



NISHANT AROMAS PRIVATE LIMITED

Sense you Trust....

NOTICE

NOTICE is hereby given that the Fourth Annual General Meeting of the Members of Nishant Aromas Private Limited ("the Company") will be held on Saturday, 30th September, 2023 at 604, 605, 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:

ORDINARY BUSINESS:

1. To consider and approve audited Financial Statements for the Financial Year ended 31st March, 2023 and the report of the Auditors and Directors, thereon.

SPECIAL BUSINESS:

2. **PURCHASE OF PROPERTY FROM MR. SANDEEP LAXMIKANT HARLALKA, WHOLE TIME 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 188(1) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, consent of members of the Company be and is hereby accorded to purchase the property situated at Flat No. 604, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India, admeasuring 375 sq. ft., valued at Rs. 89,10,000 from Mr. Sandeep Laxmikant Harlalka, Whole time Director of the Company.

RESOLVED FURTHER THAT the total cost of Rs. 5,49,600, including Rs. 534,600 and Rs. 15,000 towards Stamp Duty at the rate of 6% and processing charges respectively be borne by the Company.

RESOLVED FURTHER THAT the details of the above-mentioned transaction be updated in Register of Contracts maintained pursuant to Section 189 of the Companies Act, 2013 and to be placed before the next Board meeting.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised is here by authorised to execute, for and on behalf of the Company and in its name, any and all documents required in connection with the purchase of the Property, including but not limited to purchase agreements, to complete all administrative revenue and legal formalities to purchase the aforesaid property in the name of the company, to effectuate all relevant requisitions to get the document of conveyance appropriately registered before the Registering Authority and to acquire a clear marketable title pertaining to the said property and to do all such deeds, matters and things, as may be necessary and expedient, to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this Resolution duly certified by any one of the Directors of the Company be furnished to anyone concerned."



3. PURCHASE OF PROPERTY FROM SANJAY LAXMIKANT HARLALKA, WHOLE TIME 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 188(1) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, consent of members of the Company be and is hereby accorded to purchase the property situated at Flat No. 605, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India, admeasuring 300 sq. ft., valued at Rs. 61,75,000 from Mr. Sanjay Laxmikant Harlalka, Whole time Director of the Company.

RESOLVED FURTHER THAT the total cost of Rs. 385,500, including Rs. 370,500 and Rs. 15,000 towards Stamp Duty at the rate of 6% and processing charges respectively be borne by the Company.

RESOLVED FURTHER THAT the details of the above-mentioned transaction be updated in Register of Contracts maintained pursuant to Section 189 of the Companies Act, 2013 and to be placed before the next Board meeting.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised is here by authorised to execute, for and on behalf of the Company and in its name, any and all documents required in connection with the purchase of the Property, including but not limited to purchase agreements, to complete all administrative revenue and legal formalities to purchase the aforesaid property in the name of the company, to effectuate all relevant requisitions to get the document of conveyance appropriately registered before the Registering Authority and to acquire a clear marketable title pertaining to the said property and to do all such deeds, matters and things, as may be necessary and expedient, to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this Resolution duly certified by any one of the Directors of the Company be furnished to anyone concerned.”

4. PURCHASE OF PROPERTY FROM MR. NISHANT RAMAKANT HARLALKA, WHOLE TIME 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 188(1) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, consent of members of the Company be and is hereby accorded to purchase the property situated at Flat No. 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India, admeasuring 300 sq. ft., valued at Rs. 61,75,000 from Mr. Nishant Ramakant Harlalka, Whole time Director of the Company.

RESOLVED FURTHER THAT the total cost of Rs. 385,500, including Rs. 370,500 and Rs. 15,000 towards Stamp Duty at the rate of 6% and processing charges respectively be borne by the Company.



NISHANT AROMAS PRIVATE LIMITED

Sense you Trust....

