borrowings		
II. Loans		
- From Directors	-	-
- From Others	-	-
Total	15,80,037	31,12,711

1.13 Other Non Current Liabilities

Particulars	As at	As at
	31-03-2020	31-03-2019
Advance against sale of Property	10,86,709	10,86,709
Total	10,86,709	10,86,709

1.14 Current Financial Liabilities - Borrowings

Particulars	As at	As at
	31-03-2020	31-03-2019
Secured Borrowings		
I. Loans from bank and financial institution	-	-
Unsecured Borrowings		
II. Loans		
- From Directors and relatives	-	-
- From Others	80,56,000	28,81,000
- Intercorporate Deposits	4,96,89,589	4,81,93,399
Total	5,77,45,589	5,10,74,399

1.15 Trade Payables

Particulars	As at	As at
	31-03-2020	31-03-2019
Trade Payables	14,37,93,467	9,91,10,625
Total	14,37,93,467	9,91,10,625

Note:

The company has no information as to whether any of its suppliers constitute micro, small and medium enterprises as per Micro, Small & Medium Enterprises Development Act, 2006 and therefore, the amount due to such suppliers has not been identified.

1.16 Other Current Liabilities

Particulars	As at	As at
	31-03-2020	31-03-2019
Other Current Liabilities*	11,59,56,974	15,64,89,643
Total	11,59,56,974	15,64,89,643

* Other Current Liabilities include statutory dues, credit balance of Bank Current A/c, creditors for Capital goods and advance from customers

1.17

Particulars	As at	As at
	31-03-2020	31-03-2019
Provision for Employee Benefits		
For Provident Fund	64,92,224	29,03,094
For Employee State Insurance	2,630	1,07,614
Other Provisions		
For Expenses	2,32,24,975	1,44,44,203
Total	2,97,19,829	1,74,54,911

1.18 Current Tax Liabilities**(1) Components of Income Tax Expense**

The major component of Income Tax Expense for the year ended on March 31, 2020 and March 31, 2019 are as follows:

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Statement of Profit and loss		
Current Tax		
Current Income Tax	-	15,20,402
Deferred Tax		
Deferred Tax Expense	-1,97,768	-4,14,194
	-1,97,768	-4,14,194
Income Tax Expense as per the statement of profit and loss	-1,97,768	-4,14,194

(2) Reconciliation of effective Tax

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit before tax from continuing and discontinued operations	-4,67,82,085	26,75,100
Applicable Income Tax Rate	-	56.84%
Income Tax Expense	-	15,20,402
<i>Adjustment for :</i>		
Difference of Depreciation	-1,35,297	-4,10,014
Other Temporary Difference	-62,471	-4,180
Tax Expense/(benefit)	-1,97,768	-4,14,194
Effective Tax Rate	0.4227%	-15.4833%

(3) Movement in deferred tax assets and liabilities**(i) For the year ended on March 31, 2019**

Particulars	As at March 31, 2018	Credit/(charge) in the statement of profit & loss account	Credit/(charge) in other comprehensive income	As at March 31, 2019
a) Deferred Tax Liabilities/(asset)				
In relation to:				
Property, Plant & Equipment	-1,89,822	-4,10,014	-	-5,99,836
Deferred Tax Expense on fair valuation of investment	7,460	-4,180	-	3,280
	-1,82,362	-4,14,194	-	-5,96,556
b) Unused Tax Credits (MAT Credit Entitlement)				
	-	-	-	-
	-1,82,362	-4,14,194	-	-5,96,556

(ii) For the year ended on March 31, 2020

Particulars	As at March 31, 2019	Credit/(charge) in the statement of profit & loss account	Credit/(charge) in other comprehensive income	As at March 31, 2020
a) Deferred Tax Liabilities/(asset)				
In relation to:				
Property, Plant & Equipment	-5,99,836	-1,35,297	-	-7,35,133
Deferred Tax Expense on fair valuation of investment	3,280	-62,471	-	-59,191
	-5,96,556	-1,97,768	-	-7,94,324
b) Unused Tax Credits (MAT Credit Entitlement)				
	-	-	-	-
	-5,96,556	-1,97,768	-	-7,94,324

