



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 Monday, 11th April, 2022 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. PURCHASE OF VEHICLE AND AVAILING FINANCIAL FACILITY FROM DAIMLER FINANCIAL SERVICES INDIA PRIVATE LIMITED:

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 rules made thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, the approval of the Members of the Company be and is hereby accorded to purchase of Vehicle bearing Model number E220d costing to Rs. 71,50,800.82 as per quotation received from the Vehicle dealer.

RESOLVED FURTHER THAT for financing the purchase of the Vehicle, pursuant to the provisions of Section 179, 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 and subject to such approval, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to avail financial facility in the form of Loan for an amount of Rs. 65,00,000 from Daimler Financial Services India Private Limited secured by first ranking charge by way of hypothecation on the Vehicle to be purchased at such interest rate and on the terms and conditions as per draft Loan Agreement and draft Deed of Hypothecation placed before the Meeting and initialed by the Chairman of the Meeting for the purpose of identification 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 with respect to purchase of the Vehicle and availing abovementioned financial facility, all the directors of the Company be and are hereby authorised severally and/or jointly (1) to negotiate and finalise the terms and conditions; (2) to execute such agreements, deeds, documents, declarations, undertakings, securities, indemnities and writings as may be required; and (3) to do all acts, deeds and things on behalf of the Company which are necessary and expedient to give effect to this resolution.





NISHANT AROMAS PRIVATE LIMITED

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RESOLVED FURTHER THAT the Common Seal of the Company be affixed on the documents as required to be executed under the Common Seal of the Company in the manner as provided in the Articles of Association of the Company.

RESOLVED FURTHER THAT the certified copy of the foregoing resolutions be furnished to anyone concerned."

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

Sandeep Laxmikant Harlalka
Whole-Time Director

DIN: 08400047

Address: 1201, Meenaxi Tower, Film City
Road, Gokul Dham, Goregaon East,
Mumbai 400063, Maharashtra, India

Date: 05th March, 2022

Place: Mumbai





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

Item No. 1:

**PURCHASE OF VEHICLE AND AVAILING FINANCIAL FACILITY FROM DAIMLER
FINANCIAL SERVICES INDIA PRIVATE LIMITED:**

Subject to approval of members of the Company, the Board of directors of the Company at the Board meeting held on 5th March, 2022 approved the proposal of purchase of Vehicle bearing Model number E220d costing Rs. 71,50,800.82 and for financing the purchase of the Vehicle to avail financial facility in the form of Loan for an amount of Rs 65,00,000 from Daimler Financial Services India Private Limited secured by first ranking charge by way of hypothecation on the Vehicle to be purchased by the Company.

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.

Since aggregate amount of all the loans / guarantees / security / investments so far made together with the proposed amount of security to be provided against availing financial facility from Daimler Financial Services India Private Limited exceeds of the limits prescribed under Section 186 of the Companies Act, 2013, approval of members by way of special resolution is required.

Hence, the Board recommends the resolution specified in item 1 of the Notice for your approval as Special Resolution.





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NOTES:

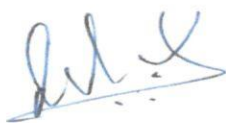
- (a) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself only on a poll and the proxy (ies) need not be a member. A proxy form is attached herewith.
- (b) Explanatory Statement under Section 102 of the Companies Act, 2013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



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 transacted at the meeting, specification of time and place for inspection of such document.	Necessary documents are available for 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



Sandeep Laxmikant Harlalka

Whole-Time Director

DIN: 08400047

Address: 1201, Meenaxi Tower, Film City
Road, Gokul Dham, Goregaon East,
Mumbai 400063, Maharashtra, India

Date: 05th March, 2022

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 Monday, 11th April, 2022 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.	Purchase of Vehicle and availing financial facility from Daimler Financial Services India Private Limited

