

NOVATEOR RESEARCH LABORATORIES LIMITED

1026, Dev Atelier, Opp. Dev Auram, Anandnagar Cross Road, 100 Feet Ring Road,

Prahladnagar, Ahmedabad- 380015

CIN: L24230GJ2011PLC064731

CONTACT: +91 9979961759, +91 6353341117; WEB: www.novateor.com

EMAIL: compliancenovateor@gmail.com

Date: 6th September, 2022

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

(Script Code: 542771)

Dear Sir/Madam,

Subject: Notice of 11th Annual General Meeting of the Company

Ref: Compliance to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith notice convening 11th Annual General Meeting of the company scheduled to be held on Friday, September 30, 2022 at 11:00 a.m. (IST) at 1026, Dev Atelier, Opp. Dev Aurum, Anandnagar Cross Road, 100 Feet Ring Road, Prahladnagar, Ahmedabad- 380015, Ahmedabad- 380015

The Record Date for the purpose of determining the eligibility of the Members to attend the 11th Annual General Meeting of Company will be Friday, 23rd September, 2022.

There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed.

Please take same on your record and oblige.

Thanking you,

Yours faithfully,

For, NOVATEOR RESEARCH LABORATORIES LIMITED



Navdeep Subhashbhai Mehta
Managing Director
DIN 03441623



Encl: As annexure

NOTICE OF 11TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eleventh (11th) Annual General Meeting (AGM) of the Members of Novateor Research Laboratories Limited will be held on Friday, 30th September, 2022 at 11:00 A.M. IST at 1026, Dev Atelier, Opp. Dev Aurum, Anandnagar Cross Road, 100 Feet Ring Road, Prahladnagar, 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, 2022, 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, 2022, 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 Mrs. Tejal Navdeep Mehta (DIN: 03441577) 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, Mrs. Tejal Navdeep Mehta (DIN: 03441577), 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 three year from the conclusion of 11th (Eleventh) Annual General Meeting of the Company till the conclusion of 14th (Fourteenth) 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 Mr. Jitin Jaysukh Doshi (having DIN: 07325340) as a Non-Executive Director of the company:

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and applicable rules made thereunder, the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force from time to time, Mr. Jitin Jaysukh Doshi (having DIN: 07325340), who was appointed as an Additional Director of the Company with effect from September 1, 2022, and who holds office up to the date of this Annual General Meeting (“AGM”) in terms of Section 161 of the Act, Articles of Association of the Company and in respect of whom, the Company has received a notice in writing from a Shareholder, pursuant to the provisions of Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Non-Executive Director for 5 (Five) years from this (11th) AGM to 16th AGM of the Company whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving 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 2022-23, 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 2022-23, 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. Approval of 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 and all other applicable provisions if any, of the Companies Act, 2013 (the 'Act') read with Companies (Meeting of the Board and its powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permission as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into contracts, arrangements and/or agreements with related parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature with the following related parties for a period of 5 years, subject to the annual limits as set out below with effect from September 01, 2022:

Sr. No.	Name of the Related Party	Nature of Transactions	Transaction Limit Per Annum (In Rs.)
1.	Subhashbhai Maganlal Mehta	Rent for Office Premises	2,40,000

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."

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 10th 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. 2022 - 2024 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: 1st September, 2022
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 11th AGM is annexed.
11. The Record Date for the purpose of determining the eligibility of the Members to attend the 11th Annual General Meeting of Company will be 23rd September, 2022.
12. There being no shareholder hold physical share certificate in the Company, the Register of members and share transfer books of the Company will not be closed.
13. Dispatch of Annual Report through Email and Registration of email ID:
Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s).
In compliance with MCA Circular No. 20/2020 dated May 5, 2020, MCA General Circular No. 02/2021 dated January 13, 2021, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and owing to the difficulties involved in dispatching of physical copies of the Financial Statements including Boards’ Report, Auditor’s report or other documents required to be attached therewith (together referred to as “Annual Report”), the Annual Report for Financial Year 2021-22 including Notice of AGM are being sent in electronic mode to Members whose e-mail address(es) are registered with the Company or the Depository Participant(s) and no physical copies will be dispatched to the Members.
14. The Notice of AGM along with Annual Report 2021-22 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 2021-22 has been

uploaded on the website of the Company at www.novateor.com. The Notice and Annual Report 2021-22 can also be accessed from the website of the Stock Exchanges i.e. Bombay Stock Exchange of India Limited at www.bseindia.com.