2.1 Revenue from Operations

Particulars	2019-2020	2018-2019
Sales of Product	4,68,93,268	32,09,66,767
Sales of services*	46,03,500	1,04,44,500
Other Operating Revenue	1,94,50,042	1,80,30,263
Total	7,09,46,810	34,94,41,530

* Income from Sales of services includes Commission Income

2.2 Other Income

Particulars	2019-2020	2018-2019
Interest Income on advances	1,43,24,094	-
Total	1,43,24,094	-

2.3 Purchase of Stock in Trade

Particulars	2019-2020	2018-2019
Purchases		
Import	90,51,000	15,21,492
Indigenous	1,60,19,354	15,45,48,134
Total	2,50,70,354	15,60,69,626

2.4 Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade

Particulars	2019-2020	2018-2019
Inventories (at close)		
Stock-in-trade	69,73,063	83,99,794
Inventories (at commencement)		
Stock-in-trade	83,99,794	4,59,21,171
Total	14,26,731	3,75,21,377

2.5 Employee Benefit Expenses

Particulars	2019-2020	2018-2019
Salaries, Wages and Bonus	6,61,76,527	7,64,64,259
Contribution to Provident and other funds	25,19,805	36,40,404
Staff Welfare Expenses	6,65,476	10,90,818
Other Allowances	26,21,921	74,48,937
Total	7,19,83,729	8,86,44,418

a) Defined contribution plans

Contribution to Provident Fund	24,14,694	33,95,487
Contribution to ESIC	1,01,691	2,40,837
Contribution to Labour welfare fund	3,420	4,080
	25,19,805	36,40,404

2.6 Finance Cost

Particulars	2019-2020	2018-2019
Interest Expenses	6,09,187	3,80,027
Other Borrowing Cost (On Car Loan)	2,15,794	4,05,093
	8,24,981	7,85,120

2.7 Other Expenses

Particulars	2019-2020	2018-2019
Selling and distribution expenses :		
Advertisement Expenses	80,814	32,61,779
Other Selling and distribution expenses	54,78,214	2,70,82,965
Administrative Expenses :		
Legal and Professional Fees	12,07,184	22,89,453
Consultancy Fees	66,16,932	65,77,712
Telephone & Communication Charges	89,035	2,44,122
Travel and conveyance		
Domestic	12,76,063	47,82,189
Foreign	-	6,55,187
Insurance	1,39,463	9,44,545
Brokerage	-	43,000
Rent Expenses	56,76,376	73,81,706
Payments to Auditors	3,00,000	3,00,000
Power & Fuel Charges	19,52,051	22,27,146
Foreign Fluctuation expense	-	7,00,458
Rates & taxes	34,446	33,354
Printing & Stationery	81,324	2,84,479
Repairs and Maintenance		
Plant & Machinery	51,688	12,92,071
Others	43,586	2,16,519
Bank charges	34,344	14,532
Miscellaneous Expense	4,52,681	9,19,785
SEBI Penalty	10,00,000	
Default in Payment of Statutory liability		
Interest Expense	12,17,679	20,02,635
Late Fees	70,697	76,188
Custom Duty and Expense related to import	53,11,867	-
	3,11,14,445	6,13,29,825

2.8 EARNING PER SHARE

Particulars	2019-2020	32,09,66,767
Basic	(9.43)	0.32
Diluted	(9.43)	0.32
Face Value of each Equity Share	10	10
Profit for the year attributable to Equity Shareholders	(4,65,84,317)	15,68,892
Weighted average number of equity shares used in the calculation of earnings per share	49,40,400	49,40,400

Note 3.1 : Capital Management

For the purpose of the company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objectives of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise return to stakeholders through the optimisation of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual planning and budgeting and corporate plan for working capital, capital outlay and longterm product and strategic involvements. The funding requirements are met through internal accruals and a combination of both long-term and short-term borrowings.

