



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, 13th August, 2024 at Unit No. 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai - 400064 at 10:00 a.m. to transact the following business: -

SPECIAL BUSINESS:

1. INCREASE IN THE AUTHORISED SHARE CAPITAL 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 the provisions of Section 61 and 64 and other applicable provisions, if any of the Companies Act, 2013, and the relevant rules framed thereunder (including any statutory amendment(s), or modification(s), or re-enactment thereof, for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, consent of members of the Company be and is hereby accorded to increase the authorised share capital of the Company from existing Rs. 3,00,000/- (Rupees Lakhs only) divided into 30,000 (Thirty Thousand) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 3,00,00,000/- (Rupees Three Crores only) divided into 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of 29,70,000 (Twenty-Nine Lakhs Seventy Thousand) Equity shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 2,97,00,000 (Rupees Two Crores Ninety-Seven Lakhs only) ranking in all respects pari passu with the existing shares in the Company AND THAT Clause 5 of the Memorandum of Association of the Company be and is hereby altered by substituting the same with the following:

"The share capital of the company is 30,000,000 rupees, divided into 3,000,000 Equity Shares of 10 Rupees each."

RESOLVED FURTHER THAT consent of members of the Company be and is hereby accorded to the adoption of Memorandum of Association of the Company in accordance with Form No. INC-33, e-MOA as prescribed under the Companies Act, 2013, copy of which as placed before the meeting and duly initialed by the Chairman of the meeting for the purpose of identification.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file such Forms as may be required with the Registrar of Companies and to take such steps, as may be necessary to give effect to this Resolution."

2. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION:

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 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory amendment(s), or modification(s), or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded for adoption of new set of Articles of Association, copy of which as placed before the meeting and duly initialed by the Chairman of the meeting for the purpose of identification, in substitution to existing set of Articles of Association of the Company.



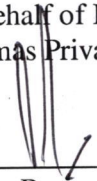


NISHANT AROMAS PRIVATE LIMITED

Sense you Trust....

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorized to file the necessary eForms with the Registrar of Companies and to agree to such variations or modifications of the said alteration of the Articles of Association as may be suggested by the Registrar of Companies, while granting its approval and to do all such acts matters and things necessary to give effect to the said 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: 12th August, 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 THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

The present authorised Share Capital of the Company is Rs. 3,00,000 (Rupees Three Lakhs only) divided into 30,000 (Thirty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each. In order to finance the present and future business plans of the Company, the funds required to be generated by way of equity share capital from its existing shareholders keeping in mind the long term Capital requirement. Accordingly, it is proposed to increase the authorised Share Capital from Rs. 3,00,000 to Rs. 3,00,00,000 and carry out consequential alterations to the Clause relating to Share Capital in the Memorandum of Association of the Company.

Further, the Memorandum of Association of the Company is required to be adopted in accordance with Form No. INC-33, e-MOA as prescribed under the Companies Act, 2013.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for amending the Capital clause of the Memorandum of Association of the Company. Hence, the Board recommends the resolution specified in the point 1 of Notice for your approval as an Ordinary 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 a.m. to 5.00 p.m.) on any working day including the date of the Extra Ordinary General Meeting.

Item No. 2:**ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION:**

An article related to Dematerialization of securities is required to be inserted in the current Articles of Association of the Company and hence it is proposed to adopt a new set of Articles of Association in substitution to existing Articles of Association of the Company in order to align format of AOA in accordance with e-AOA prescribed under the Companies Act, 2013 and to include clause related to Dematerialization of securities.

The Board of Directors of the Company, at their meeting held on 12th August, 2024 have approved the proposal for adoption of new set of Articles of Association which is subject to the approval of the members as detailed in the resolution.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for alteration of Articles of Association of the Company. Hence, the Board recommends the resolution specified in point 2 of the Notice for your approval 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 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 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: 12th August, 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, 13th August, 2024 at Unit No. 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai - 400064 at 10:00 a.m. and at any adjournment thereof in respect of such resolution as are indicated below:

SR No.	Resolutions
SPECIAL BUSINESS	
1.	Increase in authorized capital of the company.
2.	Adoption of new set of Articles of Association.

Signed this day of..... 2024

Signature of member

Affix a Revenue
Stamp

ROUTE MAP



ATTENDANCE SLIP FOR EXTRA ORDINARY GENERAL MEETING
OF
NISHANT AROMAS PRIVATE LIMITED

Date: 13th August, 2024

Time: 10:00 a.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