



NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of Nishant Aromas Private Limited ("the Company") will be held on Monday, 30th September, 2024 at 604, 605, 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India at 03:00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and approve audited Financial Statements for the Financial Year ended 31st March, 2024 and the report of the Auditors and Directors, thereon.

SPECIAL BUSINESS:

2. AVAILING FINANCIAL FACILITY FROM KOTAK MAHINDRA PRIME LIMITED:

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 rules made thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, the approval of the Members of the Company be and is hereby accorded to avail Finance Facility of a sum amounting to **Rs.1,00,00,000 /- (Rupees ONE CRORE ONLY)**, from **KOTAK MAHINDRA PRIME LIMITED (KMPL)**, on the following terms and conditions;

- (a) The amount shall, be used for the purchase of **LAND ROVER RANGE ROVER DYNAMIC HSE 2.0** (the "Car") which are to be used by the officers of the Company and not for commercial purpose.
- (b) The amount will be repayable in periodical instalments for tenure not exceeding **60. Months.**
- (c) That KMPL shall have first and exclusive charge on the **Car** financed.

RESOLVED THAT the Company 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 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.





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FURTHER RESOLVED THAT below mentioned persons are hereby authorized severally to execute and deliver on behalf of the Company, 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 finance facility availed by the Company, as required by KMPL, the copies whereof were presented to the members for their perusal and approval.

Name of the Authorized Person	Designation
Mr. NISHANT HARLALKA	AUTHORIZED SIGNATORY/ WHOLETIME DIRECTOR

FURTHER RESOLVED 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.

FURTHER RESOLVED THAT the certified copy of the foregoing resolutions be furnished to KMPL for their records and further action.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to authenticate and digitally sign and file necessary eForms with the Registrar of Companies, and also to do such other acts, deeds and things as may be necessary for giving effect to this resolution.”

3. **AVAILING FINANCIAL FACILITY FROM KOTAK MAHINDRA PRIME LIMITED TO FINANCE PURCHASE OF VEHICLE BEARING MODEL NUMBER INNOVA HYCROSS ZXO 7 STR AUTO:**

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 rules made thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, the approval of the Members of the Company be and is hereby accorded for availing financial facility of Rs.35,50,000 from Kotak Mahindra Prime Limited (KMPL) for purchase of vehicle bearing Model number Innova Hycross ZXO 7 STR AUTO from Toyota Lakozy Auto Private Limited on the following terms and conditions:

(a) The amount shall, be used for the purchase of Innova Hycross ZXO 7 STR AUTO; (the “Car”) which are to be used by the officers of the Company and not for commercial purpose.

(b) The amount will be repayable in periodical instalments for tenure not exceeding **36 Months.**





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(c) That KMPL shall have first and exclusive charge on the **Car** financed.

RESOLVED FURTHER THAT the Company be and is 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 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 below mentioned person/s are hereby authorized severally to execute and deliver on behalf of the Company, 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 finance facility availed by the Company, as required by KMPL, the copies whereof were presented to the members for their perusal and approval.

Name of the Authorized Person	Designation
Mr. SANDEEP HARLALKA	AUTHORIZED SIGNATORY/ WHOLETIME DIRECTOR

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.

RESOLVED FURTHER THAT the certified copy of the foregoing resolutions be furnished to KMPL for their records and further action.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to authenticate and digitally sign and file necessary eForms with the Registrar of Companies, and also to do such other acts, deeds and things as may be necessary for giving effect to this resolution.”

4. AVAILING BANK GUARANTEE FROM ICICI BANK LIMITED:

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





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"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 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 for availing Bank Guarantee facility in favour of Deputy Commissioner of Customs, Jawarahlal Nehru Custom House not exceeding Rs. 11,90,700 (Rupees Eleven Lakhs Ninety Thousand Seven Hundred Only) (the "Facility") from ICICI Bank Limited ("ICICI Bank") against the security of Fixed Deposit of the Company having number 015813038524 created with ICICI Bank Limited of amount not exceeding Rs. 29,34,688/- (Rupees Twenty-Nine Lakhs Thirty-Four Thousand Six Hundred and Eighty-Eight only).