The Company monitors the capital structure on the basis of total debt (long term and short term) to equity and maturity profile of the overall debt portfolio of the Company.

Particulars	As at March 31, 2020	As at March 31, 2019
Total Debt (Inclusive of current maturities of long term debt)	5,93,25,626	5,41,87,110
Total Equity	-59,74,609	4,06,09,708
Debt Equity Ratio	-9.93	1.33

Note 3.2 : Financial Risk Management

In course of its business, the Company is exposed to certain financial risks that could have significant influence on the Company's business and operational/ financial performance. These include market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk

The Board of Directors reviews and approves risk management framework and policies for managing these risks and monitors suitable mitigating actions taken by the management to minimise potential adverse effects and achieve greater predictability to earnings. In line with the overall risk management framework and policies, the management monitors and manages risk exposure through an analysis of degree and magnitude of risks.

(i) Market Risk

Market risk is the risk that changes in market prices, liquidity and other factors that could have an adverse effect on realizable fair values or future cash flows to the Company. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates as future specific market changes cannot be normally predicted with reasonable accuracy.

(a) Foreign Currency Risk Management:

The Company undertakes transactions denominated in foreign currencies and thus it is exposed to exchange rate fluctuations. The Company actively manages its currency rate exposures, arising from transactions entered and denominated in foreign currencies, and uses derivative instruments such as foreign currency forward contracts to mitigate the risks from such exposures. The company does not use derivative instruments to hedge risk exposure.

(b) Interest Rate Risk Management:

The Company is exposed to interest rate risk pertaining to funds borrowed at both fixed and floating interest rates. The Company's risk management activities are subject to management, direction and control under the framework of risk management policy of interest rate risk. The management ensures risk governance framework for the company through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives

For the company's total borrowings, the analysis is prepared assuming that amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

Particulars	As at March 31, 2020	As at March 31, 2019
Total Borrowings	5,93,25,626	5,41,87,110

(ii) Credit Risk

Credit risk refers to the risk that a counterparty or customer will default on its obligation resulting in a loss to the company. Financial instruments that are subject to credit risk principally consist of Loans, Trade and Other Receivables, Cash and Cash Equivalents, Investments and Other Financial Assets.

Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risk. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in independent markets. Ongoing credit evaluation is performed on the financial condition of accounts receivable and, where appropriate. The average credit period are generally in the range of 14 days to 90 days. Credit limits are established for all customers based on internal rating criteria.

Age analysis of Trade Receivables

Particulars	As at March 31, 2020	As at March 31, 2019
Gross Trade Receivables		
Due Less than 6 Months	3,78,83,552	3,14,09,904
Due greater than 6 Months	79,79,098	41,70,321
Allowance for doubtful debts	-	-
Net Trade Receivables	4,58,62,650	3,55,80,225

(iii) Liquidity Risk

The Company monitors its risk of shortage of funds through using a liquidity planning process that encompasses an analysis of projected cash inflow and outflow.

The Company's objective is to maintain a balance between continuity of funding and flexibility largely through cash flow generation from its operating activities and the use of bank loans. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding.

