



NOVATEOR RESEARCH LABORATORIES LIMITED

NOTICE OF 10TH ANNUAL GENERAL MEETING - 2020-21

NOTICE OF 10TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Tenth (10th) Annual General Meeting (AGM) of the Members of Novateor Research Laboratories Limited will be held on Thursday, 30th September, 2021 at 11:00 A.M. IST at Conference Hall, Titanium City Center, Near Dhananjay Tower, 100 Feet Ring Road, Near Shyamal Cross Road, Anand Nagar, Ahmedabad- 380015

ORDINARY BUSINESSES:

1. Adoption of Financial Statements:

To consider and adopt the Audited Financial Statement of the Company including the Audited Balance Sheet for the Financial Year ended on 31st March, 2021, the Statement of Profit and Loss and the Cash flow statement for the year end on that date and the report of the Board of Directors and Auditors thereon; and

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution;

"RESOLVED THAT the audited financial statement of the Company for the financial year ended on 31st March, 2021, the Statement of Profit and Loss and the Cash flow statement for the year end on that date and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. Re-Appointment of Mr. Navdeep Mehta (DIN: 03441623) as director liable to retire by rotation:

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution;

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Navdeep Mehta (DIN:03441623), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

3. Appointment of Statutory Auditors and fix their remuneration:

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution;

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions if any of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), M/S V.J. Maru & Associates (Firm Registration No. 0134788W), Chartered Accountants be and is hereby appointed as the Statutory Auditor of the Company to hold office for a period of one year from the conclusion of 10th (Tenth) Annual General Meeting of the Company till the conclusion of next i.e.11th (Eleventh) Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, things matters and to execute all such documents as may be required to give effect to this Resolution."

SPECIAL BUSINESSES:

4. Appointment of Statutory Auditor to fill casual vacancy:

To consider 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(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, M/S V.J. Maru & Associates (Firm Registration No. 0134788W), Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/S Purushottam Khandelwal & CO. (Firm Registration No. 123825W), Chartered Accountants, Ahmedabad."

RESOLVED FURTHER THAT M/S V.J. Maru & Associates (Firm Registration No. 0134788W), Chartered Accountants, be and is hereby appointed as Statutory Auditor of the Company to hold the office from 21st June, 2021, until the conclusion of the 10th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditor and duly approved by the Board of Directors of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

5. Approval for Related Party Transactions:

To consider 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 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Mr. Navdeep Mehta, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase/Sale of Goods and Services and other business related activities on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 30 Lacs for the financial year 2021-22, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

6. Approval for Related Party Transactions:

To consider 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 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Mrs. Tejal Navdeep Mehta, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase/Sale of Goods and Services and other business related activities on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 30 Lacs for the financial year 2021-22, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

7. To consider resolution on the matters specified under Section 180 (1) (a) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution;

“RESOLVED THAT, in supersession of the earlier resolution passed at the 9th Annual General Meeting of the Company authorizing the Board to sell/transfer its factory pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer its factory land at Natraj Ind. Estate, Opp. Bhagyoday Hotel, Village; Vasna-Iyava, Taluka; Sanand, Ahmedabad- 382110, Gujarat, India by negotiation to any party, at a fair value, which in aggregate shall not be less than Rs. 42.00 Lakhs (Rupees Forty-Two Lakhs Only). The said value of Rs. 42.00 lacs does not include the value of Iron beam, structure and other material which will be used for construction of new manufacturing facilities at GIDC, Sanand, Dist. Ahmedabad.

RESOLVED, that the shareholders of the Company do hereby ratify and affirm all actions of the Board of Directors as presented to the shareholders.

8. Preferential cum Right Issue

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution;

“RESOLVED THAT in supersession of the earlier resolution passed at the 9th Annual General Meeting of the Company authorizing the Board in pursuant to the provisions of Section 42, 71 of the Companies Act, 2013 (“the Act”), read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee thereof) to create, offer, issue and allot Equity Shares of the company on Rights Basis/Preferential Basis in the aggregate amount of up to Rs. 3,50,00,000 (Rupees Three Crores fifty lakhs only), in one or more tranches on private placement/Rights basis during the F.Y. 2021 - 2023 to the eligible investors/Shareholders (the “Issue”) (whether residents, non - residents, institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, individuals, trustees, stabilizing agents or otherwise and whether or not such investors are Members of the Company)

within the overall Authorised Capital of the Company on such terms and conditions as the Board may from time to time determine proper and beneficial.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including increase of Authorised capital, deciding upon the Proportion of Rights Shares, Rates at which shares are to be issued and other matters in respect of rights Issue/Preferential issue. The Board can decide upon the Premium on equity share to be allotted in the rights issue/Preferential allotment.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of Preferential/Rights issue as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of Preferential/Rights issue and to take all such steps and do all acts as may be incidental or ancillary thereto”

