



NISHANT AROMAS PRIVATE LIMITED

Sense you Trust....

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Nishant Aromas Private Limited (the Company) will be held on Tuesday, 2nd February, 2021 at Unit No. 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai - 400064 at 01.00 p.m. to transact the following business:-

SPECIAL BUSINESS:

1. AUTHORISATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to such other approval, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to provide security to ICICI Bank Limited (the bank) in connection with Working Capital Facility to be provided by the bank upto an aggregate amount not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crore) notwithstanding that the aggregate amount of all the loans / guarantees / security / investments so far made together with the proposed loans / guarantees / security / investments to be made exceeds of the limits prescribed under Section 186(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard.”

For and on behalf of Board of directors of
Nishant Aromas Private Limited

Sanjay Laxmikant Harlalka

Director

DIN: 08400048

Address: B 3501, DB Woods A K Vaidya Marg
Gokuldharm, Mumbai, Goregaon East,
Mumbai 400063, Maharashtra, India

Date: 2nd February, 2021

Place: Mumbai



NOTES:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself only on a poll and the proxy (ies) need not be a member. A proxy form is attached herewith.
- (b) Explanatory Statement under Section 102 of the Companies Act, 2013 is annexed hereto.
- (c) Route Map is enclosed herewith.
- (d) Attendance Slip is enclosed herewith.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013
AND THE RULES MADE THEREUNDER:**

Item No. 1:

AUTHORISATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

As per Section 186 of the Companies Act, 2013, a Company is required to obtain prior approval of the members through a special resolution, in case the Company wants to -

- (a) give any loan to any person or other body corporate
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) to acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60% of the paid up capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

In order to meet the growing business opportunities, your Company has proposed to avail working capital facilities for an amount aggregating to Rs. 50 million from ICICI Bank Limited against the security of term deposits held in the name of the Company. The aggregate amount of all the loans / guarantees / security / investments so far made together with the proposed loans / guarantees / security / investments to be made exceeds of the limits prescribed under Section 186(2) of the Companies Act, 2013. Therefore, the Board of Directors of the Company is seeking approval of the members to provide security in excess of limits specified under section 186 of the Companies Act, 2013.

Your Directors recommend that the said resolution to be passed as a Special Resolution as per the provisions of the Companies Act, 2013 and the Rules made thereunder, as set out in the proposed Special Resolution.

None of the Directors are in any way interested or concerned in the resolution.

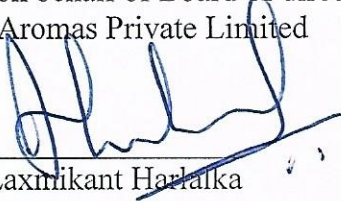
Following are the additional disclosures under section 102 of the Companies Act, 2013

Particular	Remarks
i) To specify the nature of the concerned or interested financial or otherwise, of every director and the manager and of every other key managerial personnel (KMP) and relatives of the said persons.	Nil
ii) To specify any other information and facts that may enable the members to understand the meaning scope and implications of the items of business and to take a decision thereon.	As above
iii) Where any item of Special Business to be transacted at the meeting relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter director, manager and of every other key managerial personnel of the first mentioned company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that company.	Nil
iv) Where any document is referred to any Business to be	Necessary documents are available for

transacted at the meeting, specification of time and place for inspection of such document.

inspection of members at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on any working day, excluding Saturday and including the date of the Extraordinary General Meeting.

For and on behalf of Board of directors of
Nishant Aromas Private Limited



Sanjay Laxmikant Haralka

Director

DIN: 08400048

Address: B 3501, DB Woods A K Vaidya Marg
Gokuldham, Mumbai, Goregaon East,
Mumbai 400063, Maharashtra, India

Date: 2nd February, 2021

Place: Mumbai

Form No. MGT-11**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U74999MH2019PTC326261
Name of the Company : Nishant Aromas Private Limited
Registered office : 604, 605 and 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of equity shares of Rs.10 each of Nishant Aromas Private Limited, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:....., or failing him

2. Name:
Address:
E-mail Id:
Signature:....., or failing him

3. Name:
Address:
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting (EGM) of the Company to be held on Tuesday, 2nd February, 2021 at Unit No. 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai - 400064 at 01.00 p.m. and at any adjournment thereof in respect of such resolution as are indicated below:

SR No.	Resolutions
SPECIAL BUSINESS	
1.	Authorisation under Section 186 of The Companies Act, 2013

