



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, 19th March, 2025 at 604, 605, 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India at 11:00 a.m. to transact the following business: -

SPECIAL BUSINESS:

1. AVAILING OF WORKING CAPITAL FACILITY FROM CITI BANK N.A.:

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 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 the members of the Company be and is hereby granted to avail of the following credit facilities from Citibank N.A.:

Name of the Bank	Facility Type	Limits
Citibank N.A.	Working Capital	Rs. 35,00,00,000/-

FURTHER RESOLVED 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 further accorded to the Board of Directors of the Company to hypothecate, pledge, and / or charge any or all of the following assets including mortgage on the following immovable assets of the Company in favor of Citibank N.A. as security for the Working Capital Facilities to be availed from Citibank N.A. 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:

- A first Paripassu Charge on Current Assets (Stock and Book debts);
- A first Paripassu Charge on Land and Building situated at Plot No. 6, 7, 8, BIDCO Mahim, Udyog Nagar, Deewan Sons, Palghar – 401404; and
- A first Paripassu Charge on Land and Building situated at Plot 30, 31, 61, Sec 1B, IIIE, SIDCUL, Near Hindustan Material Gate, Haridwar, Uttarakhand – 249403.

FURTHER RESOLVED that Mr. Pawan Kumar Sharma, Whole-time Director of the Company be and is hereby authorized to:

1. negotiate, finalize, vary / modify and implement the terms and conditions of the said working capital facilities;
2. create such security as may be required;
3. sign and execute loan agreement and various other documents as required by the said banks, in respect of the said working capital facilities, on behalf of the Company;
4. do such other deeds as things as may be necessary for availing of such working capital facilities.





NISHANT AROMAS PRIVATE LIMITED

Sense you Trust....

FURTHER RESOLVED that if required by the said Bank the common seal of the company be affixed on any such loan documents as may be executed in the presence of Mr. Pawan Kumar Sharma who shall sign the same in token and behalf of the company.

FURTHER RESOLVED all the directors of the Company be and hereby severally for the purpose of making filings with the Registrar of Companies, Ministry of Corporate Affairs for and on behalf of the Company, and attend to all such matters incidental thereto.”

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,
Chikooowadi, Borivali West, Mumbai 400092,
Maharashtra, India.

Date: 24th February, 2025

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:

AVAILING OF WORKING CAPITAL FACILITY FROM CITI BANK N.A.:

In order to meet the growing business opportunities, the Board of Directors of the Company, at their meeting held on 24th February, 2025 had passed resolution to avail Working Capital Facility upto an amount of Rs. 350 million from Citibank N.A. and providing following properties as a security to Citibank N.A.:

- A first Paripassu Charge on Current Assets (Stock and Book debts);
- A first Paripassu Charge on Land and Building situated at Plot No. 6, 7, 8, BIDCO Mahim, Udyog Nagar, Deewan Sons, Palghar – 401404; and
- A first Paripassu Charge on Land and Building situated at Plot 30, 31, 61, Sec 1B, IIIE, SIDCUL, Near Hindustan Material Gate, Haridwar, Uttarakhand – 249403.

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/provided together with the proposed amount of security to be provided against working capital facility to be availed from Citibank N.A. 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 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 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	Nil

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| <p>iv) such shareholding is not less than two percent of the paid-up share capital of that company.</p> <p>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.</p> | <p>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.</p> |
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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,
Chikooowadi, Borivali West, Mumbai 400092,
Maharashtra, India.

Date: 24th February, 2025

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, 19th March, 2025 at 604, 605, 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India at 11:00 a.m. and at any adjournment thereof in respect of such resolution as are indicated below:

SR No.	Resolutions
SPECIAL BUSINESS	
1.	Availing of Working Capital Facility from Citibank N.A.