For and on behalf of Board of Directors
Novateor Research Laboratories Limited

Date: 3rd September, 2021
Place: Ahmedabad

Navdeep Subhashbhai Mehta
Managing Director
DIN 03441623

IMPORTANT NOTES

1. Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors retires by rotation and seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are annexed to the notice.
3. A member entitled to attend and vote is entitled to appoint a Proxy instead and the Proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
4. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Members are requested to bring their copies of the Annual Report to the meeting. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
7. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members seeking any information with regards to the Accounts to be explained in the Meeting, are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
9. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.

10. Route map showing directions to reach the venue of the 10th AGM is annexed.
11. The Record Date for the purpose of determining the eligibility of the Members to attend the 10th Annual General Meeting of Company will be 24th September, 2021.
12. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed.
13. The Notice of AGM along with Annual Report 2020-21 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at www.novateor.com. The Notice and Annual Report 2020-21 can also be accessed from the website of the Stock Exchanges i.e. Bombay Stock Exchange of India Limited at www.bseindia.com.
14. The shareholders whether holding equity shares and who have not submitted their email addresses and in consequence to whom the Notice of AGM along with Annual Report 2020-21 could not be serviced via Email; So for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
15. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
16. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard 2 on General Meetings)

Item No. 4:

The Members of the Company at the 9th Annual General Meeting held on 29th September, 2020 had appointed M/S Purushottam Khandelwal & CO. (Firm Registration No. 123825W), Chartered Accountants, Ahmedabad as the Statutory Auditor of the Company to hold office from the conclusion of the 9th Annual General Meeting till the conclusion of the 14th Annual General Meeting of the Company. M/S Purushottam Khandelwal & CO. (Firm Registration No. 123825W), Chartered Accountants, Ahmedabad resigned from the position of Statutory Auditors of the Company w.e.f 12th May, 2021, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 21st June, 2021, as per the recommendation of the Audit Committee and pursuant to the provisions of section 139(8) under Companies Act, 2013, appointed M/S V J Maru and Associates (Firm Registration No. 0134788W), Chartered Accountants as the Statutory Auditors to fill the casual vacancy caused due to resignation of M/S Purushottam Khandelwal & CO., Chartered Accountants, Ahmedabad (Firm Registration No. 123825W) subject to the approval by the members in 10th Annual General Meeting of the Company, at such remuneration plus out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company. The Company has received consent letter and eligibility certificate from M/S V J Maru and Associates (Firm Registration No. 0134788W), Chartered Accountants to act as Statutory Auditor of the Company in place of M/S Purushottam Khandelwal & CO., Chartered Accountants, Ahmedabad (Firm Registration No. 123825W), along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. Accordingly consent of the members is sought for passing Ordinary Resolution for Appointment of Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in way concerned or interested, financially or otherwise, in the Resolutions at Item No: 04. The Board recommends the Resolution at Item No.: 04 for approval of the Members.

Item No. 5 & 6:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 govern the Related Party(ies), the company obtain the approval of Shareholders by way of a Resolution as prescribed in rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 in the following matters:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind.
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, Services or property;
6. Such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the company.

In the light of the provisions of the Companies Act, 2013, the Board of Directors of your company has approved the proposed transactions along with annual limit that your company may enter into with the related parties (as defined under section 2(76) of the companies Act, 2013)

The particulars of the transaction pursuant to the Provisions of Section 188 and Companies (Meetings of Boards and its powers) Rules, 2014 are as under:

| Name of the Related Party | Nature, material terms, monetary value and particulars of the contract or arrangement |
|----------------------------------|--|
| Mr. Navdeep Mehta | The transaction of Rs. 30.00 Lacs may be entered for the Financial year 2021-22 (or such extended period of time as may be decided by the Board of Directors) at Arm's length price or prevailing market price as may be mutually decided by the Board of Directors. Particulars of the Contract or Arrangement: Availing or rendering of any services or other business transactions upto Rs. 30.00 Lacs |
| Mrs. Tejal Navdeep Mehta | The transaction of Rs. 30.00 Lacs may be entered for the Financial year 2021-22 (or such extended period of time as may be decided by the Board of Directors) at Arm's length price or prevailing market price as may be mutually decided by the Board of Directors. Particulars of the Contract or Arrangement: Availing or rendering of any services or other business transactions upto Rs. 30.00 Lacs |

After recommendation of the Audit Committee, the Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company. Your directors recommend passing of these resolution No. 5 & 6 by way of an ordinary resolution.

