



NOVELTECH FEEDS PRIVATE LIMITED

Corp.Off.: Trendz Hub, H.No 1-89/A/8, Plot No. 8
3rd & 4th Floors, Gafoornagar, Madhapur,
Hyderabad, Telangana – 500081

Regd. Off : Nirlon House, Unit No 22, 5th Floor,
254-B, Dr. Annie Besant Road, Worli,
Mumbai, Maharashtra, India - 400030

CIN No. : U74999MH2018PTC306457

E-mail : info@noveltech.in

GST No. : 27AAFNCN9791F1ZY

NOVELTECH FEEDS PRIVATE LIMITED

[CIN: U74999MH2018PTC306457]

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of Noveltech Feeds Private Limited (the “Company”) will be held on **Thursday, June 16, 2022, at 1.30 PM IST via video conferencing (VC)** or other audio-visual means (OAVM), to transact the following business:

1. Increase of Authorized Share Capital of the Company:

*To consider and pass the following Resolution, with or without modifications, as an **Ordinary Resolution**:*

“RESOLVED THAT:

a. pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof and the rules framed thereunder for the time being in force), consent of the Shareholders is hereby accorded for increasing the Authorized Share Capital of the Company **from** existing INR 1,56,00,00,000 (Indian Rupees One Hundred and Fifty Six Crores only) divided into 15,60,00,000 (Fifteen Crore Sixty Lakh) Equity Shares of INR 10 (Indian Rupees Ten) each **to** INR 1,65,00,00,000 (Indian Rupees One Hundred and Sixty Five Crores only) divided into 16,50,00,000 (Sixteen Crore Fifty Lakh) Equity Shares of INR 10 (Indian Rupees Ten) each by creation of additional 90,00,000 (Ninety Lakh) Equity Shares of INR 10 (Indian Rupees Ten) each ranking *pari passu* in all respect with the existing Equity Shares of the Company.

b. the Memorandum of Association of the Company be and is hereby altered by substituting the existing (5th) clause thereof by the following (5th) clause:

“The Authorized Share Capital of the Company is INR 1,65,00,00,000/- (Indian Rupees One Hundred and Sixty Five Crores only) divided into 16,50,00,000 (Sixteen Crore Fifty Lakh) Equity Shares of INR 10 (Rupees Ten only) each.”

c. the Directors, Chief Financial Officer (CFO) and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, including but not limited to signing, certifying and filing necessary forms, declarations, undertakings, documents including any subscription letter with the subscribing

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shareholders, agreements, papers etc. as may be required or deemed necessary to give effect to above resolutions.”

2. Adoption of Employee Stock Option Plan 2022:

*To consider and pass the following Resolution, with or without modifications, as a **Special Resolution**:*

“RESOLVED THAT in supersession to the special resolutions approved by the Shareholders in the Extraordinary General Meeting held on September 30, 2021 and pursuant to a) the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (the **“Rules”**), including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force, b) recommendation received from the Nomination and Remuneration Committee (**“NRC”**) c) approval of the Board of Directors (**“Board”**), d) the Articles of Association of the Company and e) such other approvals, permissions, sanctions, conditions and modifications as may be prescribed, consent of the Shareholders of the Company by way of a special resolution be and is hereby accorded for adoption of the Company’s 2022 Employee Stock Option Plan (**“ESOP Plan 2022”**) as placed before/ circulated to the Shareholders of the Company, which shall supersede the Company’s 2020 Employee Stock Option Plan (**“ESOP Plan 2020”**).”

“RESOLVED FURTHER THAT the approval of Shareholders of the Company be and is hereby accorded to the Board (which shall be deemed to include any Committee of the Board like the NRC,) to create, offer, issue, grant, vest and allot, at any time to or to the benefit of such person(s) who are permanent employees of the Company, whether working in India or outside India, and/ or to the Directors of the Company, whether whole-time or not and to such other persons as may be decided by the Board and as may be eligible and permitted under applicable laws, options exercisable into such number of equity shares being not more than 10% (ten percent) of the paid-up equity share capital of the Company at any point in time, under ESOP Plan 2022 and/ or one or more employee stock option schemes, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board.”

