



NOVATEOR RESEARCH LABORATORIES LIMITED

(Innovative Cosmetic and Pharma Products)

Date: 9th November, 2023

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

(Script Code: 542771)

Dear Sir/Madam,

Subject: Notice of Extra Ordinary 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 Extra Ordinary General Meeting of the company scheduled to be held on Sunday, December 3, 2023 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 Extra Ordinary General Meeting of Company will be Friday, 24th November, 2023.

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 Mehta
Managing Director
DIN 03441623

Encl: As annexure

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting (EOGM) of the Members of Novateor Research Laboratories Limited will be held on Sunday, 3rd December, 2023 at 11:00 A.M. IST at 1026, Dev Atelier, Opp. Dev Aurum, Anandnagar Cross Road, 100 Feet Ring Road, Prahladnagar, Ahmedabad- 380015

SPECIAL BUSINESSES:

1. Reappointment of Mr. NavdeepSubhashbhai Mehta (having DIN:03441623) as a ManagingDirector of the company:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force from time to time) and pursuant to Article of Association of the company, the consent of the members of the company be and is here accorded for the re-appointment of Mr. Navdeep Mehta (having DIN: 03441623), as the Managing Director of the Company, for a period of five years with effect from April 12, 2024, and the payment of such remuneration as may be determined by the Board or any of its Committee, from time to time, within the maximum limits of remuneration for Managing Director approved by members of the company on such terms and conditions as set out in the forgoing resolution and the explanatory statement annexed thereto.

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.

2. Reappointment of Mrs. Tejal Navdeep Subhashbhai Mehta (having DIN: 03441577) as a Whole Time Director of the company:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force from time to time) and pursuant to Article of Association of the company, the consent of the members of the company be and is here accorded for the re-appointment of Mrs. Tejal Navdeep Mehta (having DIN: 03441577), as the Whole Time Director of the Company, for a period of five years with effect from April 12, 2024, and the payment of such remuneration as may be determined by the Board or any of its Committee, from time to time, within the maximum limits of remuneration for Whole Time Director approved by members of the company on such terms and conditions as set out in the forgoing resolution and the explanatory statement annexed thereto.

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.

3. Reappointment of Mr. Anand Rajendra Shah (having DIN:02104452) as a Non-Executive Independent Director of the company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force from time to time) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the consent of the members of the company be and is here accorded for the re-appointment of Mr. Anand Rajendra Shah (having DIN: 02104452) as the Non-Executive Independent Director of the Company, for a period of five years with effect from May 01, 2024, and the payment of such remuneration as may be determined by the Board or any of its Committee, from time to time, within the maximum limits of remuneration for Non-Executive Independent Director approved by members of the company on such terms and conditions as set out in the forgoing resolution and the explanatory statement annexed thereto.

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.

4. Reappointment of Mr. Chintan Pankaj Shah (having DIN:08510947) as a Non-Executive Independent Director of the company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force from time to time) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the consent of the members of the company be and is here accorded for the re-appointment of Mr. Chintan Pankaj Shah (having DIN: 08510947) as the Non-Executive Independent Director of the Company, for a period of five years with effect from July 15, 2024, and the payment of such remuneration as may be determined by the Board or any of its Committee, from time to time, within the maximum limits of remuneration for Non-Executive Independent Director approved by members of the company on such terms and conditions as set out in the forgoing resolution and the explanatory statement annexed thereto.

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. To increase the authorised share capital of the company and make consequent Alteration in Clause V of the Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the company be and is hereby accorded for increase in Authorised Share Capital of the company from Rs. 6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 7,00,00,000/- (Rupees Seven Crore Only) divided into 70,00,000 (Seventy lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crore Only) divided into 70,00,000 (Seventy lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

6. To consider and approve issue of Convertible Warrants on a Preferential basis:

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

“RESOLVED THAT pursuant to Sections 23(1)(b), 62, read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) the listing agreements entered into by the Company with the Bombay Stock Exchange of India Limited (“BSE”) (“Stock Exchange”) on which the Equity Shares of the Company having face value of Rs. 10/- (Ten) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, up to 12,42,000 (Twelve Lacs Forty Two Thousand Only) Convertible Share Warrants (hereinafter referred to as “warrants”) carrying an entitlement to subscribe to an equivalent number of Equity Shares having Face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 28.00/- each (having premium of Rs. 18/- each) to the proposed allottees as mentioned below on a preferential basis for cash in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations, and at a price being not less than the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI (ICDR) Regulations, or other applicable laws on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval and consent from the members.