Except, Mr. Navdeep Mehta and Mrs. Tejal Navdeep Mehta and their relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in these resolution No. 5 & 6.

Item No. 7:

Members of the Company are requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1)(a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1)(a) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The Company's factory premise is operating from Natraj Ind. Estate, Opp. Bhagyoday Hotel, Village; Vasna-Iyasa, Taluka; Sanand, Ahmedabad- 382110, Gujarat, India.

Company is planning to develop series of verities in existing products, expand subsidiary and supporting products to existing products. These expansions required dedicated well occupied R&D Department with vast carpet area, well-occupied movable assets. So, Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are requested to note that their consent to the Board is being sought by way of a Special Resolution to sell existing factory premise Natraj Ind. Estate, Opp. Bhagyoday Hotel, Village; Vasna-Iyasa, Taluka Sanand, Ahmedabad- 382110, Gujarat, India by negotiation to any party, at a fair value, which in aggregate shall not be less than Rs.45.00 Lakhs (Rupees Forty- five Lakhs Only)in the 9th Annual General Meeting But due to detrimental effects of this pandemic of COVID 19 and partial material forming part of civil being - iron beam, structure, and other material not included in sale value, approval is being sought by way of consent of members of the company for the fair value, which in aggregate shall not be less than Rs.42.00 Lakhs (Rupees Forty two Lakhs Only). The above value of Rs. 42.00 lacs do not include the value of Iron beam, structure and other material which will be used for construction of new manufacturing facilities at GIDC, Sanand, Dist Ahmedabad.

All the operations as well as all the movable fixed assets consisting plant and machinery, electricals, furniture and fixtures and other movable assets of the company will be shifted to new place at Plot No.: PE-11, Sanand GIDC Phase 2, Sanand, Ahmedabad; which is also owned and registered in the name of the Company (i.e. Novateor Research Laboratories Limited) with full capacity.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members.

Item No. 8:

As the members are aware, your Company is exploring various opportunities for the overall growth, Development and Expansion of the business operations of the Company. With a view to meet fund requirements for the aforesaid purpose, the Company would be required to infuse Equity Capital in the company from the existing shareholders of the company/Preferential Allotment to others so as to meet the requirement of Funds for the present and future expansion of the Company.

The Said issue of additional shares will further strengthen the financial position of the Company and will help the company in enabling it to meet its long term and short term needs of working capital and creation of new unit at Sanand, Ahmedabad. For the said purpose

Increasing the Authorised capital of the company will be required and alteration in the memorandum of the Company will also be required. The Said Equity shares will rank pari-passu with the existing shares in all rights and obligations.

The board of directors of the Company ("Board") in their meeting held on 31st August, 2020 subject to necessary approval(s), have approved the proposal for raising of funds for an amount not exceeding Rs. 3.50 Crores by way of issue of Equity shares having face value of Rs. 10/- each on Rights/Preferential Allotment Basis. In supersession of the earlier resolution passed at the 9th Annual General Meeting of the Company, your board to be sought approval of members of the company for the said resolution for the further F.Y. 2021 to 2023.

In terms of Section 62(1)(c) read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

Subject to approval of the shareholders of the Company, the Board vide its board resolution dated 31st August, 2020 has authorized the issuance and allotment of Equity Shares of the company at a price to be decided as per the market condition, valuation of the company and Last 6 months' average Price at Stock Exchange provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations.

For and on behalf of Board of Directors
Novateor Research Laboratories Limited

Date: 3rd September, 2021
Place: Ahmedabad

Navdeep Subhashbhai Mehta
Managing Director
DIN 03441623

ANNEXURE TO THE NOTICE

The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are as follows:

| | |
|--|--|
| Name of Director | Mr. Navdeep Mehta, (DIN: 03441623) |
| Date of Birth | 6 th January, 1978 |
| Date of Initial Appointment | 1 st April, 2011 |
| Date of Appointment (at current term) | 12 th April, 2019 |
| Educational Qualifications | He holds Bachelor degree in Engineering in Chemical Branch from Gujarat University and has done Master in Chemical Engineering from Illinois Institute of Technology, Chicago. |
| Expertise in specific functional areas - Job profile and suitability | Mr. Navdeep Mehta has 12 years of experience in process development and manufacturing, including 8 years of experience in cosmetics and pharmaceutical R&D and GMP Validation Documentation. Additional 5 years of experience in Marketing of innovative FMCG product in Indian market. Due to his vast experience in the R & D, he decided to start his own business under the name of Novateor Research Laboratories Pvt. Ltd. in 2011 in oral care & health sector. Currently in NRLL, he is one of the Promoters and is a Managing Director and looks after overall functioning of the company. |
| Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company) | NIL |
| Memberships / Chairmanships of committees of other public companies | NIL |
| Shareholding in the Company: | 14,28,858 Number of Equity Shares |
| Inter-se Relationship with other Directors | With Directors & KMP of the Company: Husband of Mrs. Tejal Navdeep Mehta (Promoter cum Managing Director & CFO) |