15. 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 2021-22 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.
16. 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.
17. 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:

Pursuant to the provisions of Section 161 of the Companies Act, 2013, and based on the recommendation of the Nomination & Remuneration Committee of the Board, Mr. Jitin Jaysukh Doshi (having DIN: 07325340) was appointed as an Additional Director of the Company w.e.f. September 1, 2022. The term of office of Mr. Jitin Jaysukh Doshi (having DIN: 07325340) as an Additional Director is up to the date of this Annual General Meeting. Considering the rich experience and vast knowledge of Mr. Jitin Jaysukh Doshi (having DIN: 07325340), his presence on the Board of the Company ("the Board") will be valuable to the Company and accordingly, the Nomination and Remuneration Committee of the Board has recommended his appointment as the Non-Executive Director(s) of the Company. The Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013, from a Shareholder proposing his candidature for the office of Director of the Company. The Company has received consent in writing from Mr. Jitin Jaysukh Doshi (having DIN: 07325340) to act as a Director pursuant to Section 152 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 to be appointed as Director of the Company. The aforesaid notice received is available for inspection at the Registered Office of the Company till the date of the Annual General Meeting and the same shall also be placed at the Meeting. A brief resume(s) in relation to the experience, functional expertise and memberships on other Company's Board and Committee(s) in respect of appointment of Mr. Jitin Jaysukh Doshi (having DIN: 07325340) is provided at Annexure I which forms part of the Notice. The provisions of the Companies Act, 2013, require the Company to seek the approval of the Shareholders for the appointment of Mr. Jitin Jaysukh Doshi (having DIN: 07325340) as Non-Executive Director of the Company. No one except Mr. Jitin Jaysukh Doshi (having DIN: 07325340) is interested/concerned in the resolution under item no. 4. None of the other persons specified in Section 102 of the Companies Act, 2013, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the resolution set out in item no. 4. The Directors recommend the said resolution set out at item no. 4 of this Notice for approval of the Shareholders.

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	<p>The transaction of Rs. 30.00 Lacs may be entered for the Financial year 2022-23 (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.</p> <p>Particulars of the Contract or Arrangement: Availing or rendering of any services or other business transactions upto Rs. 30.00 Lacs</p>

Mrs. Tejal Navdeep Mehta	<p>The transaction of Rs. 30.00 Lacs may be entered for the Financial year 2022-23 (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.</p> <p>Particulars of the Contract or Arrangement: Availing or rendering of any services or other business transactions upto Rs. 30.00 Lacs</p>
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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. 4 & 5 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:

The Shareholders are requested to approve related party transactions with Mr. Subhashbhai Maganlal Mehta for the purpose of Rent of Office Premises. The said office is owned by Mr. Subhashbhai Maganlal Mehta and is used by the company as its registered office and for the business purpose of the company. The office is furnished and the rent includes the use of this furniture also.

The transaction is in the ordinary course of business and at arm's length, and are not material but the Company, as a matter of abundant caution and prudent corporate practice, proposes to obtain approval of shareholders by way of ordinary resolution. The transactions have been approved by the Audit Committee and also by the Board of Directors subject to the approval of Members by way of an ordinary resolution. The prescribed Rent payable under the contracts shall be competitive, shall be based on the prevailing market price, shall not be prejudicial to the interest of either parties and shall be at arm's length, on the basis of comparable uncontrolled price other than with associate enterprise.

Copy of the documents relating to the previous transactions would be available for inspection without any fee by the Members at the Registered Office of the Company during the normal business hours on any working day.

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 1st September, 2022 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 10th 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. 2022 to 2024.

