



# 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 Wednesday, 13<sup>th</sup> November, 2019 at 604, 605 and 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India at 3.00 p.m. to transact the following business:-

### SPECIAL BUSINESS:

#### 1. APPROVAL OF OPTION FOR CONVERSION OF OUTSTANDING FACILITIES INTO FULLY PAID UP EQUITY SHARES OF THE COMPANY:

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

**UNANIMOUSLY RESOLVED THAT** in accordance with the provisions of Section 62(3) of the Companies Act, 2013 and other applicable provisions and the rules issued thereunder and applicable provisions, if any, of the Companies Act, 2013, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all appropriate statutory, governmental and other authorities and departments in this regard and subject to such conditions and modifications as may be prescribed by the respective statutory, governmental and other authorities and departments while granting such approvals, consents, sanctions, permissions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (the "**Board**") which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) on the terms and conditions contained in the loan agreements, such terms and conditions to provide, inter alia, for an option to the lender/s to convert the whole or part of the outstanding of the Facilities (whether then due or payable or not), into fully paid up equity shares of the Company at par or book value, whichever is acceptable to the lender/s and in the manner specified in a notice in writing to be given by the lender/s to the Company (hereinafter referred to as the "**Notice of Conversion**") and in accordance with the following conditions:

- i. The conversion right reserved as aforesaid may be exercised by the lender/s on one or more occasions during, the term of the Facilities;
- ii. On receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-Up equity shares to the respective lender/s or such other person identified by the lender/s, as from the date of conversion and the lender/s shall accept the same in satisfaction of the part of the loans so converted;
- iii. The part of the Facilities so converted shall cease to carry interest as from the date of conversion. Upon such conversion, the repayment installments of the Facilities, payable after the date of conversion as per the Facility Agreement shall stand reduced proportionately by the amounts of the Facilities so converted. The equity shares so allotted and issued to the lender/s or such other person identified by lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects

Lotus Business Park, Unit No. 604-606, Ram Baug Lane, off S.V. Road, Malad (W), Mumbai- 400 064, Maharashtra, INDIA



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info@nishantaromas.com



www.nishantaromas.com

CIN : U74999MH2019PTC326261

**"RESOLVED FURTHER THAT** *the Board* be and are hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the lender/s arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution.

Copies of the foregoing resolutions, certified to be true by any director of the Company, be furnished to the lender/s, its agents, trustees and/or representatives and they be requested to act thereon.

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



Pawan Kumar Banwarilal Sharma

Wholetime Director

DIN: 08485637

Address: B/1201, Vrindavan Tower,  
Padma Nagar, Chikoowadi, Borivali  
West, Mumbai 400092, Maharashtra, India.

Date: 13<sup>th</sup> November, 2019

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:**

**APPROVAL OF OPTION FOR CONVERSION OF OUTSTANDING FACILITIES INTO FULLY PAID UP EQUITY SHARES OF THE COMPANY:**

The Company has availed Cash Credit Facility from ICICI Ban Ltd, and the bank has granted the option for conversion of outstanding facilities into fully paid up equity shares of the company at the option of the bank. The provisions of Section 62(3) of the Companies Act, 2013 requires the approval of the members of the Company by way of Special Resolution for approving term of loan containing an option for conversion of loan into equity share capital of the Company before the raising of loan.

Hence, the Board of Directors of the Company recommends the resolution as set out in the proposed resolution under item 1 of the Notice to be approved, as a Special Resolution.

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

| <b>Particular</b>   | <b>Remarks</b>  |
|---|---|
| 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   |
| 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



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Pawan Kumar Banwarilal Sharma  
Wholetime Director

DIN: 08485637

Address: B/1201, Vrindavan Tower,  
Padma Nagar, Chikoowadi, Borivali  
West, Mumbai 400092, Maharashtra, India.