Note 3.3 : Categories of Financial Assets and Liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
Financial Assets		
a. Measured at Cost:		
Investment		
Equity shares (Unquoted)	-	-
b. Measured at amortised cost:		
Cash and Cash Equivalents (including other bank balances)	17,89,301	13,21,664
Trade Receivables	4,58,62,650	3,55,80,225
Other Financial Asset	20,27,905	24,85,905
Financial Liabilities		
a. Measured at amortised cost:		
Borrowings	5,93,25,626	5,41,87,110
Trade payables	14,37,93,467	9,91,10,625

Note 3.4 : Related Party Transactions

Related party disclosures, as required by Ind AS 24, "Related Party Disclosures", are given below

(A) Particulars of related parties and nature of relationships**I. Companies/ partnership firms over which Key Management Personnel and their relatives are able to exercise significant influence**

Aroma Productions Private Limited
Harikesh Tobacco Private Limited

II. Key Management Personnel

Mr. Chirag Raval
Mr. Snehal Patel
Mr. Ankit Shukla
Mr. Abdul Hajiwala

III. Related Party

Mrs Meeta Snehal Patel

(B) Related Party transactions and balances

The details of material transactions and balances with related parties (including those pertaining to discontinued operations) are given below:

a) Transaction during the year	As at March 31, 2020	As at March 31, 2019
Interest Income		
Aroma Production Private Limited	1,43,24,094	-
	1,43,24,094	-
Directors' Sitting Fees		
Mr. Chirag Raval	8,00,000	9,00,000
Mr. Snehal Patel	7,50,000	8,50,000
	15,50,000	17,50,000
Employee Benefit Expense		
Mrs. Meeta Snehal Patel	-	6,75,000
	-	6,75,000
Goods Purchased		
Aroma Production Private Limited	2,87,15,411	7,93,02,216
	2,87,15,411	7,93,02,216
Loan Given		
Aroma Production Private Limited	6,10,05,024	23,73,55,454
	6,10,05,024	23,73,55,454
Loan Taken		
Aroma Production Private Limited	2,49,50,000	1,16,50,000
	2,49,50,000	1,16,50,000

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the members of **Aroma Enterprises (India) Limited** will be held on Wednesday 30th September, 2020 at 11.00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (AOVM) to transact the following business:

Ordinary Business:

1. Adoption Of Audited Accounts:

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020, Cash –Flow Statement and Profit & Loss Account for the year ended on that date together with the Schedules attached thereto, and the reports of the Board of Directors and Auditors thereon.

2. Re-Appointment of Auditor:

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

“**RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. J. Vageriya & Associates (FRN: 124193W) Chartered Accountants, Ahmedabad and M/s. Sunil Dad & Co. (FRN: 126741W) Chartered Accountants, Ahmedabad, who has been appointed for the Period of 5(Five) year in the 25th Annual General Meeting, be and are hereby ratified as the Statutory Auditor of the Company for the Remaining Period of 4 (Four) Year, subject to the ratifications by the members at every Annual General Meeting of the said tenure, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e – forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

3. Re-appointment of Director:

To appoint a director in place of Mr.Snehal Patel (DIN: 03097321), who retires by rotation and being eligible, and offer himself for re-appointment.

For, Aroma Enterprises (India) Limited

Date: 05/09/2020

Place: Ahmedabad

SD/-
Mr. Abdul Hajiwala
Company Secretary &
Compliance Officer

Notes:

1. Name of the Contact Person: Mr. Abdul QadirHajiwala, Company Secretary E – mail id: compliance.mgc@gmail.com.
2. **General instructions for accessing and participating in the 26th AGM through VC Facility and voting through electronic means including remote e-Voting:-**

2.1. In view of the outbreak of the COVID-19 social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 26th AGM of the company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 26th AGM shall be 88, Ajanta Commercial Centre Nr. Income Tax Circle, Ashram Road Ahmedabad - 380009.

2.2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, in terms of the MCA Circulars, since the physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 26th AGM. Institutional/ Corporate Shareholders (i.e. other than individuals HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. (Refer Point No. 5.1 below).

2.3. 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.

2.4. Since the AGM will be held through VC Facility, the Route Map is not annexed in this Notice.

2.5. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the 26th AGM through VC Facility and e-Voting during the 26th AGM.