Sr No.	Name of Proposed Allotee(s)	No. of Convertible shares warrants	Category
1.	Navdeep Subhashbhai Mehta	72000	Promoter
2.	Subhashchandra Maganlal Mehta	108000	Promoter Group
3.	Jitin Jaysukhlal Doshi	300000	Non- Promoter
4.	Preeti Jitin Doshi	78000	Non- Promoter
5.	Reshma Nitin Doshi	78000	Non- Promoter
6.	Jaysukhlal Shantilal Doshi	78000	Non- Promoter
7.	Rushabh Jitin Doshi	48000	Non- Promoter
8.	Jainam Nitin Doshi	48000	Non- Promoter
9.	Yashika Jitin Doshi	48000	Non- Promoter
10.	Himani Nitin Doshi	48000	Non- Promoter

11.	Mathakia Indumati S	24000	Non- Promoter
12.	Patel Kinnar Kumar	18000	Non- Promoter
13.	Patel Kinjalben	18000	Non- Promoter
14.	Neelam Patel	12000	Non- Promoter
15.	Vishal Oza	12000	Non- Promoter
16.	Sudarshan Singh	12000	Non- Promoter
17.	Namrata Pankaj Deopura	6000	Non- Promoter
18.	Naurim Nasim Hemani	12000	Non- Promoter
19.	Nasim Murad Hemani	6000	Non- Promoter
20.	Nishit Mukund Badani	96000	Non- Promoter
21.	Dinesh Arjun Patel	12000	Non- Promoter
22.	Sarthak Dinesh Patel	12000	Non- Promoter
23.	Angad D Patel	12000	Non- Promoter
24.	Shaikh Faisal	6000	Non- Promoter
25.	Anuj H Gandhi	6000	Non- Promoter
26.	Malvika Anuj Gandhi	6000	Non- Promoter
27.	Rajkumar Mantri	18000	Non- Promoter
28.	Alpa Rathi	18000	Non- Promoter
29.	Modi Darshana Kantilal	30000	Non- Promoter
Total		12,42,000	Non- Promoter

RESOLVED FURTHER THAT in accordance with SEBI (ICDR) Regulations, the “Relevant Date” for determination of the floor price of the Warrants to be issued in terms hereof, shall be, 3rd November, 2023 being the date 30 (Thirty) days prior to the meeting of members of the Company determined in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of Warrants shall be subject to following terms and conditions apart from others as prescribed under the applicable laws:

i) In accordance with Regulation 169(2) of the ICDR Regulations, the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants.

ii) Balance exercise price i.e. 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.

iii) The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) Months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions as applicable.

iv) In the event, the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;

The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares;

vi) The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

vii) The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI (ICDR) Regulations. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Warrants have already been locked-in.

viii) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.

ix) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of SEBI (ICDR) Regulations;

x) The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company;

xi) The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants and all such Equity Shares that are being allotted shall rank pari-passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT Equity Shares having Face value of Rs. 10/- (Rupees Ten) each proposed to be allotted to the Warrant Holders, upon conversion of the Warrants, be listed on the Bombay Stock Exchange of India Limited ("BSE"), and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holder's dematerialized securities account.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of Warrants and the Equity Shares to be issued upon conversion of the Warrants without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of Equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

Date: 6th November, 2023
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 seeking appointment/re-appointment at this Extra Ordinary General Meeting ("EOGM") 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 copy of the Notice of the EOGM to the meeting. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the EOGM.
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 this EOGM is annexed.
11. The Record Date for the purpose of determining the eligibility of the Members to attend this Extra Ordinary General Meeting of Company will be 24th November, 2023.
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 Notice of EOGM 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 Notice of EOGM 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
14. The Notice of EOGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice of EOGM has been uploaded on the website of the Company at www.novateor.com. The Notice of EOGM 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 EOGM 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 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. 1:

Mr. Navdeep Mehta (having DIN: 03441623) was appointed as the Managing Director of the company for a period of five years with effect from April 12, 2019, after obtaining due approval of the members of the company in their EOGM held on April 12, 2019. Accordingly, the present term of Mr. Navdeep Mehta (having DIN: 03441623) comes to an end on April 11, 2024.

The Board, in its meeting held on November 6, 2023, has approved the re-appointment of Mr. Navdeep Mehta (having DIN: 03441623) as the Managing Director of the company for a further period of five years after his current tenure ends on April 11, 2024. The Board has taken the decision of said re-appointment based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.

Mr. Navdeep Mehta (having DIN: 03441623) is not disqualified from being re-appointed as Managing Director in the terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as Managing Director of the company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Schedule V thereof and hence, is eligible for re-appointment.

A brief profile of Mr. Navdeep Mehta (having DIN: 03441623) is provided in the "Annexure" to the Notice pursuant to the provision of the SEBI (LODR) Regulations, 2015 and Secretarial Standard of General Meetings, issued by the Institute of Company Secretaries of India.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Navdeep Mehta (having DIN: 03441623) as a Managing Director, in terms of the applicable provisions of the said Act and rules made thereunder.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Navdeep Mehta (having DIN: 03441623) are as under:

I. Period:

For a period of 5 years from 12th April, 2024.

