



# NISHANT AROMAS PRIVATE LIMITED

## NOTICE

Sense you Trust....

NOTICE is hereby given that the Third Annual General Meeting of the Members of Nishant Aromas Private Limited ("the Company") will be held on Friday, 30<sup>th</sup> September, 2022 at 604, 605, 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India at 10.00 a.m. to transact the following business:-

### ORDINARY BUSINESS:

1. To consider and approve audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2022 and the report of the Auditors and Directors, thereon.

### SPECIAL BUSINESS:

#### 2. APPOINTMENT OF MR. SANDEEP LAXMIKANT HARLALKA AS DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sandeep Laxmikant Harlalka, having Directors Identification Number (DIN) 08400047, who was appointed by the Board as an Additional Director with effect from 01<sup>st</sup> January, 2022 in terms of Section 161(1) of the Companies Act, 2013 and who holds the office upto the date of this Annual General Meeting (AGM) and who has signified his consent to act as a Director, be and is hereby appointed as a Director of the Company AND THAT he would continue to act as 'Whole-time Director' of the Company with effect from 01<sup>st</sup> January, 2022 for a period of 2 years on same terms and conditions, as approved by the Board of Directors at their meeting held on 01<sup>st</sup> January, 2022, pursuant to Section 2(94) & 196 of the Companies Act, 2013 and the Rules made thereunder and he would act as Promoter Executive Director of the Company."

#### 3. APPOINTMENT OF MR. NISHANT RAMAKANT HARLALKA AS DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nishant Ramakant Harlalka, having Directors Identification Number (DIN) 08471029, who was appointed by the Board as an Additional Director with effect from 01<sup>st</sup> January, 2022 in terms of Section 161(1) of the Companies Act, 2013 and who holds the office upto the date of this Annual General Meeting (AGM) and who has signified his consent to act as a Director, be and is hereby appointed as a Director of the Company AND THAT he would continue to act as 'Whole-time Director' of the Company with effect from 01<sup>st</sup> January, 2022 for a period of 2 years on same terms and conditions, as approved by the Board of Directors at their meeting held on 01<sup>st</sup> January, 2022, pursuant to Section 2(94) & 196 of the Companies Act, 2013 and the Rules made thereunder and he would act as Promoter Executive Director of the Company."



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



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Pawan Kumar Banwarilal Sharma  
Whole-time Director  
DIN: 08485637  
Address: B/1201, Vrindavan Tower, Padma Nagar,  
Chikoowadi, Borivali West, Mumbai 400092,  
Maharashtra, India

Date: 3<sup>rd</sup> September, 2022  
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) Route Map is enclosed herewith.
- (c) Attendance Slip is enclosed herewith.

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

**Item No. 2:**

**APPOINTMENT OF MR. SANDEEP LAXMIKANT HARLALKA AS DIRECTOR OF THE COMPANY:**

The Board of Directors of the Company, at their meeting held on 01<sup>st</sup> January, 2022 had appointed Mr. Sandeep Laxmikant Harlalka, having Directors Identification Number (DIN) 08400047 as an Additional Director of the Company with effect from 01<sup>st</sup> January, 2022, who holds the office upto the date of this Annual General Meeting and also appointed him as Whole-time Director of the Company with effect from 01<sup>st</sup> January, 2022 for a period of 2 years.

Under Section 161(1) of the Companies Act, 2013, Mr. Sandeep Laxmikant Harlalka holds office up to the date of this Annual General Meeting of the Company.

The Board is of the opinion that appointment of Mr. Sandeep Laxmikant Harlalka as a Director and Whole-Time Director of the Company is appropriate and in the best interest of the Company and that the said appointment would be in compliance with all the relevant provisions of Companies Act, 2013 and the Rules made thereunder.

Hence, the Board of Directors of your Company recommends the resolution for the Members' approval for the appointment of Mr. Sandeep Laxmikant Harlalka, in terms of Section 161(1) of the Companies Act, 2013 as set out in the proposed resolution under item 2 of the Notice to be approved, as an Ordinary Resolution.

The Company has received consent letter in DIR-2 to act as a Director under Section 152(5) of the Act and the Rules made thereunder alongwith Declaration in Form-DIR-8 under Section 164 of the Act and the Rules made thereunder from Mr. Sandeep Laxmikant Harlalka.

