



## NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Nishant Aromas Private Limited (the "Company") will be held on Wednesday, 13<sup>th</sup> August, 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 FINANCIAL FACILITY FROM HDFC BANK LTD.:

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

**"RESOLVED as follows:**

- 1) 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 obtaining a loan facility of Rs. 1,38,00,000/- (Rupees One Crore Thirty-Eight Lakh Only) from HDFC Bank Ltd. (the "Bank") for the purpose of meeting the costs of acquiring of One (01) Motor vehicle **LAND ROVER DEFENDER 110 X-DYNAMIC HSE 2.0 L P** on the terms set out in the printed loan documents of the Bank for such loan tabled at the meeting and initialled by the Chairman of the meeting for the purpose of identification AND THAT the said loan documents be and are hereby approved.
- 2) That this loan of **Rs. 1,38,00,000/- (Rupees ONE CRORE THIRTY-EIGHT LAKH Only)**, to be repayable in equated monthly installments not exceeding 60 Months be arranged by the Company with the Bank on the terms set out in the above loan documents.
- 3) 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 to charge by way of Hypothecation in favour of the Bank as continuing security of its vehicle mentioned above to secure repayment of the monies, obligations and liabilities covenanted to be paid in the composite Agreement for **Auto Loan** and Guarantee included in the above loan documents which was produced at the meeting.
- 4) That the said Agreement and the Power of Attorney (included in the above loan documents) in favour of the Bank and produced at the meeting be and same are hereby approved.
- 5) That **Mr. NISHANT RAMAKANT HARLALKA**, Whole Time Director of the Company is instructed and authorized to sign and execute,
  - (a) Composite Agreement for **Auto Loan** and Guarantee
  - (b) Power of Attorney
  - (c) Promissory Note
  - (d) Loan Repayment Instructions
  - (e) Any other document that may be required by the Bank on behalf of the Company and deliver the same to the Bank.





# NISHANT AROMAS PRIVATE LIMITED

Sense you Trust....

- 6) That the Company undertakes to submit copy of Post Delivery Documents (Invoice, RC Book & Insurance) to the Bank within 30 days of disbursement of the loan.
- 7) Further that the Company do hereby authorise the bank for engaging the services of its empanelled vendor-professional for the purpose of certification and filing of e-form CHG-1/CHG-4 (as the case may be) for and on behalf of the Company and attend to all such matters incidental thereto.
- 8) FURTHER THAT **Mr. NISHANT RAMAKANT HARLALKA, OR Mr. SANDEEP LAXMIKANT HARLALKA**, Whole Time Directors of the Company be and are hereby authorized, jointly / severally, to affix the Common Seal of the Company on all the agreements, documents, writings and instruments as may be required by the Bank, in conformity with provisions of the Articles of Association of the Company as per the Companies Act, 2013.
- 9) THAT any one of the Directors of the Company be and is hereby authorized to digitally sign charge form and to arrange for the filing with the Registrar of Companies (if required under any law) of all necessary forms consequent upon the business deal with at this 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: 08<sup>th</sup> August, 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 FINANCIAL FACILITY FROM HDFC BANK LTD.:**

The Board of directors of the Company at the Board meeting held on 08<sup>th</sup> August, 2025 discussed the proposal of availing financial facility of Rs. 1,38,00,000 from HDFC Bank Ltd. to finance purchase of vehicle bearing model number Land Rover Defender 110 X-Dynamic HSE 2.0 L P secured by Hypothecation of the said vehicle.

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 HDFC Bank Ltd. 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 member's 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 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.
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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,  
Chikoowadi, Borivali West, Mumbai 400092,

Maharashtra, India.

Date: 08<sup>th</sup> August, 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, 13<sup>th</sup> August, 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 Financial Facility from HDFC Bank Ltd.

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 EXTRAORDINARY GENERAL MEETING**  
**OF**  
**NISHANT AROMAS PRIVATE LIMITED**

**Date:** 13<sup>th</sup> August, 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