



Corporate Information

BOARD OF DIRECTORS

Mr. Snehal Patel – Chairman cum MD
(Appointed w.e.f. 07-05-2016)

Mr. Ritesh Patel – Director

Mrs. Manisha Bhatewara – Independent
Director (Appointed w.e.f 07-05-2016)

Mr. Chirag Rawal – Independent Director

Mr. Miten Shah – Independent Director
(Resigned w.e.f. 07-05-2016)

Mrs. Jalpa Patel – Non Executive Director
(Resigned w.e.f 07-05-2016)

KEY MANAGERIAL PERSONNEL

Mr. Ankit Shukla – Company Secretary

Mr. Keshava Kannan – Chief Executive
Officer (Resigned w.e.f. 07-05-2016)

Mr. Ritesh Patel – Chief Financial Officer

AUDITORS

M/s. Saurabh R Shah & Co.
302, Wallstreet – 1, Nr. Gujarat College Rly
Crossing, Opp. Orient Club, Ellisbridge,
Ahmedabad – 380006

BANKER

Axis Bank
State Bank of India
Bank of Baroda

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

REGISTRAR & TRANSFER AGENT

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

22nd Annual General Meeting

Date : September 30, 2016
Day : Friday
Time : 11:00 AM
Venue : 88, Ajanta Commercial Center,
Nr. Income Tax Circle,
Ashram Road,
Ahmedabad – 380009

DIRECTOR'S REPORT

To
The Members
Aroma Enterprises (India) Limited

Your Directors present the 22nd Annual Report and Audited Accounts for the year ended on 31st March, 2016.

FINANCIAL RESULTS

Particulars	In INR Lakhs	
	31/03/2016	31/03/2015
Total Income	2,520.38	172.11
Operational Cost	2,459.24	121.90
Total Expenses	2,459.24	121.90
Profit / (Loss) Before Tax after Extra ordinary Items	61.14	50.20
Current Tax	24.10	15.04
Excess/ (Short) provisions of earlier year	- 9.88	5.41
Deferred Tax	- 1.99	0.09
Profit/ (Loss) After Tax	48.90	29.67

OPERATIONS/STATEMENT OF AFFAIRS**A. PERFORMANCE**

The Company has earned total income of INR 2,520.38 Lakhs as compared to INR 172.11 Lakhs in previous year. During the year the Company has earned Net Profit of INR 48.90 Lakhs as compared to INR 29.67 Lakhs.

B. CURRENT OUTLOOK

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

DIVIDEND

The Board of Directors of the Company is of the opinion to retain the profits in to the business of the Company for future investment therefore does not recommend any dividend for the financial year 2015 – 16.

RESERVES

During the period under review, the company has not transferred any sum to the reserve funds of the Company except for the Profit earned during the year has been transferred to the Surpluses Head of the Reserves & Surpluses.

SHARE CAPITAL

The paid up Equity Share capital as on 31st March, 2016, of the Company is Rs. 4,94,04,000/-. During the period under review, no fresh issue of securities has been made by the Company. Further, none of the directors of the Company hold any kind of securities in the Company as on 31st March, 2016.

DEPOSITS

The Company has not invited or accepted deposit 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.

LISTING AT STOCK EXCHANGES

The company is currently listed with the Bombay Stock Exchange (BSE) Limited and the Ahmedabad Stock Exchange Limited (ASEL). The details of which further elaborated in the corporate governance report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

1) Conservation of Energy and Technology Absorption:

Since the Company is not engaged in any Manufacturing Activities therefore particulars regarding conservation of energy, Technology up gradation are not applicable to the Company. However, the Company has made endeavour to make precautionary measures to conserve the non – renewable resources and use the latest technology in its business.

2) Foreign Exchange Earnings : NIL

Foreign Exchange Outgos : INR 7,68,18,311.38/-

Imports of Goods (Purchase): INR 7,26,94,816.10/-

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of Loans, Guarantees or Investments made by the Company pursuant to section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

PARTICULARS OF EMPLOYEES

Pursuant to the Sub – Rule (2) of the Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, read with Section 197 of the Act, no employees was in receipt of the remuneration in aggregate to Rs. 60 lakh per annum or Rs. 5 lakh 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, no 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 – A" 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.