“RESOLVED FURTHER THAT the approval of Shareholders of the Company be and is hereby accorded to the Board to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP Plan 2022 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.”



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“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking, any re-organization etc., the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion including appropriate adjustment of the number of options to be granted and /or the exercise price payable under the ESOP Plan 2022, without affecting any other rights or obligations of the option grantees and to ensure that the fair and equitable benefits under the ESOP Plan 2022 are passed on to the option grantees.”

“RESOLVED FURTHER THAT in the event of split, reverse split, recapitalization, subdivision, combination, reclassification of the equity shares of the Company, then the grants, exercise price and the shares issued/to be issued pursuant to the exercise of the vested options may, at the sole discretion of the Board, be proportionately adjusted from time to time, as provided in the ESOP Plan 2022 and the decision of the Board in this matter including but not restricted to dealing with fractions, rounding off etc., will be final.”

“RESOLVED FURTHER THAT the Board be and is hereby empowered at any time to:

- a. finalize the terms of ESOP Plan 2022 and administer, implement and supervise such Plan;
- b. formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive the ESOP Plan 2022, any sub-scheme or plan for the purpose of grant of stock options to the employees and to make any modifications, changes, variations, alterations or revisions in ESOP Plan 2022, schemes, sub-scheme or plan as it may deem fit, from time to time in its sole and absolute discretion;
- c. grant, issue, re-issue, recall, surrender, cancel and withdraw stock options from time to time and to determine the terms and conditions therefor;
- d. execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP Plan 2022 and do all other things incidental and ancillary thereof;
- e. delegate all or any of the powers herein conferred by this resolution to any Committee of Directors, Director, Officer or Authorised Representative of the Company;

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- f. take all the steps as it may deem fit, which are incidental and ancillary in connection with implementation of ESOP Plan 2022, including filing of necessary documents, intimations including e-forms with regulatory authorities; and
- g. do all such acts, deeds, things, matters and give such directions as may be considered necessary, desirable or expedient in connection with the abovementioned powers and settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company.”

3. Grant of Stock Options equaling or exceeding 1% of the issued capital of the Company:

*To consider and pass the following Resolution, with or without modifications, as a **Special Resolution**:*

“RESOLVED THAT in supersession to the special resolutions approved by the Shareholders in the Extraordinary General Meeting held on September 30, 2021 and pursuant to a) the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), b) recommendations received from the Nomination and Remuneration Committee (“NRC”) c) approvals of the Board of Directors (“Board”), d) the Articles of Association of the Company and e) such other approvals, permissions, sanctions, conditions and modifications as may be prescribed, consent of the Shareholders of the Company by way of a special resolution be and is hereby accorded for grant of Stock Options under the ESOP Plan 2022, equaling or exceeding 1% of the issued capital of the Company, to the following employees/ individuals (collectively, “Specified Employees”):

S.No	Name	Designation	No. of options	% to current issued capital
1	Dr Sandeep Karkhanis	Managing Director	36,83,125	2.50
2	Mr Raghavendra Joshi	Chief Financial Officer	14,73,250	1.00
3	Mr Viney Vatal	Chief Commercial Officer	14,73,250	1.00



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4. Shifting of the registered office of the Company from Mumbai, Maharashtra to Hyderabad, Telangana:

*To consider and pass the following Resolution, with or without modifications, as a **Special Resolution**:*

“RESOLVED THAT pursuant to Section 12, 13 and other applicable provisions of the Companies Act, 2013, read with read with corresponding rules made thereunder, and subject to approval of the concerned Regional Director and concerned Registrar of Companies, Ministry of Corporate Affairs, consent of the Shareholders be and is hereby accorded for shifting of the registered office of the Company **from** the State of Maharashtra (Existing office: Nirlon house, Unit no 22, 5th floor 254-B, Dr. Annie Besant Road, Worli, Mumbai - 400030) **to** the State of Telangana (New office: Trendz Hub, H.No 1-89/A/8, Plot No. 8, 3rd and 4th Floors, Gafoornagar, Madhapur, Hyderabad – 500081), and consequent alteration to the Memorandum of Association of the Company.”

