



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 Tuesday, 19th March, 2024 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. INCREASE IN LIMIT OF WORKING CAPITAL FACILITY AVAILED FROM ICICI BANK LIMITED FROM PRESENT RS. 150.00 MILLION TO RS. 200.00 MILLION;

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

"RESOLVED THAT pursuant to Section 186 and other applicable provisions 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, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company for increase in limit of working capital facility availed from ICICI Bank Limited from present Rs. 150.00 million to Rs. 200.00 million (the "Facilities") and to provide plot number 6 admeasuring about 1460 sq mtr, plot number 7 admeasuring about 1121 sq mtr and plot number 8 admeasuring about 1190.37 sq mtr bearing survey numbers 441/1 part 433 /2 part 433/3 part 433/4 part of village Mahim taluka and district Palghar in the registration district and sub district of district of Palghar as security for the enhanced working capital facility to ICICI Bank Limited notwithstanding that the aggregate amount of all the loans / guarantees / security / investments so far made/provided together with the proposed security to be provided exceeds of the limits prescribed under Section 186(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT all other terms and conditions of the Facilities, including the existing security and/or contractual comfort, if any, shall remain in full force and effect.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required; complete all statutory, regulatory and other formalities including but not limited to filing of necessary eforms with Registrar of Companies for extending the Facilities and providing the security and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

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: 19th March, 2024

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:

INCREASE IN LIMIT OF WORKING CAPITAL FACILITY AVAILED FROM ICICI BANK LIMITED FROM PRESENT RS. 150.00 MILLION TO RS. 200.00 MILLION:

In order to meet the growing business opportunities, the Board of Directors of the Company, at their meeting held on 19th March, 2024 had passed resolution to enhance limit of working capital facility from Rs. 150.00 million to Rs. 200.00 million availed from ICICI Bank Limited and to provide plot number 6 admeasuring about 1460 sq mtr, plot number 7 admeasuring about 1121 sq mtr and plot number 8 admeasuring about 1190.37 sq mtr bearing survey numbers 441/1 part 433 /2 part 433/3 part 433/4 part of village Mahim taluka and district Palghar in the registration district and sub district of district of Palghar as security for the enhanced working capital facility to ICICI Bank Limited subject to approval of members of the Company by passing special resolution.

As per Section 186(3) of the Companies Act, 2013, where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed the limits specified under Section 186(2) of the Companies Act, 2013 (i.e. 60% of paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more), no investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorised by a special resolution passed in a general meeting.

Since the aggregate amount of all the loans / guarantees / security / investments so far made/provided together with the proposed security to be provided exceeds of the limits prescribed under Section 186(2) of the Companies Act, 2013, therefore, the Board of Directors of the Company is seeking approval of the members to increase limit of working capital facility from Rs. 150.00 million to Rs. 200.00 million availed from ICICI Bank Limited and to provide plot number 6 admeasuring about 1460 sq mtr, plot number 7 admeasuring about 1121 sq mtr and plot number 8 admeasuring about 1190.37 sq mtr bearing survey numbers 441/1 part 433 /2 part 433/3 part 433/4 part of village Mahim taluka and district Palghar in the registration district and sub district of district of Palghar as security for the enhanced working capital facility to ICICI Bank Limited.

Hence, the Board of Directors of your Company recommends the resolution for the members' approval for proposed resolution as set out under item no. 1 of the Notice to be approved, as a Special Resolution.

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 | Nil |

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.