2.6. Members may join the 26th AGM through VC Facility by following the procedure as mentioned below which shall be kept open for the members from 10.45 a.m. IST i.e. 15 minutes before the time scheduled to start the 26th AGM and the company may close the window for joining the VC Facility 15 minutes after the scheduled time to start the 26th AGM.

2.7. The facility of participation at the 26th AGM through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2.8. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

2.9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the company is providing facility of remote e-voting to its members holding shares in physical or dematerialized form, as on the cut-off date, being Friday, September 25, 2020, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the “Remote e-voting”).

3. The instructions and other information relating to e-voting are as under:

3.1. The remote e-voting period begins on Saturday, September 26, 2020 at 10:00 A.M. and ends on Tuesday, September 29, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

3.2. A person who is not a member as on the cut-off date should treat this Notice of 26th AGM for information purpose only.

4. The remote e-Voting process is explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

A. Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

A.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 and on home page click on the icon "Login" which is available under 'Shareholders' section.

A.2. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

A.3. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to cast your vote electronically.

A.4. Your User ID details are as given below:

Manner of holding Shares

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***.

A.5. Your password details are given below:

If you are already registered for e-Voting	Use your existing password to login and cast your vote.
If you are using NSDL e-Voting system for the first time,	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.

A.6. How to retrieve your 'initial password'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.

A.7. 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d.** Members can also use the OTP (One Time Password) based login for casting the vote on the e-Voting system of NSDL.
- i.** After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- ii.** Now, you will have to click on “Login” button.
- iii.** After you click on the “Login” button, Home page of e-Voting will open.

B. Details on Step 2 is given below:

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

B.1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

B.2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

B.3. Select “EVEN” of Company for which you wish to cast your vote.

B.4. Now you are ready for e-Voting as the Voting page opens.

B.5. 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.

B.6. Upon confirmation, the message “Vote cast successfully” will be displayed.

B.7. You can also take the printout of the vote cast by you by clicking on the print option on the confirmation page.

B.8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

5. General Guidelines for shareholders:

5.1. 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 compliance@mgc.com with a copy marked to evoting@nsdl.co.in.

5.2. 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.

5.3. 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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

6. 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:
- 6.1.** 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), and AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@mgc.com.
- 6.2.** 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 compliance@mgc.com.
7. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:
- 7.1.** Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- 7.2.** Members are encouraged to join the Meeting through Laptops for better experience.
- 7.3.** Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 7.4.** Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:
- 9.1.** The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 9.2.** Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- 9.3.** Members who have casted their vote through Remote e-Voting will be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
- 9.4.** The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
9. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled, to Skyline Financial services Private Limited Registrar and Transfer Agent ('R&T') of the company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
10. All documents referred to in the accompanying Notice shall be available for inspection electronically. Members seeking to inspect such documents can send an email to compliance@mgc.com with subject line 'Inspection of AGM Documents'. This notice and the Annual Report will also be available on the company's website www.aromaenterprises.in for download.
11. The Members, desiring any information relating to the accounts, are requested to write to the company at an early date, so as to enable the management to keep the information ready.