“RESOLVED FURTHER THAT upon shifting of the registered office becoming effective, the existing Clause 2 of the Memorandum of Association of the Company be substituted with the following new Clause 2:-

“2nd: The Registered Office of the Company will be situated in the State of Telangana.”

“RESOLVED FURTHER THAT the Directors, the Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to:

- a. sign the petition, application, affidavits, undertakings and such other documents as may be necessary in relation to the shifting of registered office of the Company;
- b. appoint/ authorize any Practising Company Secretary/ Advocate or such other Consultant to appear, represent, furnish information and do necessary acts and things, on behalf of the Company before the Regional Director and concerned Registrar of Companies, Ministry of Corporate Affairs and/or any other Statutory/ Regulatory body;
- c. make correspondence, initiate and complete all requisite acts, things, deeds in connection with shifting of registered office of the Company, including intimation to all concerned Statutory/ Regulatory bodies and stakeholders; and
- d. Affix digital signature and file the necessary e-forms with the Ministry of Corporate Affairs.”

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**By order of the Board of Directors of
Noveltech Feeds Private Limited**

Sd/-

Krishna Kumar Bulusu

Company Secretary

ACS 24885

Place: Hyderabad

Date: June 13, 2022

Notes:

1. In view of COVID-19 pandemic situation, the Ministry of Corporate Affairs (MCA) vide General Circular 14/ 2020 dated April 8, 2020 and General Circular 17/ 2020 dated April 13, 2020, read with other applicable Circulars/ Notifications, has allowed holding of Extraordinary General Meeting (“**EGM**”) through Video Conferencing (“**VC**”) or other Audio-Visual means (“**OAVM**”), subject to fulfilment of specified conditions. Accordingly, this EGM is being held through VC/ OAVM.
2. Attendance of Shareholders via VC/ OAVM will be counted for the purpose of quorum.
3. The Company shall be providing necessary VC/ OAVM platform and credentials to enable the Shareholders to attend the EGM electronically.
4. Pursuant to the provisions of the Act, generally a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Shareholder of the Company. Since this EGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
6. Consent for holding the EGM at shorter notice, has been obtained from all the Shareholders.



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7. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts relation to the business to be transacted, is annexed hereto.
8. The special resolutions shall be declared as approved if the number of votes cast in favour of the resolutions are not less than three times the number of votes cast against the special resolutions.
9. In relation to the business to be transacted at the EGM, poll can be demanded by any Shareholder holding 10% (ten percent) or more of voting power. In case of a demand for poll made by any eligible Shareholder(s) of the Company pursuant to the provisions of the Companies Act, 2013, the decision of Shareholders on each of the items of business shall be sent to the Scrutinizer's email ID (as given below) with a copy to the Company Secretary. Details of the Scrutinizer are as follows:

Name: Mr Kashinath Sahu
Occupation: Practising Company Secretary
Email ID: kashinathsahucs@yahoo.co.in
Mobile number: +91 98493 07258
10. After the conclusion of voting process and report submitted by the Scrutinizer, the Chairman of the Meeting shall declare the result of voting.
11. For any further details relating to the EGM, Shareholders may kindly contact the Company Secretary at email ID - krishna.bulusu@noveltech.in and mobile number +91 7330998876

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EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material facts relating to the Business mentioned in the accompanying Notice and should be taken as forming part of the said Notice.