Details of Mr. Sandeep Laxmikant Harlalka as required as per Secretarial Standard 2 (SS-2):

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the Director	Mr. Sandeep Laxmikant Harlalka
2.	Designation	Whole-Time Director
3.	Age	48 years
4.	Qualifications	Graduate
5.	Experience	Business

6.	Terms and conditions of Appointment or re-appointment	As per earlier appointment letter
7.	Details of remuneration sought to be paid	As per earlier appointment letter
8.	Remuneration last drawn	3,78,437/-
9.	Date of first appointment on the Board	03 <sup>rd</sup> June, 2019
10.	Shareholding in the Company	16%
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Mr. Laxmikant Harlalka (Shareholder) Brother of Mr. Sanjay Harlalka /Nishant Harlalka
12.	The number of meetings of the Board attended during the year.	2
13.	Other Directorships, Membership/Chairmanship of Committees of other Boards	As per MBP-1 attached 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 except Mr. Sandeep Laxmikant Harlalka as Wholetime Director and Shareholder of the Company. Mr. Sandeep Laxmikant Harlalka is also relative of other key managerial personnel.
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 a.m. to 5.00 p.m.) on any working day, excluding Saturday and including the date of the Annual General Meeting.

**Item No. 3:**

**APPOINTMENT OF MR. NISHANT RAMAKANT HARLALKA AS DIRECTOR OF THECOMPANY:**

The Board of Directors of the Company, at their meeting held on 01<sup>st</sup> January, 2022 had appointed Mr. Nishant Ramakant Harlalka, having Directors Identification Number (DIN) 08471029 as an Additional Director of the Company with effect from 01<sup>st</sup> January, 2022, who holds the office upto the date of this Annual General Meeting and also appointed as Whole-time Director of the Company with effect from 01<sup>st</sup> January, 2022 for a period of 2 years.

Under Section 161(1) of the Companies Act, 2013, Mr. Nishant Ramakant Harlalka holds office up to the date of this Annual General Meeting of the Company.

The Board is of the opinion that appointment of Mr. Nishant Ramakant Harlalka as a Director and Whole-Time Director of the Company is appropriate and in the best interest of the Company and that the said appointment would be in compliance with all the relevant provisions of Companies Act, 2013 and the Rules made thereunder.

Hence, the Board of Directors of your Company recommends the resolution for the Members' approval for the appointment of Mr. Nishant Ramakant Harlalka, in terms of Section 161(1) of the Companies Act, 2013 as set out in the proposed resolution under item 3 of the Notice to be approved, as an Ordinary Resolution.

The Company has received consent letter in DIR-2 to act as a Director under Section 152(5) of the Act and the Rules made thereunder alongwith Declaration in Form-DIR-8 under Section 164 of the Act and the Rules made thereunder from Mr. Nishant Ramakant Harlalka.

**Details of Mr. Nishant Ramakant Harlalka as required as per Secretarial Standard 2 (SS-2):**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the Director	Mr. Nishant Ramakant Harlalka
2.	Designation	Whole-Time Director
3.	Age	34 years
4.	Qualifications	Graduate
5.	Experience	Business
6.	Terms and conditions of Appointment or re-appointment	As per earlier appointment letter
7.	Details of remuneration sought to be paid	As per earlier appointment letter
8.	Remuneration last drawn	3,00,520/-
9.	Date of first appointment on the Board	01 <sup>st</sup> January, 2022

10.	Shareholding in the Company	10%
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	[Son of Mr. Ramakant harlalka And brother of Mr Sanjay harlalka/ Sandeep Harlalka]
12.	The number of meetings of the Board attended during the year.	2
13.	Other Directorships, Membership/Chairmanship of Committees of other Boards	As per Form MBP 1 attached 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 except Mr. Nishant Ramakant Harlalka as Wholetime Director and Shareholder of the Company.
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 a.m. to 5.00 p.m.) on any working day, excluding Saturday and including the date of the Annual General Meeting.

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



Pawan Kumar Banwarilal Sharma  
Whole-time Director  
DIN: 08485637  
Address: B/1201, Vrindavan Tower, Padma Nagar,  
Chikoowadi, Borivali West, Mumbai 400092,  
Maharashtra, India

Date: 3<sup>rd</sup> September, 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:.....

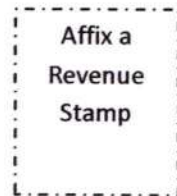
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Third Annual General Meeting (AGM) of the Company to be held on Friday, 30<sup>th</sup> September, 2022 at 604, 605, 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India at 10.00 a.m. and at any adjournment thereof in respect of such resolution as are indicated below:

Sr. No.	Resolutions
ORDINARY BUSINESS	
1.	To consider and approve audited Financial Statements for the Financial Year ended 31 <sup>st</sup> March, 2022 and the report of the Auditors and Directors, thereon.
SPECIAL BUSINESS	
2.	Appointment of Mr. Sandeep Laxmikant Harlalka as Director of the Company.
3.	Appointment of Mr. Nishant Ramakant Harlalka as Director of the Company.

