



NISHANT AROMAS PRIVATE LIMITED

NOTICE

Sense you Trust....

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Nishant Aromas Private Limited (the "Company") will be held on Thursday, 28th November, 2024 at 604, 605, 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India at 03:15 p.m. to transact the following business: -

SPECIAL BUSINESS:

1. INCREASE IN LIMIT OF WORKING CAPITAL FACILITY (IN FORM OF WORKING CAPITAL DEMAND LOAN AND/OR CASH CREDIT) AND LETTER OF CREDIT FACILITY AVAILED FROM ICICI BANK LIMITED FROM PRESENT 200 MILLION TO 350 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 (in form of Working Capital Demand Loan and/or Cash Credit) and Letter of Credit Facility availed from ICICI Bank Limited from present 200 million to 350 million (comprising Working Capital Facility of 300 million and Letter of Credit Facility of 50 million) (the "Facilities") on such terms and conditions as specified or contained in "Renewal Credit Arrangement Letter" and draft "Declaration in the matter of mortgage/joint mortgage by deposit of title deeds by constructive delivery in respect of immovable properties" as place before the meeting and initialled by the Chairman of the meeting for the purpose of identification and THAT the said "Renewal Credit Arrangement Letter" and draft "Declaration in the matter of mortgage/joint mortgage by deposit of title deeds by constructive delivery in respect of immovable properties" be and are hereby approved.

RESOLVED FURTHER 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 further accorded to the Board of Directors of the Company to provide following properties as an additional security to ICICI Bank Limited for the enhanced Working Capital Facility and Letter of Credit Facility in addition to security already provided as detailed below: 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:

Details of present security provided to ICICI Bank Limited	Details of additional security to be provided ICICI Bank Limited
<ol style="list-style-type: none"> Current Assets of the Company both present and future. Factory office and building at Plot no. 30, 31 & 61, Sec 1 B, III E SIDCUL, Near Hindustan material gate, Haridwar- 249403, Uttarakhand, India together with all buildings and structures thereon and all plant and machinery attached to the earth or permanently fastened to anything attached to the earth, both present and future. 	<ol style="list-style-type: none"> Plot No. 5, admeasuring about 1150.05 sq. meter bearing survey number 433/2, BIDCO Mahim, Udyog Nagar, Deewan Sons, Palghar 401404, Maharashtra, India along with the industrial shed standing thereon; and Unit no. 604 admeasuring about 375 sq. ft (carpet area), Unit no. 605 admeasuring about 300 sq. ft (carpet area) and Unit no. 606 admeasuring about 300 sq. ft (carpet





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3. Plot No. 6 admeasuring about 1460 sq. meter, Plot No. 7 admeasuring about 1121 sq. meter and Plot No. 8 admeasuring about 1190.37 sq. meter bearing survey nos 441/1 (Part), 433/2 (Part), 433/3 (Part) and 433/4 (Part) of village Mahim, taluka and district palghar in the registration district and sub district of district of Palghar, Udyog Nagar, Deewan Sons, Palghar 401404, Maharashtra, India together with all buildings and structures thereon and all plant and machinery attached to the earth or permanently fastened to anything attached to the earth, both present and future.

area) on the 6th Floor of Building known as Lotus Business Park P remises Co-operative Society Limited situated on all that piece and parcel of land bearing CTS no. 2/5, 2/7 to 2/11, 3/4, 3/2 Village Chincholi, Ram Baug Lane, Off Malad Dal Mill Compound, Off S V Road, Malad West, Mumbai 400064, Maharashtra, India together with all buildings and structures thereon and all plant and machinery attached to the earth or permanently fastened to anything attached to the earth, both present and future.

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: 28th November, 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 (IN FORM OF WORKING
CAPITAL DEMAND LOAN AND/OR CASH CREDIT) AND LETTER OF CREDIT FACILITY
AVAILED FROM ICICI BANK LIMITED FROM PRESENT 200 MILLION TO 350 MILLION:**

In order to meet the growing business opportunities, the Board of Directors of the Company, at their meeting held on 28th November, 2024 had passed resolution to enhance limit of Working Capital Facility (in form of Working Capital Demand Loan and/or Cash Credit) and Letter of Credit Facility from 200 million to 350 million (comprising Working Capital Facility of 300 million and Letter of Credit Facility of 50 million) availed from ICICI Bank Limited and providing following properties as additional security to ICICI Bank Limited:

1. Plot No 5, admeasuring about 1150.05 sq. meter bearing survey number 433/2, BIDCO Mahim, Udyog Nagar, Deewan Sons, Thane, Palghar 401404, Maharashtra, India along with the industrial shed standing thereon; and
2. Unit no. 604 admeasuring about 375 sq. ft (carpet area), Unit no. 605 admeasuring about 300 sq. ft (carpet area) and Unit no. 606 admeasuring about 300 sq. ft (carpet area) on the 6th Floor of Building known as Lotus Business Park P remises Co-operative Society Limited situated on all that piece and parcel of land bearing CTS no. 2/5, 2/7 to 2/11, 3/4, 3/2 Village Chincholi, Ram Baug Lane, Off Malad Dal Mill Compound, Off S V Road, Malad West, Mumbai 400064, Maharashtra, India together with all buildings and structures thereon and all plant and machinery attached to the earth or permanently fastened to anything attached to the earth, both present and future.