Item No. 1

On June 13, 2022, the Board of Directors of the Company had considered and approved the proposal on increase of Authorized Share Capital of the Company from existing INR 1,56,00,00,000 (Indian Rupees One Hundred and Fifty Six Crores only) divided into 15,60,00,000 (Fifteen Crore Sixty Lakh) Equity Shares of INR 10 (Indian Rupees Ten) each to INR 165,00,00,000/- (Indian Rupees One Hundred and Sixty Five Crores only) divided into 16,50,00,000 (Sixteen Crore Fifty Lakh) Equity Shares of Rs.10/- each by creation of additional 90,00,000 (Ninety Lakh) Equity Shares of INR 10 (Indian Rupees Ten) each.

The increase in Authorized Share Capital is necessary in order to accommodate the grant of additional stock options under the ESOP Plan 2020.

A copy of the Memorandum of Association of the Company together with the proposed alteration is enclosed for the reference of Shareholders.

The Board commends approval of the resolution as set out in Item No. 1 of the accompanying Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

Item No. 2

Attention of the Shareholders is invited to the EGM of Shareholders held on September 30, 2021, where the Shareholders had granted approval for adoption of 2020 Employee Stock Option Plan (“**ESOP Plan 2020**”).

In view of certain changes/ modifications to the terms of ESOP Plan 2020, the Board of Directors, pursuant to a recommendation received from the Nomination & Remuneration Committee, has cancelled and terminated the ESOP Plan 2020 and recommended the adoption of a fresh plan – 2022 Employee Stock Option Plan (“**ESOP Plan 2022**”).



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Required disclosures under the Companies Act, 2013, in relation to the ESOP Plan 2022 are given below:

S.No	Particulars	Description
1	Total number of stock options to be granted	The aggregate number of Shares, which may be issued under this Plan shall not exceed 1,47,32,500 (One crore forty-seven lakh thirty-two thousand and five hundred) Shares representing 10% (ten percent) of the paid up share capital of the Company as on the Effective Date as defined under the 2022 Employee Stock Option Plan.
2	Classes of employees entitled to participate in the Employees Stock Option Plan 2022	(i) A permanent employee in whole-time employment of the Company, working in or out of India; or (ii) a Director; who, in the sole discretion of the NRC or the Board, may be granted Options, but does not include (a) an employee who is a promoter or a person belonging to the promoter group; (b) a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company; or (c) an independent director.
3	Appraisal process for determining the eligibility of employees to the Employees Stock Option Plan 2022	The NRC or the Board shall determine the classes or categories of employees who would be entitled to participate in this Plan and select Eligible Employees for the Grant of Options from time to time based on the performance potential for future contribution to the Company, integrity, grade, performance, technical knowledge, number of years of association with the Company, merit, conduct and/or future potential of the Eligible Employees and the overall performance. The NRC or the Board shall grant Options to the



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		Eligible Employees as decided by the NRC or the Board and issued at the Exercise Price.
4	Requirements of vesting and period of vesting	<p>There shall be a minimum period of 1 (one) year between the Grant of Options and the Vesting Period. The NRC or the Board reserves the sole right to prescribe a different Exercise Price for different Options and/or for different Eligible Employees.</p> <p>The Vesting Period may be linked <i>inter alia</i> to the time period post the Grant of Options (“Time Linked Options”) or in the event of an occurrence of an Exit Event (“Exit Linked Options”). The Letter of Grant shall detail the number of Options and the details of vesting for the Eligible Employee, as provided in the Employees Stock Option Plan 2022 and subject to Appendix 4 of such Plan.</p>
5	Maximum period within which the options shall be vested	5 years
6	Exercise price or the formula for arriving at the same	<p>The price per Share payable by the Option Holder for Exercise of each Option, as determined by the NRC or the Board and as provided in the Letter of Grant.</p> <p>The NRC or the Board reserves the sole right to prescribe a different Exercise Price for different Options and/or for different Eligible Employees.</p>
7	Exercise period and process of exercise	<p>Exercise Period means the time period after Vesting within which the Option Holder can Exercise the Vested Option.</p> <p>An Option Vested in an Option Holder must be Exercised by him within the Exercise Period, and such exercise must only be in accordance</p>