RESOLVED FURTHER THAT the details of the above-mentioned transaction be updated in Register of Contracts maintained pursuant to Section 189 of the Companies Act, 2013 and to be placed before the next Board meeting.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised is here by authorised to execute, for and on behalf of the Company and in its name, any and all documents required in connection with the purchase of the Property, including but not limited to purchase agreements, to complete all administrative revenue and legal formalities to purchase the aforesaid property in the name of the company, to effectuate all relevant requisitions to get the document of conveyance appropriately registered before the Registering Authority and to acquire a clear marketable title pertaining to the said property and to do all such deeds, matters and things, as may be necessary and expedient, to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this Resolution duly certified by any one of the Directors of the Company be furnished to anyone concerned.”

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,
Chikoo wadi, Borivali West, Mumbai 400092,
Maharashtra, India

Date: 4th September, 2023
Place: Mumbai

NOTES:

- 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.
- An Explanatory Statement under Section 102 of the Companies Act, 2013 is annexed hereto.
- Route Map is enclosed herewith.
- Attendance Slip is enclosed herewith.



NISHANT AROMAS PRIVATE LIMITED

Sense you Trust....

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

Item No. 2:

PURCHASE OF PROPERTY FROM MR. SANDEEP LAXMIKANT HARLALKA, WHOLE TIME DIRECTOR OF THE COMPANY:

The Board of Directors of the Company, at their meeting held on 01st September, 2023 had passed resolution to approve the purchase of property situated at Flat No. 604, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India, admeasuring 375 sq. ft., valued at Rs. 89,10,000 from Mr. Sandeep Laxmikant Harlalka, Whole time Director of the Company.

Since the purchase of property from Mr. Sandeep Laxmikant Harlalka, Whole time Director of the Company, is exceeding the prescribed limit mentioned in rule 15(3)(a)(ii) of Companies (Meetings of Board and its Powers) Rules 2014, approval of members is required for the said transaction.

Hence, the Board of Directors of your Company recommends the resolution for the members' approval for property from Mr. Sandeep Laxmikant Harlalka, Whole time Director of the Company as set out in the proposed resolution under item no. 2 of the Notice to be approved, as an ordinary Resolution.

Disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its Powers) Rules 2014 is as under:

a.	Name of the related party	Mr. Sandeep Laxmikant Harlalka (Whole time Director and Shareholder of the Company).
b.	Name of the director or key managerial personnel who is related, if any	Mr. Sandeep Laxmikant Harlalka (Whole time Director of the Company). Mr. Sandeep Laxmikant Harlalka is also relative of other key managerial personnel.
c.	Nature of relationship	Mr. Sandeep Laxmikant Harlalka as Whole time Director and Shareholder of the Company.
d.	Nature, material terms, monetary value and particulars of the contract or arrangements	Purchase of property from Mr. Sandeep Laxmikant Harlalka, (Whole time Director and Shareholder of the Company) situated at Flat No. 604, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India, admeasuring 375 sq. ft., valued at Rs. 89,10,000.
e.	Any other information relevant or important for the members to take a decision on the proposed resolution	None.



NISHANT AROMAS PRIVATE LIMITED

Sense you Trust....

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:

PURCHASE OF PROPERTY FROM MR. SANJAY LAXMIKANT HARLALKA, WHOLE TIME DIRECTOR OF THE COMPANY:

The Board of Directors of the Company, at their meeting held on 01st September, 2023 had passed resolution to approve the purchase of property situated at Flat No. 605, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India, admeasuring 300 sq. ft., valued at Rs. 61,75,000 from Mr. Sanjay Laxmikant Harlalka, Whole time Director of the Company.

Since the purchase of property from Mr. Sanjay Laxmikant Harlalka, Whole time Director of the Company, is exceeding the prescribed limit mentioned in Rule 15(3)(a)(ii) of Companies (Meetings of Board and its Powers) Rules 2014, approval of members is required for the said transaction.



NISHANT AROMAS PRIVATE LIMITED

Sense you Trust....

Hence, the Board of Directors of your Company recommends the resolution for the members' approval for property from Mr. Sanjay Laxmikant Harlalka, Whole time Director of the Company as set out in the proposed resolution under item no. 3 of the Notice to be approved, as an Ordinary Resolution.

Disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its Powers) Rules 2014 is as under:

a.	Name of the related party	Mr. Sanjay Laxmikant Harlalka (Whole time Director and Shareholder of the Company)
b.	Name of the director or key managerial personnel who is related, if any	Mr. Sanjay Laxmikant Harlalka as Whole time Director of the Company. Mr. Sanjay Laxmikant Harlalka is also relative of other key managerial personnel.
c.	Nature of relationship	Mr. Sanjay Laxmikant Harlalka as Whole time Director and Shareholder of the Company.
d.	Nature, material terms, monetary value and particulars of the contract or arrangements	Purchase of property from Mr. Sanjay Laxmikant Harlalka (Whole time Director and Shareholder of the Company) situated at Flat No. 605, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India, admeasuring 300 sq. ft., valued at Rs. 61,75,000.
e.	Any other information relevant or important for the members to take a decision on the proposed resolution	None.





NISHANT AROMAS PRIVATE LIMITED

Sense you Trust....

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. Sanjay Laxmikant Harlalka as Wholetime Director and Shareholder of the Company. Mr. Sanjay 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. 4:

PURCHASE OF PROPERTY FROM MR. NISHANT RAMAKANT HARLALKA, WHOLE TIME DIRECTOR OF THE COMPANY:

The Board of Directors of the Company, at their meeting held on 01st September, 2023 had passed resolution to approve the purchase of property situated at Flat No. 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India, admeasuring 300 sq. ft., valued at Rs. 61,75,000 from Mr. Nishant Ramakant Harlalka, Whole time Director of the Company.

Since the purchase of property from Mr. Nishant Ramakant Harlalka, Whole time Director of the Company, is exceeding the prescribed limit mentioned in rule 15(3)(a)(ii) of Companies (Meetings of Board and its Powers) Rules 2014, approval of members is required for the said transaction.

Hence, the Board of Directors of your Company recommends the resolution for the members' approval for property from Mr. Nishant Ramakant Harlalka, Whole time Director of the Company as set out in the proposed resolution under item no. 4 of the Notice to be approved, as an Ordinary Resolution.



NISHANT AROMAS PRIVATE LIMITED

Sense you Trust....

Disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its Powers) Rules 2014 is as under:

a.	Name of the related party	Mr. Nishant Ramakant Harlalka (Whole time Director and Shareholder of the Company)
b.	Name of the director or key managerial personnel who is related, if any	Mr. Nishant Ramakant Harlalka as Whole time Director of the Company. Mr. Nishant Ramakant Harlalka is also relative of other key managerial personnel.
c.	Nature of relationship	Mr. Nishant Ramakant Harlalka as Whole time Director and Shareholder of the Company.
d.	Nature, material terms, monetary value and particulars of the contract or arrangements	Purchase of property from Mr. Nishant Ramakant Harlalka (Whole time Director and Shareholder of the Company) situated at Flat No. 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India, admeasuring 300 sq. ft., valued at Rs. 61,75,000.
e.	Any other information relevant or important for the members to take a decision on the proposed resolution	None.

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. Mr. Nishant Ramakant 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.



NISHANT AROMAS PRIVATE LIMITED

Sense you Trust....

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: 4th September, 2023

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:.....

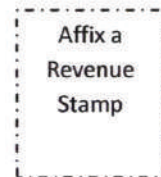
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fourth Annual General Meeting (AGM) of the Company to be held on Saturday, 30th September, 2023 at 604, 605, 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India at 3:00 p.m. and at any adjournment thereof in respect of such resolution as are indicated below:

Sr. No.	Resolutions
ORDINARY BUSINESS	
1.	To consider and approve audited Financial Statements for the Financial Year ended 31 st March, 2023 and the report of the Auditors and Directors, thereon.
SPECIAL BUSINESS	
2.	Purchase of Property from Mr. Sandeep Laxmikant Harlalka, Whole time Director of the Company.
3.	Purchase of Property from Mr. Sanjay Laxmikant Harlalka, Whole time Director of the Company.
4.	Purchase of Property from Mr. Nishant Ramakant Harlalka, Whole time Director of the Company.