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 additional working capital facility to be availed 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 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
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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 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


xpk

Pawan Kumar Banwarilal Sharma

Whole-time Director

DIN: 08485637

Address: B/1201, Vrindavan Tower, Padma Nagar,
Chikoowadi, Borivali West, Mumbai 400092,
Maharashtra, India.

Date: 28th November, 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 Thursday, 28th November, 2024 at 604, 605, 606, Lotus Business Park, Ram Baug Lane, Off S.V Road, Malad (West), Mumbai 400064, Maharashtra, India at 03:15 p.m. and at

any adjournment thereof in respect of such resolution as are indicated below:

SR No.	Resolutions
SPECIAL BUSINESS	
I.	Increase in limit of working capital facility (in form of working capital demand loan and/or cash credit) and letter of credit facility availed from ICICI Bank Limited from present 200 million to 350 million.

Signed this day of..... 2024

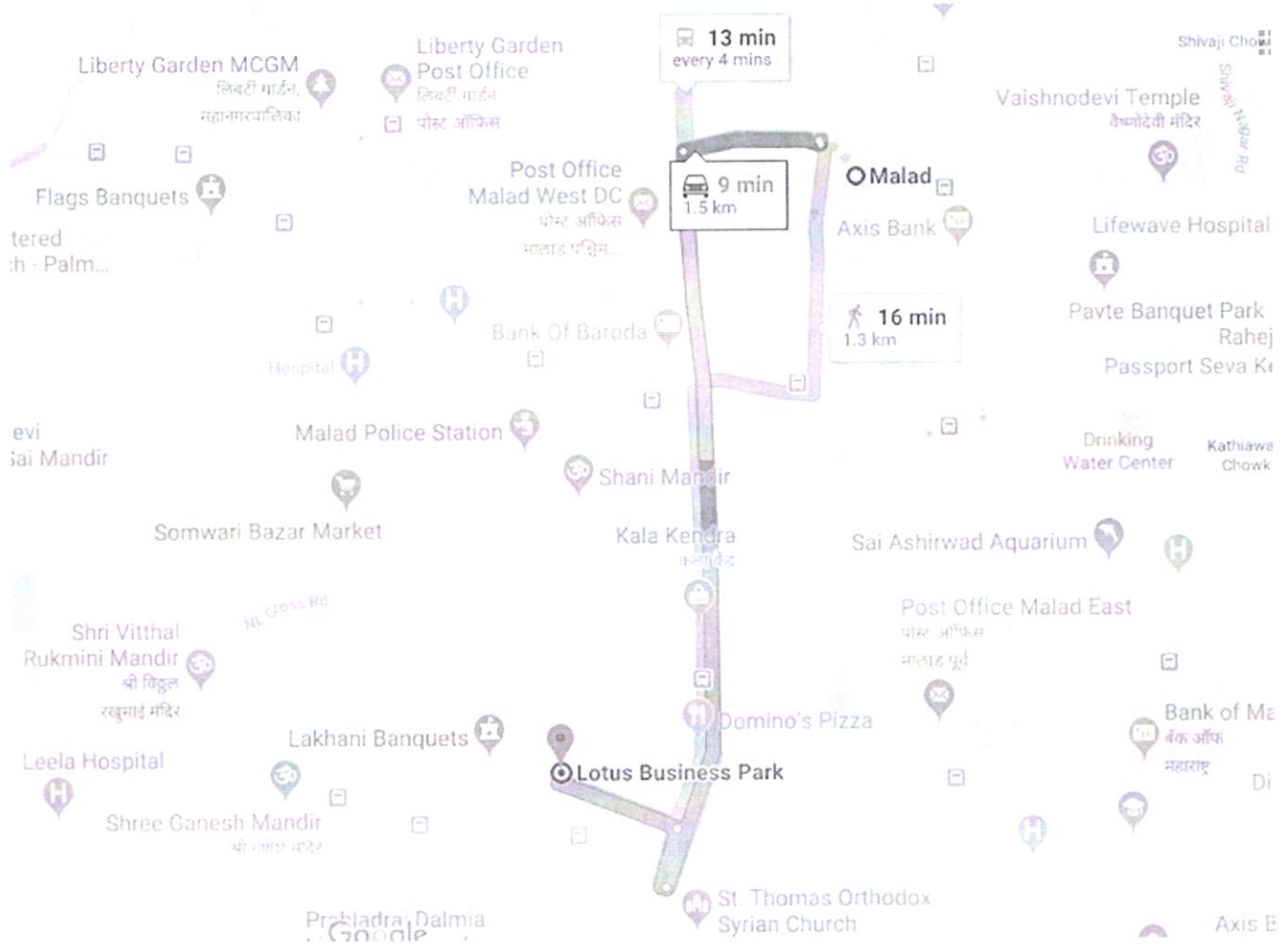
Signature of member

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: 28th November, 2024

Time: 03.15 p.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