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		<p>with the Plan and the terms of the Letter of Grant.</p> <p>Each Option entitles the Option Holder thereof to apply for and be allotted 1 (one) Share each on the payment of the Exercise Price during the Exercise Period. Subject to the provisions of the Plan, the Exercise Period shall commence from the date on which the Options granted become Vested Options and will expire on completion of 10 (ten) years from the date of Grant or such other period as may be indicated by the NRC or the Board in the Letter of Grant. Unless otherwise determined by the NRC or the Board, termination of the Plan shall not affect the Exercise of Options already issued under the Plan.</p> <p>Subject to Applicable Law, an Eligible Employee can Exercise his Options in whole or in part by applying to the Company during the Exercise Period, by way of an Exercise Application, in the form annexed as Appendix 2 of the Employees Stock Option Plan 2022.</p> <p>The Exercise Application shall be completed by the Option Holder and delivered to the Chief Financial Officer of the Company.</p> <p>The Exercise Application shall be accompanied by payment of the aggregate Exercise Price for all Options to be Exercised.</p> <p>The Option shall be deemed to be Exercised upon receipt by the Company of such duly completed Exercise Application accompanied by payment of such aggregate Exercise Price for the Shares in respect of which such Option has</p>



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		<p>been Exercised, without set-off or counterclaim and free from all Taxes.</p> <p>The Company shall as soon as practicable after the Exercise of the Option, allot the relevant Shares to the Option Holder, in accordance with this Clause 7.3 of the Employees Stock Option Plan 2022.</p> <p>In case the Vested Options are not exercised by the Option Holder within the Exercise Period, subject to Clause 7.6 of the Employees Stock Option Plan 2022. (Forfeiture Conditions), the Vested Options will automatically lapse without any obligations whatsoever on the Company or the NRC and no rights in that regard will accrue to the Option Holder after such date.</p>
8	Lock-in period, if any	Not applicable
9	Maximum number of options to be granted per employee and in aggregate	<p>Per employee: Not applicable</p> <p>In aggregate: 10% to all Eligible Employees in aggregate</p>
10	Method which the Company shall use to value its options	Fair Value
11	Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	<p>The NRC or the Board shall in its absolute discretion determine all the terms governing the Plan and any variation thereof, including</p> <p>a. the Exercise Period within which an Eligible Employee should Exercise an Option and the lapse of such Option, should the Eligible Employee fail to Exercise it within such Exercise Period.</p>

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		<p>b. the conditions under which an Option vested in an Eligible Employee may lapse or be forfeited in the event of termination of employment or upon a Director ceasing to hold office</p> <p>In case the Vested Options are not exercised by the Option Holder within the Exercise Period, subject to Clause 7.6 of the Employees Stock Option Plan 2022 (Forfeiture Conditions), the Vested Options will automatically lapse without any obligations whatsoever on the Company or the NRC and no rights in that regard will accrue to the Option Holder after such date.</p> <p>Subject to the Clause 7.2.3 of Employees Stock Option Plan 2022</p> <p>(a) the Eligible Employee's employment or engagement with the Company is terminated by the Company without reason or without Cause; or (b) or upon the Eligible Employee ceasing to hold his office as a Director, as applicable:</p> <ul style="list-style-type: none">• all Unvested Options held by such Eligible Employee shall immediately and automatically lapse on the date of termination of employment or cessation of holding the Director's office, without any obligations whatsoever on the Company or the NRC, and revert to the Plan pool and may be granted at the discretion of the NRC or the Board to any other Eligible Employee;• However, in terms of Exit Linked Options, such Options shall automatically lapse on the date of termination of employment.