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, colour, 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.

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

The Company does not fall under the criteria as mentioned in the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibilities) Rules, 2014; and hence the Company has neither developed nor implemented the Corporate Social Responsibility (CSR) Policy and the CSR Committee.

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS REPORT

With the advent of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations"), being enforced with effect from December 01, 2015, the requirement for the Corporate Governance is done away with pursuant to Regulation 15(2) of the said Regulations. Hence, the requirement of the Corporate Governance Report is no further required.

However, to keep the company in - line with the other competitors, the company has still continued to follow the Good Governance Practice, which being in – line with the Companies Act, 2013 ("the Act"). The separate report on the Corporate Governance Report has been appended to this Annual Report.

A separate report on Management Discussion and Analysis Report as stipulated by the Securities & Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015 (enforced with effect from December 01, 2015) (earlier Clause 49 of the Listing Agreement) forming part of the compliance is appended to this Annual Report.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, if any, 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.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

In pursuance to the Companies Act, 2013, the Company has devised, formulated and implemented the Risk Management Policy, for the moderate risk of the internal as well as the external factors. The detailed policy can be found out at the website of the company www.aromaenterprises.in

CONTRACT OR ARRANGEMENT WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

Further, the detail of the "Related Party Disclosures" as the Schedule V of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 is more specifically provided in notes to the Financial Statement.



EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT – 9 is annexed herewith as “Annexure – B”.

SUBSIDIARIES / JOINT VENTURES / ASSOCIATES

The Company does not have Subsidiaries neither do have any Associates nor Ventures with other body corporate during the year. Besides this, there has been no such entity which has ceased to be the subsidiary company or associate company or any joint venture company during the period under review.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors:

There has been no change in the constitution of Board of Directors of the Company during the current financial year 2015 – 2016, except for appointing of Mrs. Jalpa Patel as the Non – Executive Director of the Company at the 21st Annual General Meeting held on 30th September, 2015.

Further to this, the Board of Directors has in their Board Meeting dated May 07, 2016, considered the Appointment of Mr. Snehal Patel and Mrs. Manisha Bhatewara as the Additional Directors and the Resignation of Mrs. Jalpa Patel (Non – Executive Director) and Mr. Miten Shah (Independent Director).

Furthermore, Mr. Snehal Patel & Mrs. Manisha Bhatewara had been appointed as Additional Director of the Company w.e.f. May 07, 2016, and further changed their designation to Chairman cum Managing Director and Independent Director respectively, in the 01/2016 – 2017 Extra Ordinary General Meeting held on May 31, 2016.

In pursuance to the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, the Open Offer was conducted by the acquirer Mr. Snehal Patel & Mrs. Meeta Patel along with their Person Acting in Concern, to acquire the controlling stake in the Company, resultant of which there has been change in the management of the Company. In this regards, Mr. Snehal Patel has been appointed as the Chairman cum Managing Director of Company.

As per the provisions of the Companies Act, 2013 and newly notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified w.e.f. 01st December, 2015), the company has taken necessary steps and formed the policy on the Board’s Familiarization and Remuneration Policy to get the new Directors (including Non – Executive Directors and Independent Directors), Key Managerial Personnel and Senior Management familiarize, habituated and their acquaintance with the atmosphere and working of the Company. The same can be finding at the website of the company www.aromaenterprises.in

Independent Directors:

All the Independent Directors have given declaration to the Company stating their independence pursuant to Section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances which may affect their status as Independent Director during the year.

Key Managerial Personnel

There has been no change in the Key Managerial Personnel (KMP) during the financial year. However, Mr. Keshava Kannan has tendered his resignation which has been approved by the Board in its Board Meeting held on May 07, 2016.

DIRECTORS’ RESPONSIBILITY STATEMENT

Pursuant to provisions of Section 134(3)(c) of the Companies Act, 2013, your Directors confirm as under:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

- b) That have 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 31st March, 2016 and the profit and loss of the company for that period;
- c) That 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;
- d) That the preparation of the annual accounts is on a “going concern” basis;
- e) That proper internal financial controls have been followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f) That has devised proper systems to ensure compliance with the provisions of all applicable laws and that such system been adequate and operating effectively.

