



NOTICE

NOTICE is hereby given that the First Annual General Meeting of the Members of Nishant Aromas Private Limited (the Company) will be held on Thursday, 31st December, 2020 at 605, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India at 01.00 p.m. to transact the following business:-

ORDINARY BUSINESS:

1. To consider and approve audited Financial Statements for the period ended 31st March, 2020 and the report of the Auditors and Directors, thereon.
2. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. PAWAN KUMAR BANWARILAL SHARMA 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. Pawan Kumar Banwarilal Sharma, having Directors Identification Number (DIN) 08485637, who was appointed by the Board as an Additional Director with effect from 1st July, 2019 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 1st July, 2019 for a period, of 2 years on the same terms and conditions, as approved by the Board of Directors at their meeting held on 29th June, 2019, pursuant to Section 2(94) & 196 of the Companies Act, 2013 and the Rules made thereunder and he would act as Professional Executive Director of the Company.

4. APPOINTMENT OF MR. RAMAKANT HANUMANPRASAD 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. Ramakant Hanumanprasad Harlalka, having Directors Identification Number (DIN) 06855334, who was appointed by the Board as an Additional Director with effect from 1st July, 2019 in terms of Section 161(1) of the Companies Act, 2013 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 1st July, 2019 for a period, of 2 years on the same terms and conditions, as approved by the Board of Directors at their



meeting held on 29th June, 2019, 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



Sanjay Laxmikant Harlalka
Whole-Time Director
DIN: 08400048

Date: 8th December, 2020
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. The proxy form, to be valid and effective, should be lodged at the registered office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the AGM. A proxy form is attached herewith.
- (b) An Explanatory Statement as required 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 RULES FRAMED THEREUNDER:

Item No. 3:

APPOINTMENT OF MR. PAWAN KUMAR BANWARILAL SHARMA AS DIRECTOR OF THE COMPANY:

The Board of Directors of the Company, at their meeting held on 29th June, 2019 had appointed Mr. Pawan Kumar Banwarilal Sharma, having Directors Identification Number (DIN) 08485637 as an Additional Director of the Company with effect from 1st July, 2019. Under Section 161(1) of the Companies Act, 2013 Mr. Pawan Kumar Banwarilal Sharma holds office up to the date of this Annual General Meeting of the Company.

The Board is of the opinion that appointment of Mr. Pawan Kumar Banwarilal Sharma as a 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.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company by way of an Ordinary Resolution is required for appointment of Mr. Pawan Kumar Banwarilal Sharma as Director of the Company.

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. Pawan Kumar Banwarilal Sharma.

Details of Mr. Pawan Kumar Banwarilal Sharma as required as per Secretarial Standard 2 (SS-2):

| Sr. No. | Particulars | Details |
|----------------|--|-----------------------------------|
| 1. | Name of the Director | Mr. Pawan Kumar Banwarilal Sharma |
| 2. | Designation | Whole-Time Director |
| 3. | Age | 58 years |
| 4. | Qualifications | |
| 5. | Experience | |
| 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 | |
| 9. | Date of first appointment on the Board | 1 st July, 2019 |
| 10. | Shareholding in the Company | Nil |
| 11. | Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | |
| 12. | The number of meetings of the Board attended during the year. | 8 |

| | | |
|-----|--|--|
| 13. | Other Directorships, Membership/Chairmanship of Committees of other Boards | As per Form MBP 1 dated 8 th December, 2020 |
|-----|--|--|

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

| Particular | Remarks |
|---|--|
| i) To specify the nature of concern or interest, 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. Pawan Kumar Banwarilal Sharma as Director 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 am to 5.00 pm) on any working day, excluding Saturday and including the date of the Annual General Meeting. |

Item No. 4:

APPOINTMENT OF MR. RAMAKANT HANUMANPRASAD HARLALKA AS DIRECTOR OF THE COMPANY:

The Board of Directors of the Company, at their meeting held on 29th June, 2019 had appointed Mr. Ramakant Hanumanprasad Harlalka, having Directors Identification Number (DIN) 06855334 as an Additional Director of the Company with effect from 1st July, 2019. Under Section 161(1) of the Companies Act, 2013 Mr. Ramakant Hanumanprasad 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. Ramakant Hanumanprasad Harlalka as a 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.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company by way of an Ordinary Resolution is required for appointment of Mr. Ramakant Hanumanprasad Harlalka as Director of the Company.

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. Ramakant Hanumanprasad Harlalka.

Details of Ms. Achal Khanna as required as per Secretarial Standard 2 (SS-2):

| Sr. No. | Particulars | Details |
|---------|--|--|
| 1. | Name of the Director | Ramakant Hanumanprasad Harlalka |
| 2. | Designation | Whole-Time Director |
| 3. | Age | 61 years |
| 4. | Qualifications | |
| 5. | Experience | |
| 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 | |
| 9. | Date of first appointment on the Board | 1 st July, 2019 |
| 10. | Shareholding in the Company | 1500 Equity Shares of Rs. 10 each |
| 11. | Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | |
| 12. | The number of meetings of the Board attended during the year. | 8 |
| 13. | Other Directorships, Membership/Chairmanship of Committees of other Boards | As per Form MBP 1 dated 8 th December, 2020 |

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

| Particular | Remarks |
|---|--|
| i) To specify the nature of the concern or interest, 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. Ramakant Hanumanprasad Harlalka and Sanjay Laxmikant Harlalka as Director and Shareholder of the Company and Mr. Laxmikant Hanumanprasad Harlalka, Mr. Sandeep Laxmikant Harlalka, Mr. Nikunj Ramakant Harlalka, Mr. Nishant Ramakant Harlalka and Ms. Urmila Ramakant Harlalka as shareholders 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 | Nil |

| | |
|--|---|
| <p>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.</p> | |
| <p>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.</p> | <p>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 Annual General Meeting.</p> |

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



Sanjay Laxmikant Harlalka
Whole-Time Director
DIN: 08400048

Date: 8th December, 2020
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:.....

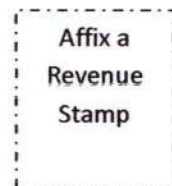
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the First Annual General Meeting (AGM) of the Company to be held on Thursday, 31st December, 2020 at 605, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India at 01.00 p.m. and 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 period ended 31 st March, 2020 and the report of the Auditors and Directors, thereon. |
| 2. | Appointment of Auditors and fix their remuneration. |
| SPECIAL BUSINESS | |
| 3. | Appointment of Mr. Pawan Kumar Banwarilal Sharma as Director of the Company |
| 4. | Appointment of Mr. Ramakant Hanumanprasad Harlalka as Director of the Company |

Signed this day of..... 2020

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