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S.No	Particulars	Description
		<p>If (i) the Eligible Employee’s employment or engagement with the Company is terminated by the Company for Cause; or (ii) the Eligible Employee ceases to hold his office as a Director for Cause, as applicable, all Unvested Options and all Vested Options that have not been exercised, shall lapse immediately on the date of cessation of employment/holding Director’s office without any obligations whatsoever on the Company or the NRC.</p> <p>All such Options (Vested Options or Unvested Options) that so lapse shall revert to the Plan pool and may be granted at the sole discretion of the NRC or the Board to any Eligible Employee.</p>
12	Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	<p>Subject to the Clause 7.2.3 of Employees Stock Option Plan 2022</p> <p>(a) the Eligible Employee’s employment or engagement with the Company is terminated by the Company without reason or without Cause; or (b) or upon the Eligible Employee ceasing to hold his office as a Director, as applicable:</p> <ul style="list-style-type: none"> all Vested Options which have not been Exercised by such Eligible Employee may be exercised within 90 (ninety) days following the effective date of cessation of employment/ holding Director’s office and all such Vested Options that remain unexercised at the expiry of the said period shall automatically lapse, without any obligations whatsoever on the Company or the NRC, and revert to the Plan pool and may be granted at the discretion of the NRC or the Board to any Eligible Employee.

**NOVELTECH FEEDS PRIVATE LIMITED**

Corp.Off.: Trendz Hub, H.No 1-89/A/8, Plot No. 8
3rd & 4th Floors, Gafoornagar, Madhapur,
Hyderabad, Telangana – 500081

Regd. Off : Nirlon House, Unit No 22, 5th Floor,
254-B, Dr. Annie Besant Road, Worli,
Mumbai, Maharashtra, India - 400030

CIN No. : U74999MH2018PTC306457

E-mail : info@noveltech.in

GST No. : 27AAFNCN9791F1ZY

A copy of the ESOP Plan 2022 is enclosed for the reference of Shareholders.

Approval for adoption of a fresh ESOP Plan requires approval from the Shareholders by way of a Special Resolution. The Board commends approval of the resolution as set out in Item No. 2 of the accompanying Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except to the extent of stock options granted to them, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

Item No. 3

Considering the responsibilities, contribution and on-going efforts of Dr Sandeep Karkhanis, [Managing Director], Mr Raghavendra Joshi [Chief Financial Officer] and Mr Viney Vatal [Chief Commercial Officer], the Board of Directors in its Meeting held on June 13, 2022 based on the recommendation from the Nomination and Remuneration Committee, has approved and recommended grant of stock options to such employees, equaling or exceeding 1% (one percent) of the issued capital of the Company, under the ESOP Plan 2022.

Details of quantum of stock options granted/ to be granted to Specified Employees has been disclosed in the resolutions under Item No. 3.

Any grant of stock options equaling or exceeding 1% (one percent) of the issued capital of the Company requires approval from the Shareholders by way of a Special Resolution. The Board commends approval of the resolution as set out in Item No. 3 of the accompanying Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except to the extent of stock options granted to them, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Item No. 4

In order to ensure greater co-ordination between various functions of the Company and faster decision making, the Company had consolidated and co-located functions in Hyderabad. The current registered office of the Company is situated in Mumbai, Maharashtra and the same needs to be shifted to Hyderabad, Telangana.

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Since the registered office of the Company is being shifted from one state to another state, the process requires approval of Shareholders of the Company by way of a Special Resolution and also the approval from the concerned Regional Director and the concerned Registrar of Companies, Ministry of Corporate Affairs.

A copy of Memorandum of Association to which the alteration is proposed, is enclosed hereto. The Board commends approval of the resolution as set out in Item No. 4 of the accompanying Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

**By order of the Board of Directors of
Noveltech Feeds Private Limited**

Sd/-
Krishna Kumar Bulusu
Company Secretary
ACS 24885

Place: Hyderabad
Date: June 13, 2022

NOVELTECH