Signed this day of..... 2023

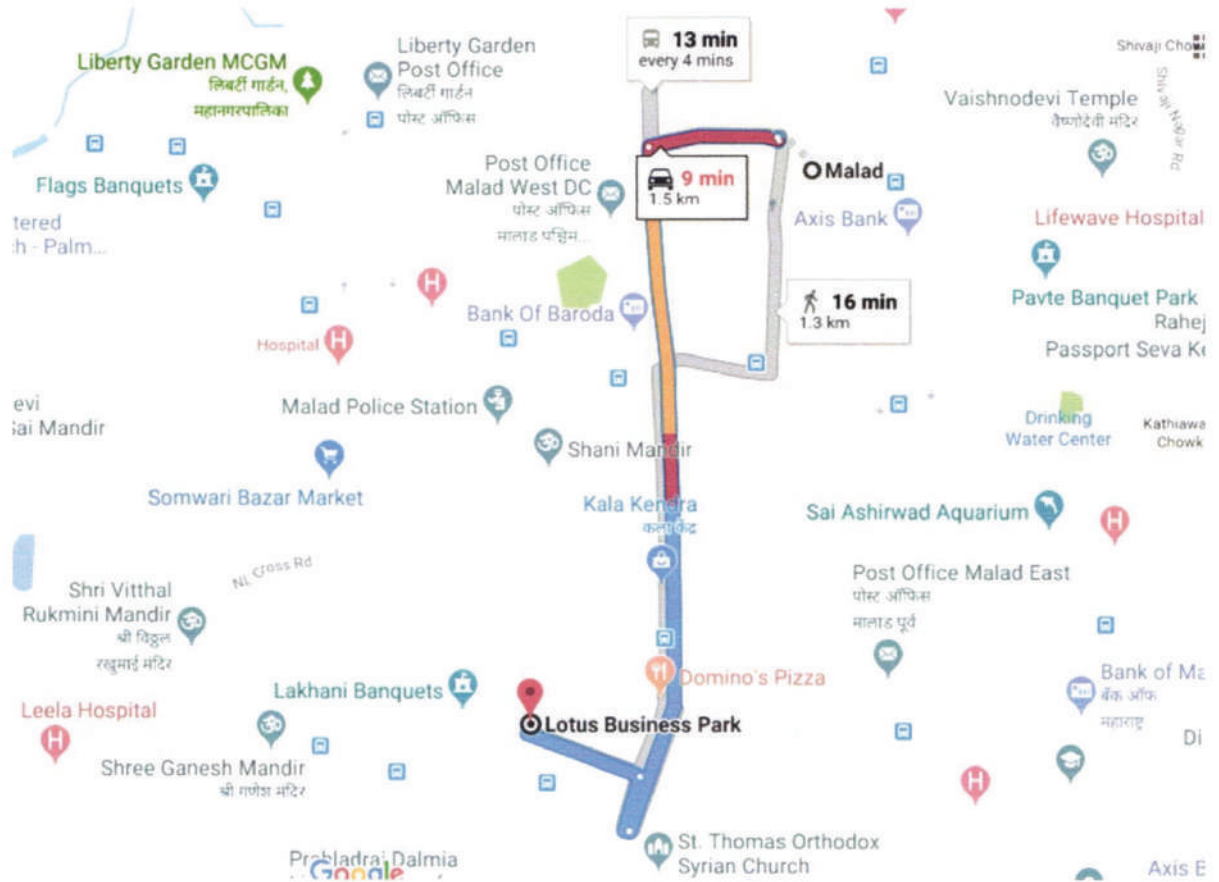
Signature of member

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 FOURTH ANNUAL GENERAL MEETING
OF
NISHANT AROMAS PRIVATE LIMITED

Date: 30th September, 2023

Time: 3:00 p.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