



## 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 Friday, 20<sup>th</sup> October, 2023 at Unit No. 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai - 400064 at 03.00 p.m. to transact the following business:-

### SPECIAL BUSINESS:

1. **AVAILING FINANCIAL FACILITY FROM KOTAK MAHINDRA PRIME LIMITED (KMPL) AND PROVIDING SECURITY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186(2) OF THE COMPANIES ACT, 2013:**

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

"RESOLVED THAT pursuant to the provisions of 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, consent of the Members of the Company be and is hereby accorded to Board of directors of the Company to avail financial facility in the form of Loan for an amount of Rs. 63,00,000 from Kotak Mahindra Prime Limited (KMPL) on the following terms and conditions:

- The Loan amount shall be used for the purchase of BMW which is to be used by the officers of the Company and not for commercial purpose.
- The amount of Loan will be repayable in periodical instalments for tenure not exceeding 60 months.
- KMPL shall have first and exclusive charge on the Vehicle financed.

RESOLVED THAT the Board of directors be and are hereby authorized and empowered to enter into financial facility with KMPL on the aforementioned conditions and in such form & terms as KMPL may require and to provide financed Vehicle as Security against the said Loan 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 AND THAT the Board of directors be and are hereby authorized and empowered to execute and deliver from time to time all documents including the promissory notes and such other evidences of indebtedness bearing such rate of interest as KMPL may require from time to time and Deed of Hypothecation or any other security instruments and power of attorney and such other documents and deeds for creating charge and evidence of the facility availed by the Company as required by KMPL.

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.





# NISHANT AROMAS PRIVATE LIMITED

Sense you Trust.....

RESOLVED FURTHER THAT the certified copy of the foregoing resolutions be furnished to Kotak Mahindra Prime Ltd. for their records and further action.”

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: 20<sup>th</sup> October, 2023

Place: Mumbai





# NISHANT AROMAS PRIVATE LIMITED

Sense you Trust....

**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:**

**AVAILING FINANCIAL FACILITY FROM KOTAK MAHINDRA PRIME LIMITED (KMPL)  
AND PROVIDING SECURITY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION  
186(2) OF THE COMPANIES ACT, 2013**

The Board of directors of the Company at the Board meeting held on 20<sup>th</sup> October, 2023 approved the proposal to avail financial facility in the form of secured Loan for an amount of Rs. 63,00,000 from Kotak Mahindra Prime Limited (KMPL) to finance purchase of BMW against security of the Vehicle financed.

As per Section 186(2) 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 KMPL exceeds of the limits prescribed under Section 186(2) 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.





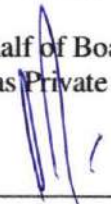
# NISHANT AROMAS PRIVATE LIMITED

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
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	Nil
iv) 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.	
v) 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

  
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: 20<sup>th</sup> October, 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 Extraordinary General Meeting (EGM) of the Company to be held on Friday, 20<sup>th</sup> October, 2023 at Unit No. 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai - 400064 at 03.00 p.m. and at any adjournment thereof in respect of such resolution as are indicated below:

SR No.	Resolutions
<b>SPECIAL BUSINESS</b>	
1.	Availing financial facility from Kotak Mahindra Prime Limited (KMPL) and providing security in excess of the limits specified under Section 186(2) of the Companies Act, 2013

Signed this ..... day of..... 2023

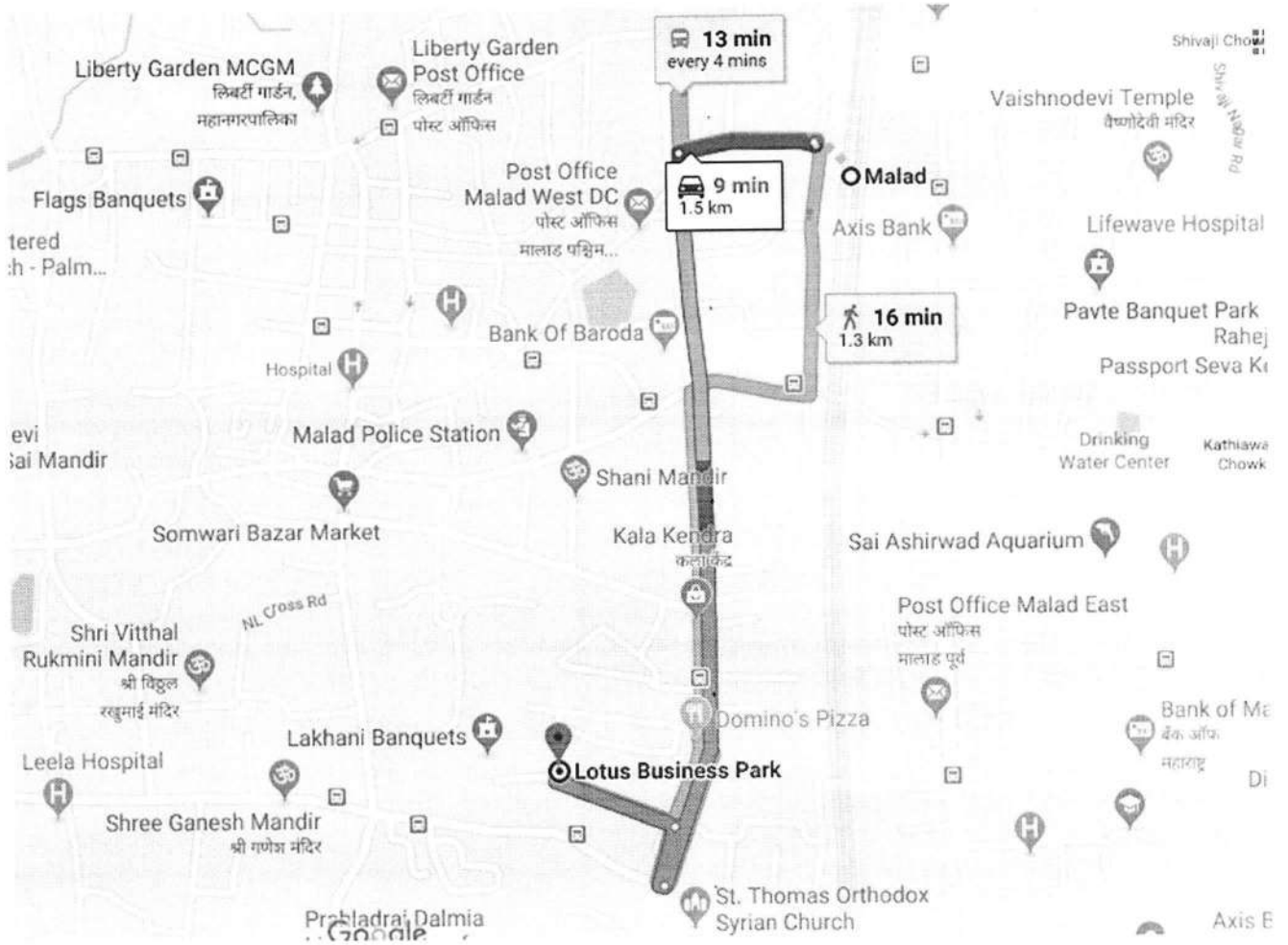
Signature of member

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 EXTRA ORDINARY GENERAL MEETING**  
**OF**  
**NISHANT AROMAS PRIVATE LIMITED**

**Date:** 20<sup>th</sup> October, 2023

**Time:** 03.00 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