II. Remuneration:

Upto Rs. 1,00,000/- (Rupees Twenty thousands) per month with an overall maximum cap of Rs. 168 lakhs (for effective capital more than 5 Cr. upto 100 Cr.) subject to revision from time to time. He is also liable to get the remuneration at the time of Loss or Inadequate profit as per the provision of the Schedule V of the Companies Act, 2013.

III. Perquisites:

The Managing Director shall be entitled to all the perquisites listed hereinbelow in addition to the salary mentioned above;

- a) **Medical Re-imbursement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, and nursing charges and domiciliary charges for self and for family.
- b) **Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company.
- c) **Club Fees:** Fees of Clubs, subject to maximum of three clubs.
- d) **Personal Accidental Insurance/ Group Life Insurance:** Premium to be paid by the Company.
- e) **Provident Fund/Pension:** Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
- f) **Gratuity:** No Gratuity payable to Managing Director as agreed between Managing Director and Company.
- g) **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Managing Director for business and personal use.

IV. Duties:

Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Managing Director shall be at Ahmedabad or at such place as the Board of Directors may decide from time to time.

V. TERMINATION:

Managing Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director may resign from his office by giving 90 days' Notice to the Company.

VI. COMPENSATION:

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.

VII. Other terms and conditions:

- a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b) Family means the spouse and dependent children of Mr. Navdeep Mehta. Leave with full pay and allowances shall be allowed as per the Companies rules.
- c) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- d) No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
- e) The perquisites as listed in para (III) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

Mr. Navdeep Mehta (having DIN: 03441623), Managing Director holds 1428858 Equity shares of the face value of Rs. 10/- each in the company, which amount to 29.56 % of the total number of equity shares of the company.

Mr. Navdeep Mehta (having DIN: 03441623), Managing Director has been associated with the company from the beginning of the company and contributed a great value in the growth and success of the company with his rich expertise in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to re-appointed him as Managing Director.

This explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Navdeep Mehta (having DIN: 03441623) as managing Director of the company.

Except Mr. Navdeep Mehta (having DIN: 03441623) and their relatives to the extent of their shareholding interest, if any, in the company, none of the other directors, Key managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 2:

Mrs. Tejal Navdeep Mehta (having DIN: 03441577) was appointed as the Whole Time Director of the company for a period of five years with effect from April 12, 2019, after obtaining due approval of the members of the company in their EOGM held on April 12, 2019. Accordingly, the present term of Mrs. Tejal Navdeep Mehta (having DIN: 03441577) comes to an end on April 11, 2024.

The Board, in its meeting held on November 6, 2023, has approved the re-appointment of Mrs. Tejal Navdeep Mehta (having DIN: 03441577) as the Whole Time Director of the company for a further period of five years after his current tenure ends on April 11, 2024. The Board has taken the decision of said re-appointment based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.

Mrs. Tejal Navdeep Mehta (having DIN: 03441577) is not disqualified from being re-appointed as Whole Time Director in the terms of Section 164 of the Companies Act, 2013. She has communicated her willingness to be re-appointed and has given his consent to act as Whole Time Director of the company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Schedule V thereof and hence, is eligible for re-appointment.

A brief profile of Mrs. Tejal Navdeep Mehta (having DIN: 03441577) is provided in the "Annexure" to the Notice pursuant to the provision of the SEBI (LODR) Regulations, 2015 and Secretarial Standard of General Meetings, issued by the Institute of Company Secretaries of India.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mrs. Tejal Navdeep Mehta (having DIN: 03441577) as a Whole Time Director, in terms of the applicable provisions of the said Act and rules made thereunder.

Broad particulars of the terms of re-appointment of and remuneration payable to Mrs. Tejal Navdeep Mehta (having DIN: 03441577) are as under:

I. Period:

For a period of 5 years from 12th April, 2024.

II. Remuneration:

Upto Rs. 1,00,000/- (Rupees Twenty thousands) per month with an overall maximum cap of Rs. 168 lakhs (for effective capital more than 5 Cr. upto 100 Cr.) subject to revision from time to time. She is also liable to get the remuneration at the time of Loss or Inadequate profit as per the provision of the Schedule V of the Companies Act, 2013.

III. Perquisites:

The Whole Time Director shall be entitled to all the perquisites listed hereinbelow in addition to the salary mentioned above;

- a) **Medical Re-imbursement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, and nursing charges and domiciliary charges for self and for family.
- b) **Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company.
- c) **Club Fees:** Fees of Clubs, subject to maximum of three clubs.
- d) **Personal Accidental Insurance/ Group Life Insurance:** Premium to be paid by the Company.

- e) **Provident Fund/Pension:** Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
- f) **Gratuity:** No Gratuity payable to Managing Director as agreed between Managing Director and Company.
- g) **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Managing Director for business and personal use.

