

NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th Annual General Meeting of the members of NORTHERN AROMATICS LIMITED will be held at its Registered Office at Flat No. 5, UGF, Indra Prakash Building, 21, Barakhamba Road (Landmark: Near Barakhamba Metro Station), New Delhi – 110001 on Thursday, the December 31, 2020 at 3:00 PM to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statement of the Company for the year ended 31st March, 2020 including audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint M/s G. Basu & Co., Chartered Accountants, Kolkata (Firm's Registration No. 301174E) as Statutory Auditors of the Company and fix their remuneration and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s G. Basu & Co., Chartered Accountants, Kolkata (Firm's Registration No. 301174E), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of the 40th Annual General Meeting (AGM) till the conclusion of the 44th AGM of the Company to be held in the year 2024 at such remuneration as may be agreed upon between the Board of directors and statutory Auditors in addition to the reimbursement of actual out of pocket expenses incurred in relation with the audit of accounts of the Company.”

3. To appoint a director in place of Mr. Sanjay Agarwal (DIN: 00655379), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act 2013 and the Rules framed thereunder, read with Schedule IV to the said Act, as amended from time to time, Mr. Arun Gupta (DIN: 02307745) who was appointed as an Independent Additional Director on the Board of the Company on November 30, 2019 pursuant to the provision of section 149, 152 and 161(1) of the Companies Act, 2013, and is eligible for appointment as an Independent Director, be and is hereby confirmed as an Independent Director on the Board of the Company for five consecutive years with effect from November 30, 2019 to November 29, 2024.”

By Order of the Board
For NORTHERN AROMATICS LIMITED

Place: New Delhi
Date: November 11, 2020

(Divakar Nagpal)
Whole Time Director
DIN: 07193780

Copy: To all members, directors and statutory auditors.

NOTES:

1. The Register of Members will remain closed on Tuesday, December 29, 2020 to Wednesday, December 30, 2020 for annual closing.
2. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.
3. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Details of Director(s) seeking re-appointment in meeting is attached as Annexure A and Route map of venue of meeting is attached as Annexure B.
5. The Attendance Slip, Proxy Form and Annual Report for FY 2019-20 are enclosed.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4**

Mr. Arun Gupta (DIN: 02307745) is an Independent Additional Director of the Company. He joined the Board of Directors of the Company on November 30, 2019.

Mr. Gupta is about 59 years old and has more than 35 years of experience and carries extensive knowledge, skills and experience in Accounts, legal, business management and corporate administration and expertise in Leadership, Corporate affairs, Board service & governance, Financial, Global business, Mergers & Acquisition and Business Administration.

He is a member of The Institute of Chartered Accountants of India and The Institute of Cost Accountants of India.

The details of his directorship and membership/chairmanship of committees of other boards is as follows:

S. No.	Name of the Company	Designation	Committee Membership	Committee Chairmanship
1	Super Hoze Industries Private Limited	Director	-	-
2	GTV Sez Phase I Private Limited	Director	-	-
3	Burman Hospitality Private Limited	Director	-	-
4	Savencia Fromage & Dairy India Private Limited	Director	-	-
5	GTV Tech Sez Private Limited	Director	-	-
6	Oncquest Laboratories Pvt. Limited	Add. Director	-	-

Mr. Gupta is an independent additional director who is to hold office up to the date of 40th Annual General Meeting. In terms of Section 149, 152 and other applicable provisions of the Companies Act 2013, Mr. Gupta being eligible and offering himself for appointment, is proposed to be confirmed as an Independent Director for five consecutive years till 29th November, 2024.

Mr. Gupta does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not related to any of the Director or Key Managerial Personnel of the Company.

During this financial year, he has attended all the meetings he is entitled to attend held till date i.e. 5 meetings of Board of Directors, 2 meetings of Nomination and Remuneration Committee, 2 meetings of CSR Committee and 1 meeting of Audit Committee.

In the opinion of the Board, Mr. Gupta is a person of integrity and possesses relevant expertise and experience and is eligible and fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Company has received declaration from Mr. Gupta that he meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013.

Copy of the draft letter for appointment of Mr. Gupta as an Independent Director would be available for inspection without any fee by the members till the date of AGM at the Registered Office of the Company during normal business hours on any working day. Being Independent Director, he will be eligible only for sitting fees and reimbursement of expenses as decided by Board.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail services of Mr. Gupta as an Independent Director. Accordingly, the Board recommends the resolution in relation to confirmation of Mr. Gupta as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Details of Directors Seeking Re-appointment in Annual General Meeting

Annexure-A

Director`s Identification Number (DIN)	00655379
Name	Sanjay Agarwal
Date of birth	01-01-1959
Date of first appointment on Board	18-08-1999
Qualification	B.Com, FCA
Experience	35 years
Terms & Conditions of reappointment	As per Company`s policy
Remuneration sought to be paid	Rs. 7500/- per meeting day as sitting fee
Remuneration last drawn	Rs. 7500/- per meeting day as sitting fee
Shareholding in the Company as on 31.03.2020	100 Eq. Sh. (as a Nominee of Devi Associates)
Relationship with other Directors and KMPs of the Company	None
No. of Meetings of Board attended during the year	Six
List of companies in which directorship held	1. Param Investments Pvt. Ltd. 2. Welltime Investments Pvt. Ltd. 3. British Health Products India Ltd.
Chairman/Member of the Committee of Board of Directors of other companies	None

ROUTE MAP

Annexure-B