RESOLVED FURTHER THAT Mr. Pawan Kumar Banwarilal Sharma, Mr. Nishant Ramakant Harlalka, Mr. Sandeep Laxmikant Harlalka and Mr. Sanjay Laxmikant Harlalka, Wholtime Directors of the Company (the "authorized Directors") be and are hereby severally authorized to apply for the aforesaid facility and submit such application to ICICI Bank and do all such acts and execute all such documents as ICICI Bank may require in connection with the Facility.

RESOLVED FURTHER THAT the common seal of the Company be affixed in the manner as provided in the Articles of Association of the Company on such of the documents as are required by ICICI Bank.

RESOLVED FURTHER THAT copies of the aforesaid resolution certified to be true be furnished to ICICI Bank and they be requested to act thereon.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to authenticate and digitally sign and file necessary eForms with the Registrar of Companies, and also to do such other acts, deeds and things as may be necessary for giving effect to this resolution."

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: 02nd September, 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. 2:

AVAILING FINANCIAL FACILITY FROM KOTAK MAHINDRA PRIME LIMITED:

The Board of directors of the Company at the Board meeting held on 02nd September, 2024 approved the proposal of availing financial facility in the form of Secured Loan for an amount of Rs. 1,00,00,000 from Kotak Mahindra Prime Limited (KMPL) to finance purchase of vehicle bearing Model number "LAND ROVER RANGE ROVER DYNAMIC HSE 2.0" from Vem Motors Agencies Private Limited against security of the Vehicle financed subject to approval of members of the Company.

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, exceeds 60% of paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more of the Company, 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 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 2 of the Notice for your approval as 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 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.
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Item No. 3:

AVAILING FINANCIAL FACILITY FROM KOTAK MAHINDRA PRIME LIMITED TO FINANCE PURCHASE OF VEHICLE BEARING MODEL NUMBER INNOVA HYCROSS ZXO 7 STR AUTO:

The Board of directors of the Company at the Board meeting held on 02nd September, 2024 approved the proposal of availing financial facility in the form of Secured Loan for an amount of Rs. 35,50,000 from Kotak Mahindra Prime Limited (KMPL) to finance purchase of vehicle bearing Model number Innova Hycross ZXO 7 STR AUTO from Toyota Lakozy Auto Private Limited against security of the Vehicle financed subject to approval of members of the Company.

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, exceeds 60% of paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more of the Company, 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 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 3 of the Notice for your approval as 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 at the meeting relates to or affects any other Company, the	Nil

<p>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>
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Item No. 4:

AVAILING BANK GUARANTEE FROM ICICI BANK LIMITED:

The Company imported goods from Indonesia vide Bill of Entry No. 4276122 dated 01st July, 2024 at concessional rate of custom duty on the condition that the Company would provide Bank Guarantee to Deputy Commissioner of Customs (Import), Jawarahlal Nehru Custom House for 100% of the custom duty difference in amount between the standard rate of custom duty and concessional rate of custom duty.

The Board of directors of the Company at the Board meeting held on 02nd September, 2024 approved the proposal of approaching ICICI Bank Limited for availing Bank Guarantee subject to approval of members of the Company, in favour of Deputy Commissioner of Customs Jawarahlal Nehru Custom House not exceeding Rs. 11,90,700 (Rupees Eleven Lakhs Ninety Thousand Seven Hundred Only) against the security of Fixed Deposit of the Company having number 015813038524 of amount not exceeding Rs. 29,34,688/- (Rupees Twenty-Nine Lakhs Thirty-Four Thousand Six Hundred and Eighty-Eight only) on such terms and conditions as may be stipulated by ICICI Bank Limited.

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, exceeds 60% of paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more of the Company, 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 aggregate amount of all the loans / guarantees / security / investments so far made together with the proposed amount of security to be provided for availing Bank Guarantee from ICICI Bank Limited 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 4 of the Notice for your approval as Special Resolution.

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

Particular	Remarks
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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 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.

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: 02nd September, 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:
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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 Fifth Annual General Meeting (AGM) of the Company to be held on Monday, 30th September, 2024 at 604, 605, 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India at 03:00 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, 2024 and the report of the Auditors and Directors, thereon.
SPECIAL BUSINESS	
2.	Availing financial facility from Kotak Mahindra Prime Limited.
3.	Availing financial facility from Kotak Mahindra Prime Limited to finance purchase of Vehicle bearing model number INNOVA HYCROSS ZXO 7 STR AUTO.
4.	Availing bank guarantee from ICICI Bank Limited.