Signed this day of..... 2022

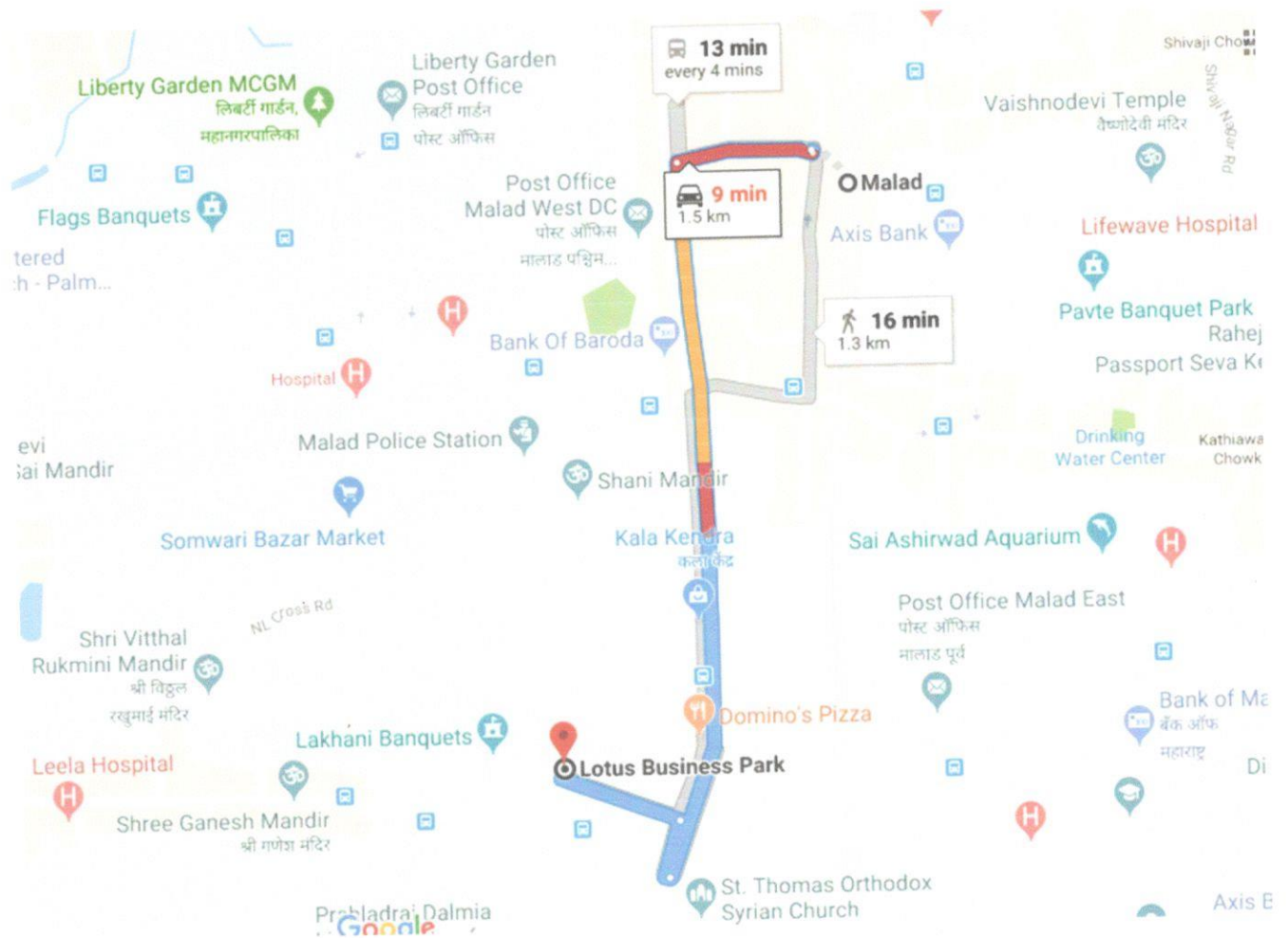
Signature of member

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: 11th April, 2022

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