IV. Duties:

Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Whole Time Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Managing Director shall be at Ahmedabad or at such place as the Board of Directors may decide from time to time.

V. TERMINATION:

Whole Time Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director may resign from his office by giving 90 days' Notice to the Company.

VI. COMPENSATION:

In the event of termination of office of Whole Time Director takes place before the expiration of tenure thereof, Whole Time Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.

VII. Other terms and conditions:

- a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Whole Time Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b) Family means the spouse and dependent children of Mrs. Tejal Navdeep Mehta. Leave with full pay and allowances shall be allowed as per the Companies rules.
- c) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- d) No sitting fees shall be paid to the Whole Time Director for attending the meetings of the Board of Directors or Committees thereof.
- e) The perquisites as listed in para (III) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

Mrs. Tejal Navdeep Mehta (having DIN: 03441577) (having DIN: 03441623), Whole Time Director holds 249588 Equity shares of the face value of Rs. 10/- each in the company, which amount to 5.16% of the total number of equity shares of the company.

Mrs. Tejal Navdeep Mehta (having DIN: 03441577) (having DIN: 03441623), Whole Time Director has been associated with the company from the beginning of the company and contributed a great value in the growth and success of the company with her rich expertise in the industry where the company operates. It would be in the interest of the company to continue to avail of her considerable expertise and to re-appoint him as Whole Time Director.

This explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mrs. Tejal Navdeep Mehta (having DIN: 03441577) as Whole Time Director of the company.

Except Mrs. Tejal Navdeep Mehta (having DIN: 03441577) and their relatives to the extent of their shareholding interest, if any, in the company, none of the other directors, Key managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 3:

The members had appointed Mr. Aanand Rajendra Shah (DIN: 02104452) as a Non-Executive Independent Director of the Company to hold office for a term of 5 years w.e.f. May 01, 2019. Accordingly, the tenure of Mr. Aanand Rajendra Shah (DIN: 02104452), as a Non-Executive Independent Director is due for expiry on April 30, 2024. In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company. The Company has received the consent from Mr. Aanand Rajendra Shah (DIN: 02104452) to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act. After taking into account the performance evaluation, during his first term of five years and considering the knowledge, expertise and experience in respective fields and the substantial contribution made by Mr. Aanand Rajendra Shah (DIN: 02104452) during his tenure as a Non-Executive Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on November 6, 2023 has considered, approved and recommended the re-appointment of Mr. Aanand Rajendra Shah (DIN: 02104452) as a Non-Executive Independent Directors for a second term of five years with effect from May 1, 2023, to the Board of Directors for their approval. The Board of Directors at its meeting held on November 6, 2023 has

approved the proposal for reappointment of Mr. Aanand Rajendra Shah (DIN: 02104452) as a Non-Executive Independent Director for a second term

of five consecutive years with effect from May 1, 2023. The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 3 of the notice. Except Mr. Aanand Rajendra Shah (DIN: 02104452), being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Item No. 4:

The members had appointed Mr. Chintan Pankaj Shah (DIN: 08510947) as a Non- Executive Independent Director of the Company to hold office for a term of 5 years w.e.f. July 15, 2019. Accordingly, the tenure of Mr. Chintan Pankaj Shah (DIN: 08510947), as a Non-Executive Independent Director is due for expiry on July 14, 2024. In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company. The Company has received the consent from Mr. Chintan Pankaj Shah (DIN: 08510947) to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act. After taking into account the performance evaluation, during his first term of five years and considering the knowledge, expertise and experience in respective fields and the substantial contribution made by Mr. Chintan Pankaj Shah (DIN: 08510947) during his tenure as a Non-Executive Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on November 6, 2023 has considered, approved and recommended the re-appointment of Mr. Chintan Pankaj Shah (DIN: 08510947) as a Non-Executive Independent Directors for a second term of five years with effect from July 15, 2024, to the Board of Directors for their approval. The Board of Directors at its meeting held on November 6, 2023 has approved the proposal for reappointment of Mr. Chintan Pankaj Shah (DIN: 08510947) as a Non-Executive Independent Director for a second term of five consecutive years with effect from July 15, 2024. The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4 of the notice. Except Mr. Chintan Pankaj Shah (DIN: 08510947), being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Item No. 5:

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 7,00,00,000/- (Rupees Seven Crore Only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by way of creation of an additional 10,00,000 (Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking paripassu in all respect with existing equity shares of the company, aggregating to Rs. 1,00,00,000/- (Rupees One Crore only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase in authorized share capital requires the approval of members of the Company under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution. None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

Item No. 6:

The Board of Directors of the Company, in its meeting held on 6th November, 2023, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 12,42,000 (Twelve Lacs Forty Two Thousand Only) Convertible Share Warrants (hereinafter referred to as "warrants") carrying an entitlement to subscribe to an equivalent number of Equity Shares having Face value of Rs. 10/- (Rupees Ten Only) each at a premium of Re. 18/- each on preferential basis to the proposed allottees as mentioned in the resolution no. 6.

Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the Chapter V of SEBI (ICDR) Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014. The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

A. Objects of the Preferential issue

The Company proposes to raise funds through issue of Warrants on preferential basis to:

- a) Meet working capital requirements and expand the existing business of the Company.
- b) General corporate purposes or such other objects, as the board may from time to time decide in the best interest of the Company.

B. Maximum number of specified securities to be issued

The Board of Directors in its meeting held on 6th November, 2023 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate upto 12,42,000 (Twelve Lacs Forty Two Thousand Only) Convertible Share Warrants to be converted

into equal number of Equity Shares of Rs. 10/- each to Promoter/Promoter Group or Non-Promoter Investors on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

C. Amount which the Company intends to raise by way of such securities

Upto Rs. 3,47,76,000/- (Rupees Three Crore Forty Seven Lacs and Seventy Six Thousands Only)

D. Intention of the Promoters, Directors, or Key Managerial Personnel of the issuer to subscribe to the Offer:

The Warrants are being offered to Mr. Navdeep Subhashchandra Mehta and Mr. Subhashchandra Maganlal Mehta, who belong to the category of Promoters & Promoter Group of the Company and Mr. Jitin Jaysukh Doshi, Non Executive Director of the company intend to participate/subscribe to the Convertible Warrants. Apart from above, no other Promoters, Director or Key Managerial Personnel of the Company intends to subscribe to any shares pursuant to this Preferential Issue of Warrants.

E. Equity Shareholding Pattern before and after the proposed preferential issue

Sr. No.	Category	#Pre-Issue Equity		\$Post Equity Issue	
		No of shares Held	% Of shareholding	No of shares Held	% Of shareholding
A	Promoter Holding				
1.	Indian				
	Individuals/PAC	2942730	60.87%	3122730	51.39%
	Bodies Corporate	NIL	NIL	NIL	NIL
	Any Other	NIL	NIL	NIL	NIL
	Sub Total A 1	2942730	60.87%	3122730	51.39%
2.	Foreign Promoter				
	Individuals/NRI/Foreign individuals/PAC	NIL	NIL	NIL	NIL
	Bodies Corporate	NIL	NIL	NIL	NIL
	Sub Total A 2	NIL	NIL	NIL	NIL
	Total Promoters Group A= A1+A2	2942730	60.87%	3122730	51.39%
B	Public/Non-Promoters Shareholding				
1	Institutional Investors				
a	Mutual Funds/Banks/FI	NIL	NIL	NIL	NIL
b	FII's/PI's	NIL	NIL	NIL	NIL
	Sub Total B 1	NIL	NIL	NIL	NIL
2	Non Institutions				
	Individual share capital upto Rs. 2 Lacs	627831	12.99%	813831	13.39%
	Individual share capital in excess of Rs. 2 Lacs	1038000	21.47%	1914000	31.50%
	Non-Resident Indian (NRI)	18000	0.37%	18000	0.30%
	Clearing Members	NIL	NIL	NIL	NIL
	Foreign Bodies Corporate	NIL	NIL	NIL	NIL
	Indian Bodies Corporate	153609	3.18%	153609	2.52%
	Foreign Nationals	NIL	NIL	NIL	NIL
	Others (HUF, NBFC and Trusts)	54000	1.37%	54000	0.89%
	Sub Total B 2	1891440	39.13%	2953440	48.61%
	Total Public Share holding B-B1+B2	1891440	39.13%	2953440	48.61%
	GRAND TOTAL A+B	4834170	100%	6076170	100%

\$The post issue shareholding percentage is arrived after considering all the preferential allotments of warrants proposed to be made under this notice and on fully diluted basis. The post issue paid-up capital of the Company is subject to alterations on account of (i) subscription of entire warrants mentioned Resolution No. 6; consequently, the post-issue shareholding percentage mentioned above may stand altered and (ii) conversion of said warrants into equity shares.

F. Proposed time within which the allotment shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the Company shall complete the allotment of warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