Signed this day of..... 2024

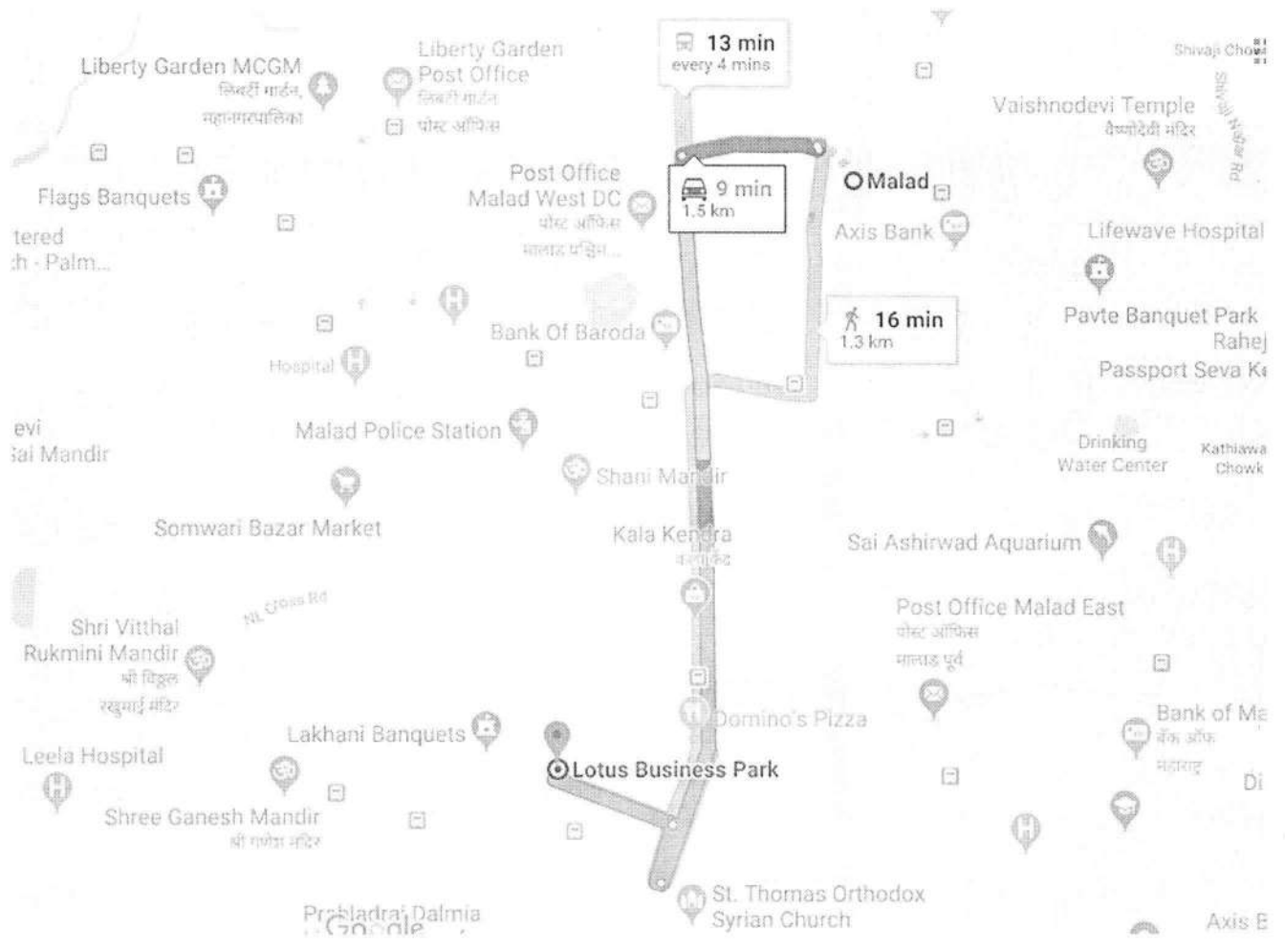
Signature of member

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 FIFTH ANNUAL GENERAL MEETING
OF
NISHANT AROMAS PRIVATE LIMITED

Date: 30th September, 2024

Time: 03:00 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
Signature

Proxy's