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 1st September, 2022 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: 1st September, 2022
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	Mrs. Tejal Navdeep Mehta, (DIN: 03441577)
Date of Birth	22 nd December, 1981
Date of Initial Appointment	1 st April, 2011
Date of Appointment (at current term)	12 th April, 2019
Educational Qualifications	She holds Bachelor and Master degree in Computer Application.
Expertise in specific functional areas - Job profile and suitability	Mrs. Tejal Navdeep Mehta has 5 years of experience in Computer Science in USA and wide variety of skills in business strategic planning and marketing. She also has 5+ years of experience in FMCG sector in Indian market. Currently in Novateor Research Laboratories Limited, she is one of the Promoters and is a Whole-Time Director and looks after Administration and HR division our 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:	5,40,378 Number of Equity Shares
Inter-se Relationship with other Directors	With Directors & KMP of the Company: Wife of Mr. Navdeep Subhashbhai Mehta (Promoter cum Managing Director & CFO)

Name of Director	Mr. Jitin Jaysukh Doshi, (DIN: 07325340)
Date of Birth	2 nd September, 1965
Date of Initial Appointment	1 st September, 2022
Date of Appointment (at current term)	In the ensuing Annual General Meeting
Educational Qualifications	He holds Bachelor degree in Commerce and has advanced learning in Marketing and System Management.
Expertise in specific functional areas - Job profile and suitability	Mr. Doshi brings the experience of over three decades in the marketing and system management of different segments including mainly in the oral care products. He is also a key part of Doshi E Ventures Pvt. Ltd.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Doshi E Ventures Pvt. Ltd.
Memberships / Chairmanships of committees of other public companies	NIL
Shareholding in the Company:	1,80,000 Number of Equity Shares as on 26 th August, 2022
Inter-se Relationship with other Directors	There is no relation with other Directors.

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

Date: 1st September, 2022
Place: Ahmedabad

**Navdeep Subhashbhai Mehta
Managing Director
DIN 03441623**

NOVATEOR RESEARCH LABORATORIES LIMITED

1026, Dev Atelier, Opp. Dev Auram, Anandnagar Cross Road, 100 Feet Ring Road, Prahladnagar, Ahmedabad- 380015

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

ATTENDANCESLIP

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 (11th) Annual General Meeting (AGM) of the company will be held on Friday, 30th September, 2022 at 11:00 A.M. IST at the registered office of the company at 1026, Dev Atelier, Opp. Dev Aurum, Anandnagar Cross Road, 100 Feet Ring Road, Prahladnagar, 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

1026, Dev Atelier, Opp. Dev Auram, Anandnagar Cross Road, 100 Feet Ring Road, Prahladnagar, Ahmedabad- 380015

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

11th Annual General Meeting on Friday, 30th September, 2022 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	1026, Dev Atelier, Opp. Dev Aurum, Anandnagar Cross Road, 100 Feet Ring Road, Prahladnagar, Ahmedabad- 380015
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 11th Annual General Meeting of the Company to be held on **Friday, 30th September, 2022 at 11:00 A.M. at** 1026, Dev Atelier, Opp. Dev Auram, Anandnagar Cross Road, 100 Feet Ring Road, Prahladnagar, Ahmedabad- 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, 2022, 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 Mrs. Tejal Navdeep Mehta (DIN: 03441577) 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 three year from the conclusion of 11 th (Eleventh) Annual General Meeting of the Company till the conclusion of 16 th (Sixteenth) Annual General Meeting of the Company on such remuneration		

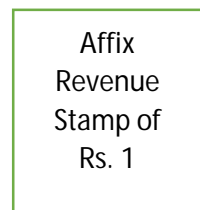
SPECIAL BUSINESS:

Resolution No.	Resolution	For	Against
4.	Appointment of Mr. Jitin Jaysukh Doshi (having DIN: 07325340) as a Non-Executive Director of the company		
5.	Approval of Related Party Transactions with Mr. Navdeep Mehta		
6.	Approval of Related Party Transactions with Mrs. Tejal Navdeep Mehta		
7.	Approval of Related Party Transactions with Mr. Subhashbhai Maganlal Mehta		
8.	Preferential cum Right Issue		

Signed this.....day of.....2022

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 11th 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 11TH ANNUAL GENERAL MEETING