Signed this day of..... 2021

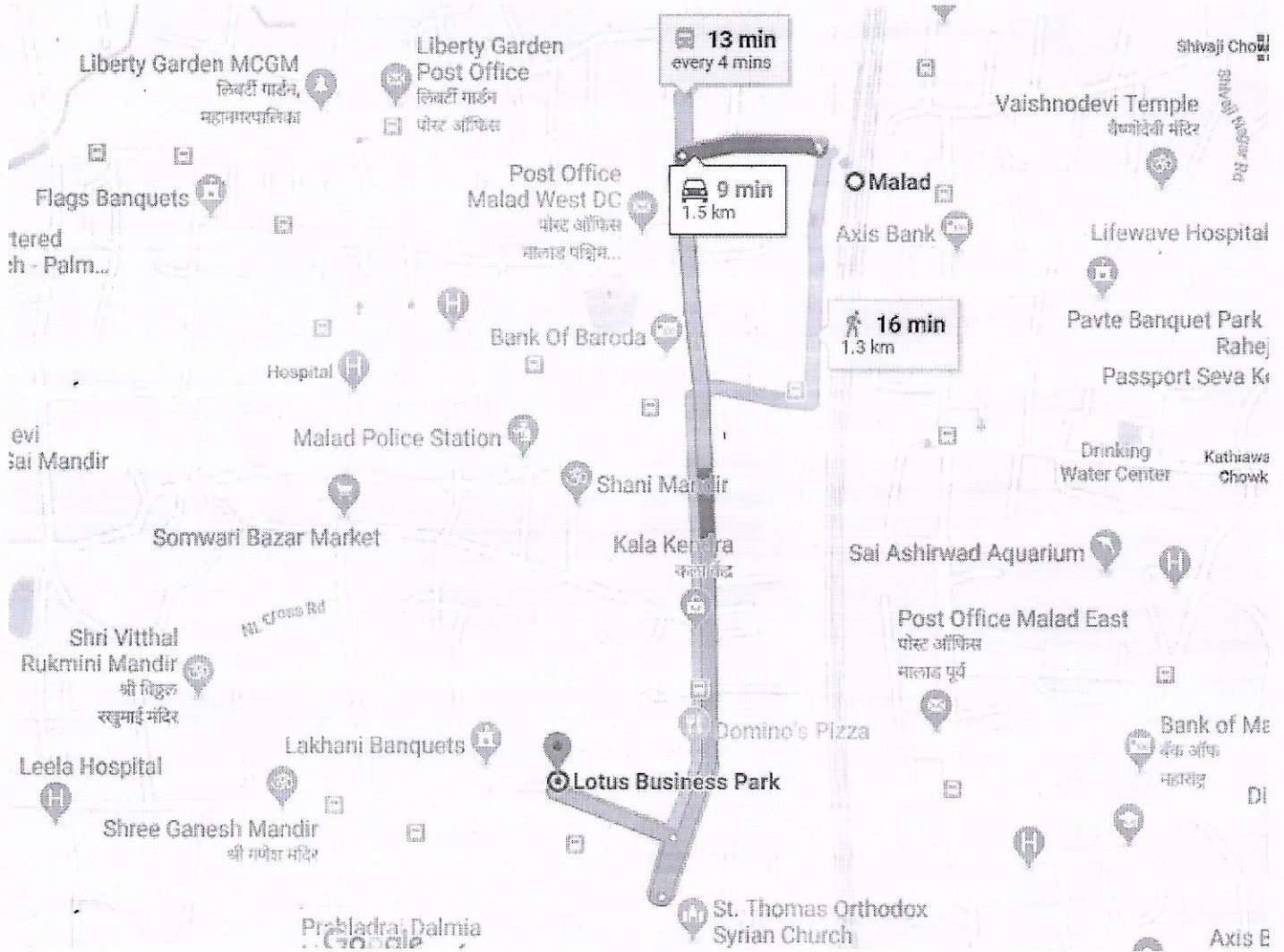
Signature of member

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP



ATTENDANCE SLIP FOR EXTRA ORDINARY GENERAL MEETING
OF
NISHANT AROMAS PRIVATE LIMITED

Date: 2nd February, 2021

Time: 01.00 p.m.

Venue: Unit No. 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai - 400064

Name and Registered address
of Sole / First named member :

Name(s) of Joint Holders, if any :

Ledger Folio / DP ID & Client ID No. :

Number of Shares held :

Please tick in the box ☐ Member ☐ Proxy :

Member's Signature

Name of the Proxy in Block Letter

Proxy's Signature