Signed this ..... day of..... 2022

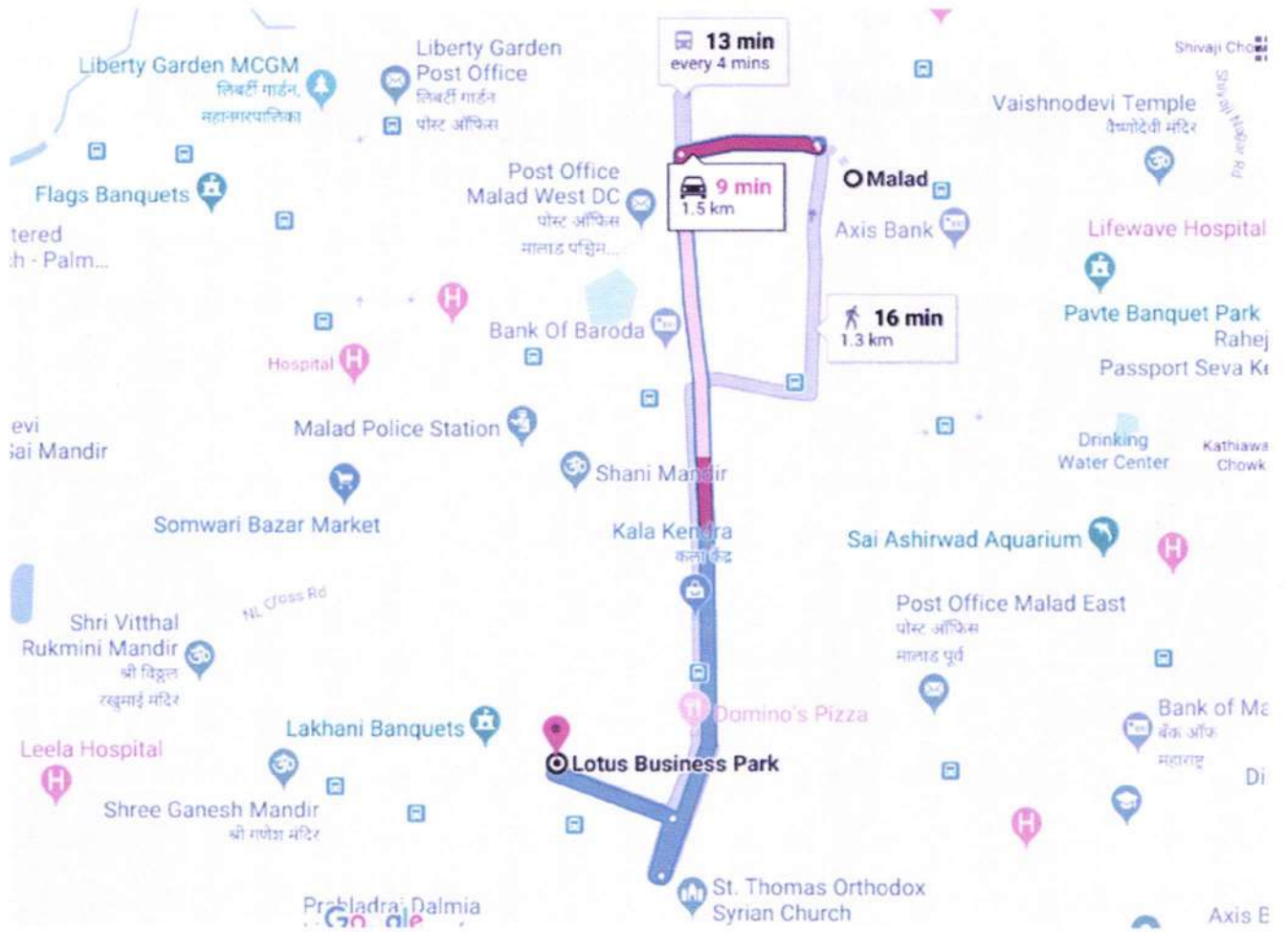
Signature of member

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 THIRD ANNUAL GENERAL MEETING**  
**OF**  
**NISHANT AROMAS PRIVATE LIMITED**

**Date:** 30<sup>th</sup> September, 2022

**Time:** 10.00 a.m.

**Venue:** 604, 605, 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