Signed this day of..... 2025

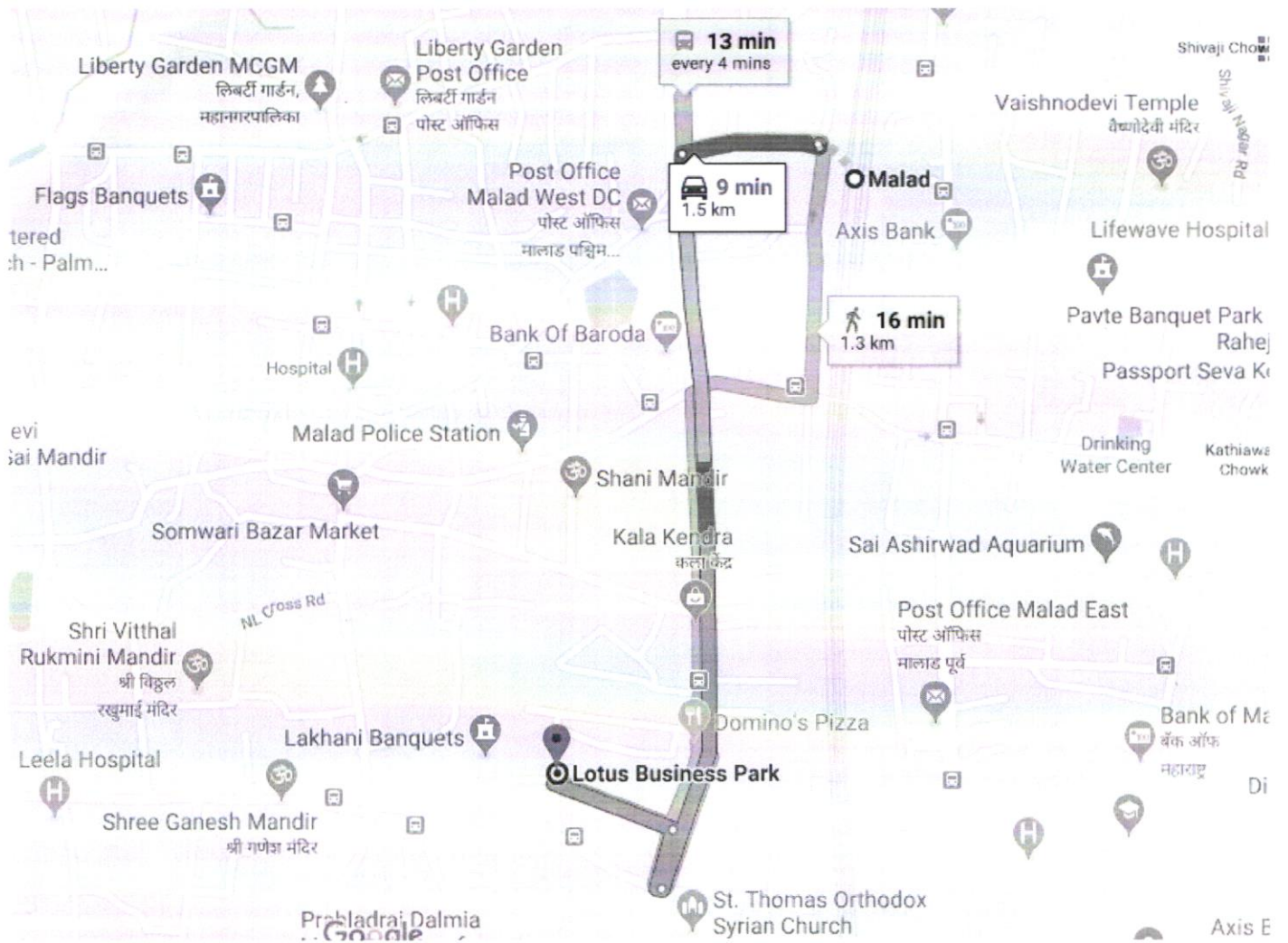
Signature of member

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: 19th March, 2025

Time: 11:00 a.m.

Venue: 604, 605, 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