MEETINGS OF BOARD AND COMMITTEES & ITS COMPOSITION

During the financial year the Company has mainly 3 (three) Committees, namely Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. During the period under review, 6 (Six) Board Meeting were held by the Board of Directors to transact various business items. The detailed report on the Board of Directors has been provided in the Corporate Governance Report, which being annexed to this report.

Audit Committee:

Mr. Chirag Rawal, Mr. Miten Shah & Mr. Ritesh Patel compose the Audit Committee members. The members of the Audit Committee, has meet 4 (four) times during the year. The detailed composition and other details of the Audit Committee have been provided in the Corporate Governance Report, which being annexed to this report.

Nomination & Remuneration Committee:

Mr. Chirag Rawal, Mr. Jalpa Patel & Mr. Miten Shah compose the Nomination & Remuneration Committee members. The members of the Nomination & Remuneration Committee have met 1 (once) during the year. The detailed information has been provided in the Corporate Governance Report, which being annexed to this report.

Stakeholders Relationship Committee:

Mr. Chirag Rawal, Mr. Ritesh Patel & Mr. Miten Shah compose the Stakeholders Relationship Committee members. The members of the Stakeholders Relationship Committee have met 6 (six) times during the year. The detailed information has been provided in the Corporate Governance Report, which being annexed to this report.

Independent Directors' Meeting:

The Independent Directors of the Company met during the year 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 and assessed the quality, quantity and timeline of flow of information between company management and Board.

REMUNERATION POLICY & POLICY ON BOARD'S PERFORMANCE

Pursuant to the provisions of the Section 178 of the Companies Act, 2013, the Nomination & Remuneration Committee has suitable formulated the Board's Familiarization & Remuneration Policy for determination of the Remuneration to the Board Members, Key Managerial Personnel and other employees of the company. The policy can be found at the website of the company www.aromaenterprises.in



BOARD EVALUATION

The Company has devised the policy in accordance with the requirements of the Companies Act, 2013, for the formal Evaluation of performance of the Board, Committee and individual Directors of the Company. The policy can be availed at the website of the company at www.aromaenterprises.in

WHISTLE BLOWER & VIGIL MECHANISM

The Company has established a “Whistle Blower and Vigil Mechanism Policy” for Directors and employees to report the genuine concerns. The provisions of this policy are in line with the provisions of Section 177(9) of the Companies Act, 2013. The detailed policy can be find out at the website of the company at www.aromaenterprises.in

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 (enforced w.e.f. December 01, 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 are 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

INTERNAL CONTROL & FINANCIAL CONTROL SYSTEMS

The Company has an adequate system of internal control & financial 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 & financial control systems of the Company are monitored and evaluated periodically & reviewed by the Audit Committee of the Board of Directors.

AUDITORS

Statutory Auditor:

M/s. S. D. Motta & Associates has tendered their resignation to discontinue as the Statutory Auditor of the Company for the financial year 2015 – 2016 and further remaining terms of their period.

Hence, in order to fill up the casual vacancy the Company has appointed M/s. Rajpara Associates in the Board Meeting held on April 15, 2016. Subsequently, their appointment has been approval by the members in the 01/2016 – 2017 Extra Ordinary General Meeting held on May 31, 2016. However, to due to certain health issues and pre – occupations, M/s. Rajpara Associates has tendered their resignation as statutory auditors of the company w.e.f. July 30, 2016.



Hence, in order to further fill up the casual vacancy, the Company has appointed M/s. Saurabh R Shah & Co., Chartered Accountants in the Board Meeting convened on August 08, 2016.

The office of M/s. Saurabh R Shah & Co., Chartered Accountants, are to be confirmed by the members in the ensuing Annual General Meeting, Further, their appointment shall be for the tenure of 05 (Five) years, subject to the approval of members in the ensuing Annual General Meeting.

Secretarial Auditor:

Mrs. Ankita Parmar had intimated to the Company that they would no longer be continuing as the Practicing Company Secretaries, and, hence not eligible to conduct the Secretarial Audit of the Company.