Date: 13<sup>th</sup> November, 2019

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 Wednesday, 13<sup>th</sup> November, 2019 at 604, 605 and 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India at 3.00 p.m. and at any adjournment thereof in respect of such resolution as are indicated below:

| SR No.                  | Resolutions   |
|-------------------------|---|
| <b>SPECIAL BUSINESS</b> |   |
| 1.                      | Approval of option for conversion of outstanding facilities into fully paid up equity shares of the Company |

Signed this ..... day of..... 2019

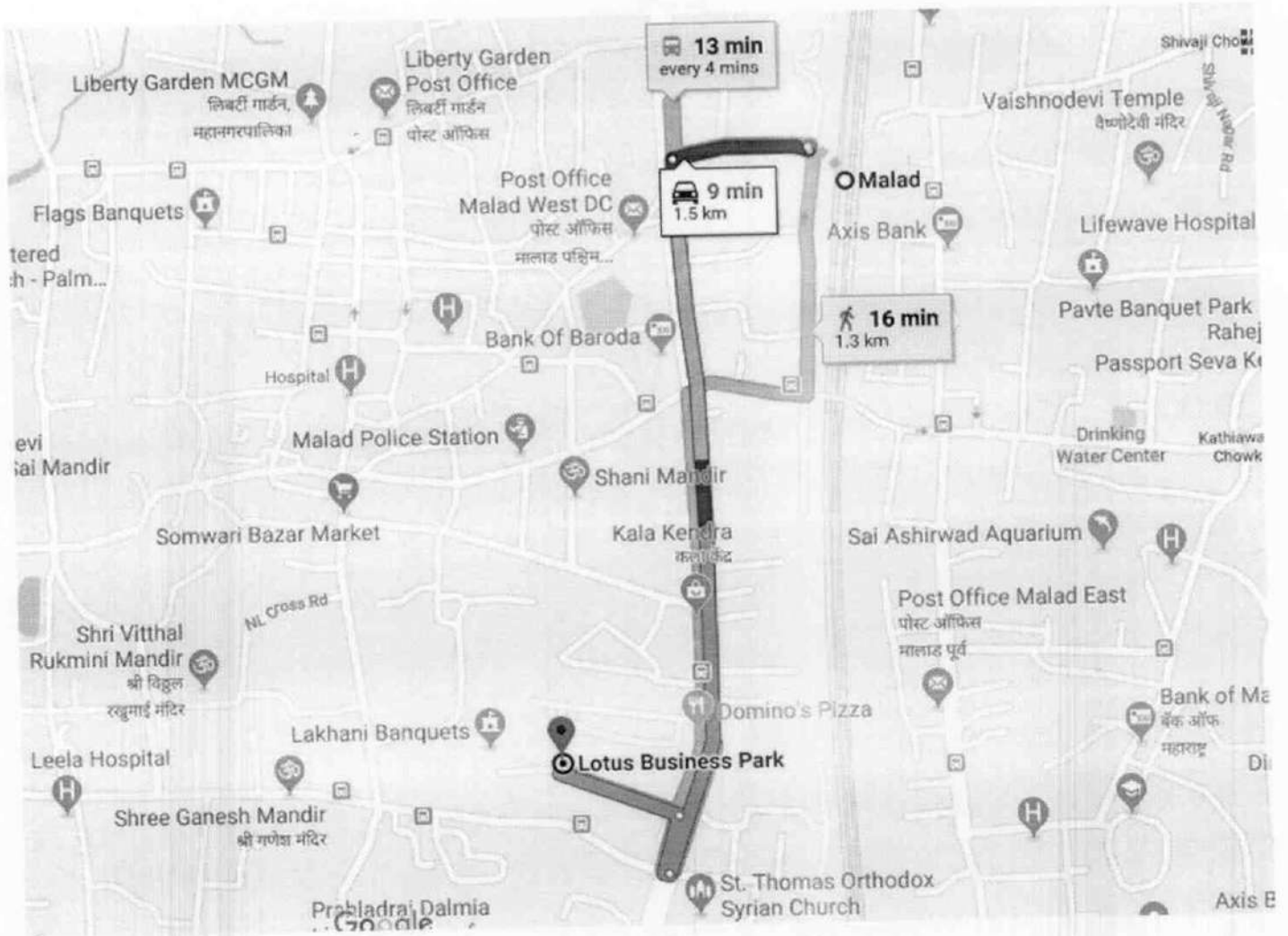
Signature of member

Signature of Proxy holder(s)

Affix a  
Revenue  
Stamp

**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:** 13<sup>th</sup> November, 2019

**Time:** 3.00 p.m.

**Venue:** 604, 605 and 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India.

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