Sr No.	Name of Proposed Allottee(s)	No. of Convertible shares warrants	Category
1.	Navdeep Subhashbhai Mehta	72000	Promoter
2.	Subhashchandra Maganlal Mehta	108000	Promoter Group
3.	Jitin Jaysukhlal Doshi	300000	Non- Promoter
4.	Preeti Jitin Doshi	78000	Non- Promoter
5.	Reshma Nitin Doshi	78000	Non- Promoter
6.	Jaysukhlal Shantilal Doshi	78000	Non- Promoter
7.	Rushabh Jitin Doshi	48000	Non- Promoter
8.	Jainam Nitin Doshi	48000	Non- Promoter
9.	Yashika Jitin Doshi	48000	Non- Promoter
10.	Himani Nitin Doshi	48000	Non- Promoter
11.	Mathakia Indumati S	24000	Non- Promoter
12.	Patel Kinnar Kumar	18000	Non- Promoter
13.	Patel Kinjalben	18000	Non- Promoter
14.	Neelam Patel	12000	Non- Promoter
15.	Vishal Oza	12000	Non- Promoter
16.	Sudarshan Singh	12000	Non- Promoter
17.	Namrata Pankaj Deopura	6000	Non- Promoter
18.	Naurim Nasim Hemani	12000	Non- Promoter
19.	Nasim Murad Hemani	6000	Non- Promoter
20.	Nishit Mukund Badani	96000	Non- Promoter
21.	Dinesh Arjun Patel	12000	Non- Promoter
22.	Sarthak Dinesh Patel	12000	Non- Promoter
23.	Angad D Patel	12000	Non- Promoter
24.	Shaikh Faisal	6000	Non- Promoter
25.	Anuj H Gandhi	6000	Non- Promoter
26.	Malvika Anuj Gandhi	6000	Non- Promoter
27.	Rajkumar Mantri	18000	Non- Promoter
28.	Alpa Rathi	18000	Non- Promoter
29.	Modi Darshana Kantilal	30000	Non- Promoter
Total		12,42,000	

G. The name of the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No	Details of subscriber	PAN	Category/ Class of Subscribers	Pre-issue holding	% to Pre issue Capital	No of equity shares proposed to Issue	% to post issue capital
1.	Navdeep Subhashbhai	ABIPM7813L	Promoter	1428858	29.56%	72000	24.70%

	Mehta							
2.	Subhashchandra Maganlal Mehta	ACDPM5629G	Promoter Group	249588	5.16%	108000		5.89%
3.	Jitin Jaysukhlal Doshi	AAEPD9731H	Non- Promoter	186000	3.85%	300000		8.00%
4.	Preeti Jitin Doshi	ALAPD4007D	Non- Promoter	54000	1.12%	78000		2.17%
5.	Reshma Nitin Doshi	AHOPD7948P	Non- Promoter	96000	1.99%	78000		2.86%
6.	Jaysukhlal Shantilal Doshi	CJEPD1794H	Non- Promoter	36000	0.74%	78000		1.88%
7.	Rushabh Jitin Doshi	AFBPD2881C	Non- Promoter	78000	1.61%	48000		2.07%
8.	Jainam Nitin Doshi	DJTPD8601K	Non- Promoter	18000	0.37%	48000		1.09%
9.	Yashika Jitin Doshi	BZSPD0714Q	Non- Promoter	12000	0.25%	48000		0.99%
10.	Himani Nitin Doshi	BZSPD0715R	Non- Promoter	30000	0.62%	48000		1.28%
11.	Mathakia Indumati S	AOSPM7498A	Non- Promoter	24000	0.50%	24000		0.79%
12.	Patel Kinnar Kumar	BJPPP5094E	Non- Promoter	-	-	18000		0.30%
13.	Patel Kinjalben	DLRPP6837F	Non- Promoter	-	-	18000		0.30%
14.	Neelam Patel	ABAPP7502R	Non- Promoter	-	-	12000		0.20%
15.	Vishal Oza	AAFPO2996J	Non- Promoter	-	-	12000		0.20%
16.	Sudarshan Singh	ARIPS8172Q	Non- Promoter	-	-	12000		0.20%
17.	Namrata Pankaj Deopura	ASBPD6950B	Non- Promoter	-	-	6000		0.10%
18.	Naurim Nasim Hemani	BEOPK2891E	Non- Promoter	-	-	12000		0.20%
19.	Nasim Murad Hemani	ACNPH4210L	Non- Promoter	-	-	6000		0.10%
20.	Nishit Mukund Badani	AKRPB3880G	Non- Promoter	-	-	96000		1.58%
21.	Dinesh Arjun Patel	AABPP5300R	Non- Promoter	-	-	12000		0.20%
22.	Sarthak Dinesh Patel	AHPPP4407N	Non- Promoter	-	-	12000		0.20%
23.	Angad D Patel	AHSPP5435H	Non- Promoter	-	-	12000		0.20%
24.	Shaikh Faisal	HQTPS7031H	Non- Promoter	-	-	6000		0.10%
25.	Anuj H Gandhi	AJGPG9884P	Non- Promoter	-	-	6000		0.10%
26.	Malvika Anuj Gandhi	AJBPG0005F	Non- Promoter	-	-	6000		0.10%
27.	Rajkumar Mantri	AQVPM7068F	Non- Promoter	-	-	18000		0.30%
28.	Alpa Rathi	AKWPR3422R	Non- Promoter	-	-	18000		0.30%
29.	Modi Darshana Kantilal	AMZPM5284D	Non- Promoter	-	-	30000		0.49%