- 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 including the date of the Extra Ordinary 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: 19th March, 2024
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 Tuesday, 19th March, 2024 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 |
|-------------------------|---|
| SPECIAL BUSINESS | |
| 1. | Increase in limit of working capital facility from Rs. 150.00 million to Rs. 200.00 million availed from ICICI Bank Limited |

Signed this day of..... 2024

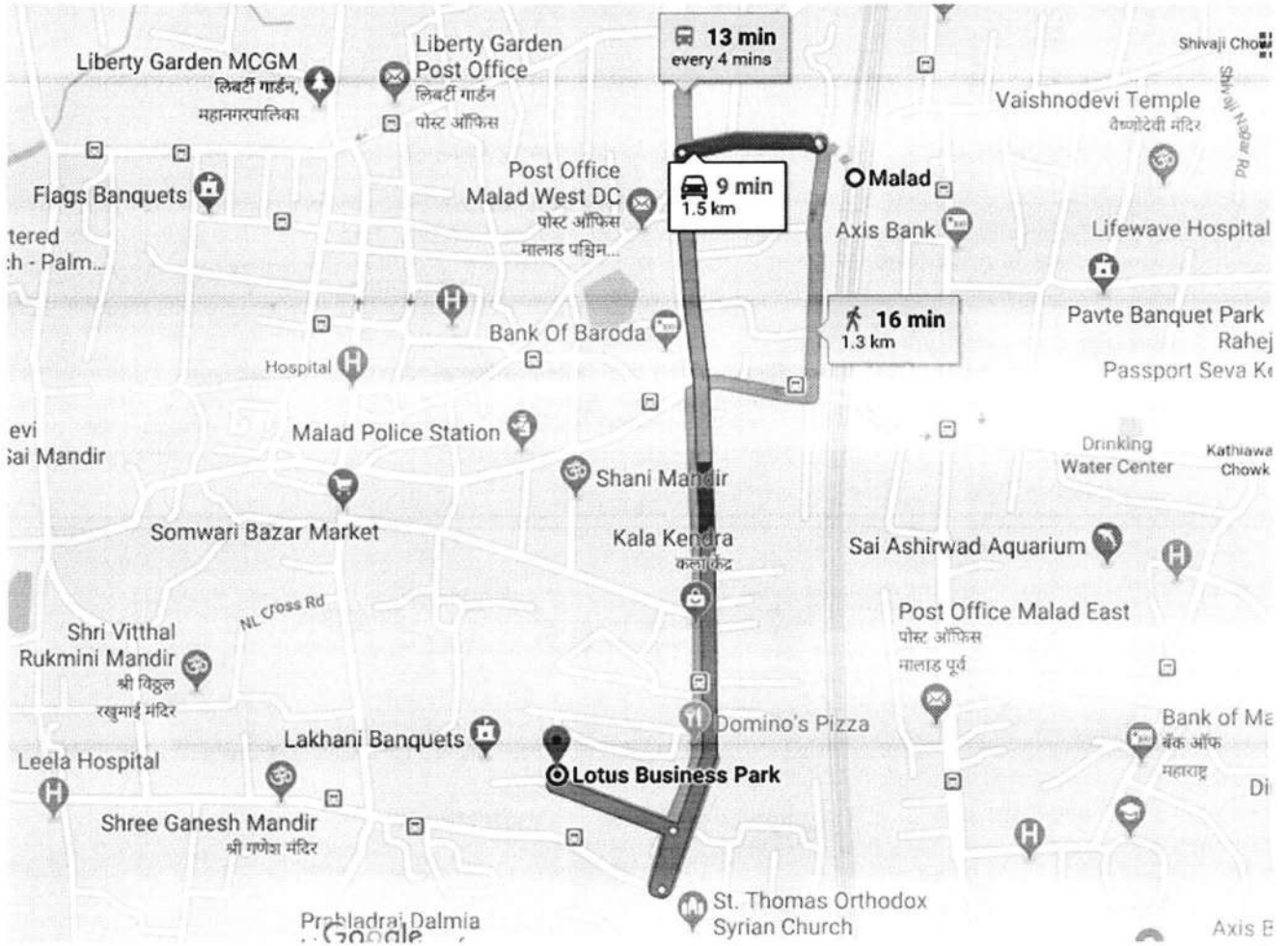
Signature of member



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: 19th March, 2024

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