12. In compliance with the aforesaid MCACirculars and SEBI Circular dated May 12,2020, Notice of the AGM along with theAnnual Report 2019-20 is being sent onlythrough electronic mode to those Memberswhose email addresses are registered withthe company/ Depositories. Members may notethat the Notice and Annual Report 2019-20will also be available on the company's websitewww.aromaenterprises.in, websites of the StockExchanges i.e. BSE Limited and National StockExchange of India Limited at www.bseindia.com and www.nseindia.com respectively,and on the website of Service Provider,https://evoting.nsdl.com/
13. In support of the Green Initiative, the companyhereby requests Members who have notupdated their email IDs to update the samewith their respective Depository Participant(s)or with compliance@mgc.com, R&T of the company for receivingcommunications from companyelectronically.Members holdingshares in physical mode are also requested touptdate their email addresses by writing to the R&T of the companyquoting their folio number(s).
14. The Securities and Exchange Board ofIndia (SEBI) has mandated the submissionof Permanent Account Number (PAN) byevery participant in securities market.Members holding shares in physical form cansubmit their PAN and / or AADHAAR to thecompany / Skyline Financial services Private Limited.
15. The Members who have exercised their rightto vote through Remote e-voting may attendthe AGM but shall not vote at the AGM. Thevoting rights of the Members shall be inproportion to their shares of the paid-uequity share capital of the company as on thecut-off date being Friday, September 25, 2020.
16. Your company is pleased to provide the facilityof live webcast of proceedings of AGM.Members who are entitled to participate inthe AGM can view the proceeding of AGM bylogging on the e-voting website of NSDL athttps://evoting.nsdl.com/ using their securelogin credentials. Members are encouragedto use this facility of webcast.
17. To conduct the e – voting process in fair and transparent manner, the Company has appointed M/s. NMV & Associates, Chartered Accountant, Ahmedabad as the Scrutinizer for purpose of E – voting to count the votes casted in favour or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.
18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first countthe votes cast during the AGM, thereafterunblock the votes cast through remotee-voting and make, not later than 48 hoursof conclusion of the AGM, a consolidatedScrutinizer's Report of the total votes cast infavour or against, if any, to the Chairman ora person authorised by him in writing, whoshall countersign the same.
19. The Results on above resolutions shall bedeclared not later than 48 hours from theconclusion of the AGM of the company and theresolutions will be deemed to be passedon the AGM date subject to receipt of therequisite number of votes in favour ofthe Resolutions.
20. The Results of voting declared along withScrutinizer's Report(s) will be displayed onthe website of the company (www.aromaenterprises.in)and on Service Provider's website (https://evoting.nsdl.com) and the same shall also be simultaneously communicated to the BSE Limited.
21. The Register of Members and Share Transfer Books of the Company will remain close from 26th September, 2020 (Saturday) to 30th September, 2020 (Monday) (both days inclusive).
22. Members are requested to notify immediately changes in their respective address, if any, to the Company's Registered Office quoting their Folio No.
23. Additional information pursuant to the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 in respect of the directors seeking appointment / re – appointment at the AGM is furnished and forms a part of the Notice. The directors have furnished the requisite consents / declarations for their appointment / re – appointment.



Details of Directors seeking appointment / re – appointment by the shareholder of the Company at the ensuing Annual General Meeting: {Regulation 36(3)}

(1) Brief Resume of the Director

Mr.Snehal Patel, Managing Director of the company has been appointed by the board of the directors in the board meeting dated 07.05.2016 with effect from 01.06.2016, with shareholder approval in the EGM dated 30.05.2016 and shall be eligible to act as Managing director of the company to share his knowledge and skills for the period of 5 years.

(2) Nature of his expertise in specific functional areas

Mr.Snehal Patel has an enriched experience of above 23 years in the trading of tobacco and tobacco products and other enterprise segment which seems to be fruitful to the company.

(3) Disclosure of Relationship between directors Inter-se

Mr.Snehal Patel does not hold any sort of relationship with the other directors of the company namely Mr.Chirag Rawal and Mrs.Manisha Bhatewara.

(4) Names of listed entities in which the person also holds the directorship and the membership of Committees of the board

Mr.Snehal Patel apart from Aroma Enterprises (India) Limited does not hold directorship in the other listed company neither he is a member of committee of Board.

(5) Shareholding of non-executive directors

The board consists of two Non – Executive directors, the shareholding is stated as under:

- (1) Mr. Chirag Rawal – Nil
- (2) Mrs. Manisha Bhatewara - Nil

For, Aroma Enterprises (India) Limited

**Date: 05/09/2020
Place: Ahmedabad**

**SD/-
Mr.Snehal Patel
Managing Director
DIN: 03097321**

**SD/-
Mr. Chirag Rawal
Director
DIN : 06560139**