**For and on behalf of Board of Directors
 Novateor Research Laboratories Limited**

Date: 3rd September, 2021
 Place: Ahmedabad

**Navdeep Subhashbhai Mehta
 Managing Director
 DIN 03441623**

NOVATEOR RESEARCH LABORATORIES LIMITED

B-1001, 10th Floor, Block B, Titanium City Center, Anandnagar Rd, 100 Feet Road, Near Sachin Tower,
Satellite, Ahmedabad, Gujarat, 380015.

Email:compliance@novateor@gmail.com **Website:**www.novateor.com **Phone:** +91 79 - 4039 5888

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM

| | | |
|---|---|--|
| Name and address of the registered member | : | |
| Folio No./DP ID No./ Client IDNo. | : | |
| No. of Shares | : | |

I hereby record my presence at the Tenth (10th) Annual General Meeting (AGM) of the company will be held on Thursday, 30th September, 2021 at 11:00 A.M. IST at the registered office of the company at Conference Hall, Titanium City Center, Near Dhananjay Tower, 100 Feet Ring Road, Near Shyamal Cross Road, Anand Nagar, Ahmedabad- 380015

Signature of the Member/Joint Member/Proxy attending the Meeting

Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate AttendanceSlip and Annual Report will not be issued at the Annual General Meeting.

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NOVATEOR RESEARCH LABORATORIES LIMITED

B-1001, 10th Floor, Block B, Titanium City Center, Anandnagar Rd, 100 Feet Road, Near Sachin Tower,
 Satellite, Ahmedabad, Gujarat, 380015.

Email:compliance@novateor.com **Website:** www.novateor.com **Phone:** +91 79 - 4039 5888

10th Annual General Meeting on Thursday, 30th September, 2021 at 11:00 A.M.

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 | L24230GJ2011PLC064731 |
| Name of the Company | NOVATEOR RESEARCH LABORATORIES LIMITED |
| Registered Office | B-1001, 10 th Floor, Block B, Titanium City Center, Anandnagar Rd, 100 Feet Road, Near Sachin Tower, Satellite, Ahmedabad, Gujarat, 380015383215 |
| Name of Member(s) | |
| Registered Address | |
| Email ID | |
| Folio No./ DP ID - Client ID | |

I/We, being the Member(s) of and hold/holds _____ shares of above named Company, hereby appoint:

1) Name:
 Address:
 Email ID:
 Signature

Or failing him/her

2) Name:
 Address:
 Email ID:
 Signature

Or failing him/her

3) Name:
 Address:
 Email ID:
 Signature

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company to be held on **Thursday, 30th September, 2021 at 11:00 A.M.** at Conference Hall, Titanium City Center, Anandnagar Rd, 100 Feet Road, Near Sachin Tower, Satellite, Ahmedabad, Gujarat, 380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

| Resolution No. | Resolution | For | Against |
|----------------|---|-----|---------|
| 1. | To consider and adopt the Audited Financial Statement of the Company including the Audited Balance Sheet for the Financial Year ended on 31 st March, 2021, the Statement of Profit and Loss and the Cash flow statement for the year end on that date and the report of the Board of Directors and Auditors thereon | | |
| 2. | To appoint a Director in place of Mr. Navdeep Mehta (DIN: 03441623) who retires by rotation and, being eligible, offers himself for re-appointment | | |
| 3. | To appoint M/S V.J. Maru & Associates (Firm Registration No. 0134788W), Chartered Accountants as the Statutory Auditor of the Company to hold office for a period of one year from the conclusion of 10 th (Tenth) Annual General Meeting of the Company till the conclusion of next i.e. 11 th (Eleventh) Annual General Meeting of the Company on such remuneration | | |