In that case, the Company had considered the appointment of Mrs. Shubham Agrawal, Practicing Company Secretaries for the purpose of conducting Secretarial Audit of the Company. The Company has appointed Mrs. Shubham Agrawal, Practicing Company Secretaries as the Secretarial Auditor of the Company. The Secretarial Audit Report from Mrs. Shubham Agrawal is appended to this report as “Annexure – C”.

Cost Audit:

The Companies (Cost Records and Audit) Amendment Rules, 2014 (the Rules) are not applicable to the Company.

Internal Auditor:

In pursuance to the provisions of Section 138 of the Companies Act, 2013, your Company has already appointed M/s. Sunil Dad & Co., Chartered Accountants, to conduct internal audit of the Company.

AUDITORS REPORT

Statutory Auditor:

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

Secretarial Auditor:

In respect of the following observations made in the Secretarial Audit Report, we would like to justify the qualifications / observations as follows:

- a. ***Form No-AOC—4, XBRL is filed after the due date, for the financial year 2014 – 15, pursuant to Section 137 of the Companies Act, 2013 and Rule 12(2) of the Companies (Accounts) Rules, 2014 and company paid the Additional Penalty.(FILED ON 12/01/2016)***

We would like to state that the lately notifications of the relevant forms and technical issues, we were not been able to file the form on time; and for which necessary penalty has been paid by the company.

- b. ***Limited Review Report is not filed for 1st, 3rd, 4th quarter, for the financial year 2015 – 16, under Regulation 33(3)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.***

In respect of this qualification, we would like to state that the company has duly obtained the Limited Review Report from the Auditor for the said Quarter and un-audited results for the said quarter was also limited reviewed by the auditor, but was not filed with the Stock Exchange.

- c. ***The Secretarial Auditor was appointed by the Company pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, however, the Company has not filed the resolution in Form MGT-14, during the period under review, with the Registrar of Companies as required under in section 179 read with Rule 8(4) under the Meeting of the Board and its Powers of the Companies Act, 2013.***

The qualification is self-explanatory and do not call for any further clarification.



- d. The Company had adopted the Financial Result for the December, 2015 quarter within the due dates i.e. February 14, 2016, but was lately filed with the Stock Exchange on February 29, 2016, under Regulation 33(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The qualification is self-explanatory and do not call for any further clarification.

- e. The Company has not Published the Advertisement of Financial Results in the 2 newspaper in Regional language and in English language, within due dates, for every quarter, under Regulation 47(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The Company had timely provided for the newspaper publications in pursuance to the Regulation 47(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, but due to out – booking of the newspaper publishers, the details were lately published.

- f. The Company has not published the Notices of Board Meeting in the advertisement in the 2 newspaper in Regional language and in English language, for every quarter, under Regulation 47(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The qualification is self-explanatory and do not call for any further clarification.

- g. The Company has not filed the Annual audited standalone financial results for the financial year, 2014-15, within sixty days, from the end of financial year, under Regulation 33 (d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (filed on 8th June 2015) and Company has not filed the audit Report along with Annual audited financial Result.**

The company had duly adopted Annual Audited Standalone Financial Results within the period of sixty days from the end of the financial year i.e. on May 30, 2015; however, the reporting of the same was lately done to the stock exchange.

In respect of the matter of comments made by the Secretarial Auditor, the Board of Directors is taking necessary steps to cure the issues.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORY

There are no material orders passed by Regulators, Courts or Tribunals impacting the going concern status and company's operations in future. However, the Appeal before the Commissioner (Appeals) of Customs, Ahmedabad Jurisdiction is under process in the matter of disputed customs duty matter.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

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.

CAUTIONARY STATEMENT

Statements in the Boards' Report and the Management Discussion and Analysis describing the Company's objectives, explanations and predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include: global and domestic demand and supply conditions affecting selling prices, new capacity additions, availability of critical materials and their cost, changes in government policies and tax laws, economic development of the country, and other factors which are material to the business operations of the Company.



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.

Date: 02-09-2016
Place: Ahmedabad

For, Aroma Enterprises (India) Limited

Mr. Snehal Patel
Chairman & MD
DIN: 03097321