Note: The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

H. Undertakings:

In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- It shall re-compute the price of the Warrants issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Warrants shall continue to be locked- in till the time such amount is paid by the proposed allottees.
- The Proposed allottees have confirmed that they have not sold any Equity Shares of the company during the 90 trading days preceding the Relevant Date.
- Neither the Company, its Directors nor Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

I. The total number of Shares or other Securities to be issued:

The Board of Directors in its meeting held on 6th November, 2023 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate upto 12,42,000 (Twelve Lacs Forty Two Thousand Only) Convertible Share Warrants to be

converted into equal number of Equity Shares of Rs. 10/- each to Promoter/ Promoter Group or Non-Promoter Investors on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

J. Listing:

The Company will make an application to the Stock Exchanges at which the Existing shares are listed, for listing of the Equity Shares to be allotted on exercise of Warrants. The Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company in all respects.

K. Terms of Issue of the Warrants

- i. In accordance with Regulation 169(2) of the ICDR Regulations, the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants.
- ii. Balance exercise price i.e. 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.
- iii. The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions as applicable.
- iv. In the event, the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- v. The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- vi. The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.
- vii. The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Warrants have already been locked-in.
- viii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.
- ix. The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of ICDR Regulations;
- x. The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company;

The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

L. Pricing of Preferential Issue:

The Board has fixed the price of Rs. 28.00/- per warrant in terms of regulation 164 and 166A of SEBI (ICDR) Regulations, 2018

M. Basis on which the price would be arrived at:

The equity shares of Company are listed and the equity shares of the Company are frequently traded on Stock Exchanges, viz., BSE Limited ("BSE") in accordance with SEBI (ICDR) Regulations, 2018. The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date. Pursuant to applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014, and ICDR Regulations, the Company has obtained a Valuation Report dated 4th November, 2023 ("Valuation Report") from a Registered Valuer, who have determined the fair value of the Equity Shares of the Company to be Rs. 27.95/- per share.

Justification for pricing of preferential issue:

As per Regulation 166A (1) of the SEBI (ICDR) Regulations

Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an

independent registered valuer and consider the same for determining the price. Provided that the floor price, in such cases, shall be higher of the floor price determined under regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

The Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than the determined under SEBI (ICDR) Regulations. However as proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the allottees the pricing of the Equity Shares shall be the higher of the following parameters

- i. Price determined as per provisions of the Regulation 164(1) of the SEBI (ICDR) Regulations (frequently traded shares):
The shares of the Company are frequently traded shares, so Regulation 164(1) of SEBI (ICDR) Regulations is Applicable
- ii. Price determined as per provisions of the Regulation 166A (1) of the SEBI (ICDR) Regulations:
In terms of Regulation 166A(1) of the SEBI (ICDR) Regulations, the Company has taken Valuation Report dated 3rd November, 2023 from Mr. Manish Santosh Buchasia, IBBI Registered Valuer- Securities and Financial Assets, having Registration No: IBBI/RV/03/2019/12235, arriving at Rs. 27.95/- and the copy of the same has been hosted on the website of the Company which can be accessed at <https://novateor.com>

The issue price for this Preferential Issue is Rs. 28.00/- per equity share (Face Value Rs. 10/- each including Premium of Rs. 18/- each). Since the Shares of the Company are frequently traded shares; price determination in accordance with Regulation 164(1) of SEBI (ICDR) Regulations is applicable and price determined by Registered Valuer is considered as per Regulation 166A(1) and 164 of SEBI (ICDR) Regulations. There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares and therefore there is no requirement of a reasoned recommendation from a committee of independent directors of the issuer.

The Board has fixed the floor price as Rs. 28.00/- per Warrant and the said price fixed by the Board is highest of the above two prices calculated in terms of the ICDR Regulation and other applicable provisions.

N. Name and address of valuer who performed valuation-

Mr. Manish Santosh Buchasia, IBBI Registered Valuer- Securities and Financial Assets having address at 306, "Gala Mart", Nr. SOBO Centre, South Bopal, Ahmedabad- 380058, Gujarat

O. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not Applicable, as the company has not proposed to issue the shares for consideration other than cash.

P. Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of convertible warrants into Equity Shares is 3rd November, 2023 being the 30 days prior to the date of Extra Ordinary General Meeting.

Q. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

R. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current Financial Year 2023-24.

S. Lock-in period

The Warrants and Shares to be issued upon conversion shall be subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 90 trading days from the date of allotment of securities as per Regulation 167 of the ICDR Regulations.

T. Certificate from Practicing Company Secretaries

A certificate from Mr. Mehul Raval, Practicing Company Secretary certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI (ICDR) Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 11:00 A.M. to 5:00 P.M. up to the date of Annual General Meeting and all also be available during the Annual General Meeting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e. <https://novateor.com> before the Extra Ordinary General Meeting.

U. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Mr. Navdeep Mehta and Mr. Jitin Jaysukh Doshi, Directors and their relatives are concerned or interested in the resolution.

V. Disclosures as per Regulation 163(1)(j) pertaining to the Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:

There will be no change in the status of the allottees post the preferential issue. They shall remain to be the same i.e. Promoters and Non-Promoter/ Public Shareholders.

W. Other disclosures

In accordance with SEBI (ICDR) Regulations,

- i. The Company has not allotted Equity Shares on preferential basis in the financial year.
- ii. Neither the Company nor any of its Promoters and Directors has been declared as a willful defaulter or a fraudulent borrower or a fugitive economic offender.
- iii. The pre- preferential allotment of the person holding the shares are in dematerialized form.
- iv. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolutions as set out in Item No. 6 as special resolution for your approval.

Except Mr. Navdeep Mehta and Mr. Jitin Jaysukh Doshi and their relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice except to the extent of their shareholding in the Company.

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

**Date: 6th November, 2023
Place: Ahmedabad**

**NavdeepSubhashbhai 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)	OmSpace Rocket and Exploration Private Limited
Memberships / Chairmanships of committees of other public companies	Two (2)
Shareholding in the Company:	14,28,858 Number of Equity Shares as on 3 rd November, 2023
Inter-se Relationship with other Directors	Husband of Mrs. Tejal Navdeep Mehta (Promoter cum Whole Time Director)

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 8+ 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)	NA
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. Anand Rajendra Shah(DIN: 02104452)
Date of Birth	30 th June, 1978
Date of Initial Appointment	1 st May, 2019
Date of Appointment (at current term)	1 st May, 2019
Educational Qualifications	He is a Bachelor of Engineering in Civil from Gujarat University
Expertise in specific functional areas - Job profile and suitability	Mr. Anand Rajendra Shah aged 45 years, is a Bachelor of Engineering in Civil from Gujarat University and has 23 years of experience in structure designing and skills for marketing and business expansion. His rich experience can bring the value addition to our company.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	1. Delf Engineers (India) Private Limited 2. Delf Consulting Engineers (India) Private Limited
Memberships / Chairmanships of committees of other public companies	Four (4)
Shareholding in the Company:	NIL
Inter-se Relationship with other Directors	With Directors & KMP of the Company: There is no relationship with other directors.

Name of Director	Mr. Chintan Pankaj Shah (DIN: 08510947)
Date of Birth	11 th February, 1978
Date of Initial Appointment	15 th July, 2019
Date of Appointment (at current term)	15 th July, 2019
Educational Qualifications	He is a Graduate of commerce from Gujarat University
Expertise in specific functional areas - Job profile and suitability	He has experience of more than 12 years in the field of strategic planning and expansion of various business models. As a Director of our Company with corporate acumen, he brings value addition to our Company.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	NA
Memberships / Chairmanships of committees of other public companies	Four (4)
Shareholding in the Company:	NIL
Inter-se Relationship with other Directors	With Directors & KMP of the Company: There is no relationship with other directors.

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

Date: 6th November, 2023
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:compliance@novateor.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 ID No.	:	
No. of Shares	:	

I hereby record my presence at the Extra Ordinary General Meeting (EOGM) of the company will be held on Sunday, 3rd December, 2023 at 11:00 A.M. IST at the registered office of the company at 1026, Dev Atelier, Opp. Dev Auram, 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 Notice of EOGM with him/her. Duplicate Attendance Slip and Notice of EOGM 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

Extra Ordinary General Meeting on Sunday, 3rd December, 2023 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 Auram, 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 Extra Ordinary General Meeting of the Company to be held on **Sunday, 3rd December, 2023 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:

SPECIAL BUSINESS:

Resolution No.	Resolution	For	Against
1.	Reappointment of Mr. Navdeep Mehta (having DIN:03441623) as a Managing Director of the company		
2.	Reappointment of Mrs. Tejal Navdeep Mehta (having DIN:03441577) as a Whole Time Director of the company		
3.	Reappointment of Mr. Aanand Rajendra Shah (having DIN:02104452) as a Non-Executive independent Director of the company		
4.	Reappointment of Mr. Chintan Pankaj Shah (having DIN:08510947) as a Non-Executive independent Director of the company		
5.	To Increase the authorised share capital of the company and make consequent Alteration in Clause V of the Memorandum of Association		
6.	To consider and approve issue of Convertible Warrants on a Preferential basis		

Signed thisday of.....2023

Signature of Member(s):

Signature of Proxy holder(s):.....

Affix
Revenue
Stamp of
Rs. 1

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 Extra Ordinary 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 EXTRA ORDINARY GENERAL MEETING