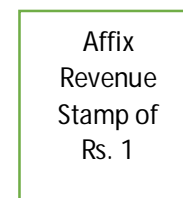
SPECIAL BUSINESS:

| Resolution No. | Resolution | For | Against |
|----------------|---|-----|---------|
| 4. | To appoint M/S V.J. Maru & Associates (Firm Registration No. 0134788W), Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/S Purushottam Khandelwal & CO. (Firm Registration No. 123825W), Chartered Accountants, Ahmedabad." | | |
| 5. | Approval of Related Party Transactions with Mr. Navdeep Mehta | | |
| 6. | Approval of Related Party Transactions with Mrs. Tejal Navdeep Mehta | | |
| 7. | To consider resolution on the matters specified under Section 180 (1) (a) of the Companies Act, 2013 | | |
| 8. | Preferential cum Right Issue | | |

Signed this.....day of.....2021

Signature of Member(s):

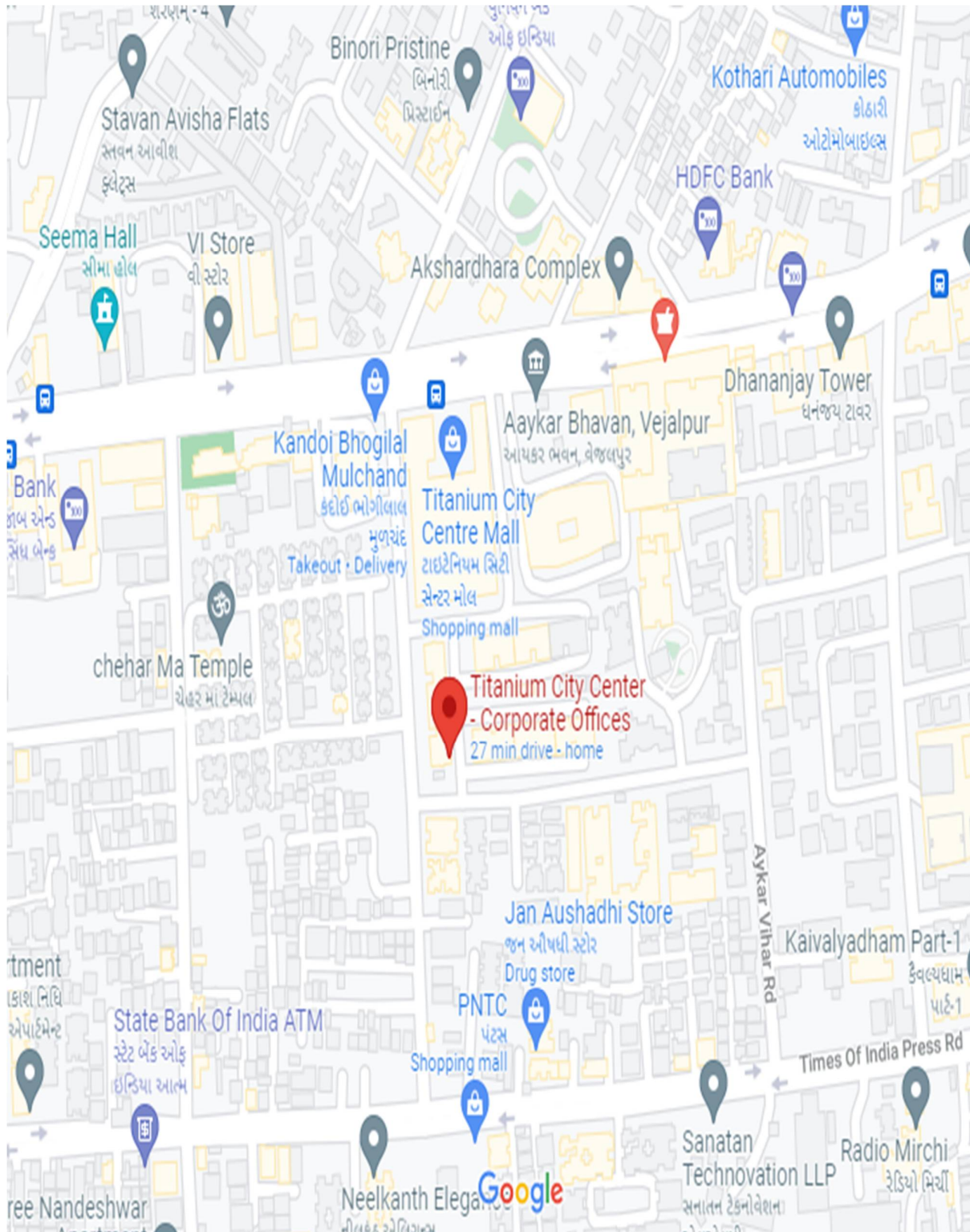
Signature of Proxy holder(s):



Notes:

1. 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.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 10th Annual General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 Member.

ROAD MAP TO VENUE OF 10TH ANNUAL GENERAL MEETING



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