

NOTICE

Notice is hereby given that the (02/2022-2023) Extra-Ordinary General Meeting of the members of Innovative Organochem Private Limited is to be held on Thursday, August 25, 2022, to be commenced at 01:30 P.M. at the registered office of the Company situated at Plot No. A-19, A-19 (Part) & C-10/1, MIDC, Phase-I, Dombivli East, Dombivli Thane 421203 to inter alia consider the following business at shorter notice period as under:

Special Business:

ITEM 1: TO APPOINT MR. DARSHAK NATWARLAL UPADHYAY AS THE DIRECTOR OF THE COMPANY (DIN: 09627015)

To consider and if thought fit, with or without modification(s) the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 152 and other applicable provision, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Darshak Natwarlal Upadhyay (DIN: 09627015) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on July 15, 2022, who has submitted a declaration in writing that he is not disqualified to become Director under the Companies Act, 2013 and who has signified his consent in Form DIR-2, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby jointly/severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolutions, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard."

ITEM 2: CHANGE OF NAME OF THE COMPANY

To consider and if thought fit, to pass, with or without any modifications, the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory re-enactment or modification(s) thereof, for the time being in force), subject to the approval of Registrar of Companies, Mumbai and all other statutory approvals as may be required in this matter, the consent of the members of the Company be and is hereby accorded to change the name of the Company from "**Innovative Organochem Private Limited**" to "**NeoLoba Specialty Private Limited**".

RESOLVED FURTHER THAT the Clause 1 of the Memorandum of Association of the Company be substituted by the following new clause:

1. The name of the company is "**NEOLOBA SPECIALTY PRIVATE LIMITED**".

RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and other applicable provision, if any, of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with new name viz. **NEOLOBA SPECIALTY PRIVATE LIMITED.**

RESOLVED FURTHER THAT pursuant to rule 29 of Companies (Incorporation) rules 2014 and rule 24 of Companies (Management and Administration) Rules 2014, any Director of the Company be and is hereby authorised to file INC 24 and MGT 14 with the Registrar of Companies, Mumbai and sign necessary documents, papers, applications etc. and to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto.”

RESOLVED FURTHER THAT for purpose of giving effect to this resolution, the Board be and is hereby authorised to communicate the change in the name to all vendors, suppliers, customers, authorities and such other person as may be necessary and to undertake necessary changes in the stationary, common seal, sign board, address board, registers, books of accounts and such other document as may require, pursuant to change of the name of the Company.”

By the order of the Board
For Innovative Organochem Private Limited



Rushabh Madhukar Sheth
Director
DIN: 00250440
Address: Indian Mercantile Mansion, 1st Flr, R. No.2 24,
Madam Kama Rd, Mumbai- 400001

Date: 20.08.2022
Place: Mumbai

NOTES:

1. Shorter Notice consent has been received from the shareholder of the Company to convene the meeting at a shorter notice.
2. A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. Proxy Form is attached as **Annexure-I**.
3. Members are requested to bring their attendance slip attached as **Annexure-II** along with their copy of Notice to the Meeting.
4. Members are requested to notify to the Company at the address as mentioned above the changes, if any, in the address in full with the postal area pin code number quoting their folio numbers.
5. The statement of material facts pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the business is annexed hereto as **Annexure-III**.
6. With reference to SS-2 for the easy convenience of recipients of notice, Route Map to the venue of Extra Ordinary General Meeting of the company is as under as **Annexure-IV**.
7. Corporate member intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. Relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, except Sunday between 11.00 a.m. to 6.00 p.m. up to the date of the meeting.
9. Members seeking any information with regard to the proposed resolutions are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Extra Ordinary General Meeting.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 read with rules issued thereunder will be available for inspection by the members at the Annual General Meeting.

Form No. MGT-11
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: U24100MH2015PTC261019

Name of the Company: **Innovative Organochem Private Limited**

Registered office: Plot No. A-19, A-19 (Part) & C-10/1, MIDC, Phase-I, Dombivli East, Dombivli Thane- 421203

Name of the Member(s):	
Registered address:	
Email address:-	
No. of shares held:-	
Folio No:-	

I being the member of **Innovative Organochem Private Limited** holding {No of Share} shares, hereby appoint

Name:	
Address:	
Email address:-	
Signature:-	

as my proxy to attend and vote (on a poll) for me and on my behalf at Extra Ordinary General Meeting of members of the Company, to be held on August 25, 2022, or any adjournment thereof in respect of such resolutions set as are indicated below:

Resolution no. 1: To appoint Mr. Darshak Natwarlal Upadhyay as Director of the Company and 2: Change in Name of the Company.

Signed on ____ day of ____ 2022.

Signature of Shareholder

**Signature of Proxy
holder(s)**

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

Attendance Slip

Extra Ordinary General Meeting held on Thursday, August 25, 2022 at 1:30 PM

Registered Folio No	
No. of shares held	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company on August 25, 2022 at the registered office of the Company situated at Plot No. A-19, A-19 (Part) & C-10/1, MIDC, Phase-I, Dombivli East, Dombivli Thane 421203 at 1:30 PM.

Member's/Proxy's name in Block Letters

Member's/Proxy's
Signature

EXPLANATORY STATEMENT

The following Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned in the notice:

ITEM 1:

The Board of Directors of the Company in their Meeting held on July 15, 2022, appointed Mr. Darshak Natwarlal Upadhyay (DIN: 09627015), as an Additional Director of the Company pursuant to section 161 of the Companies Act, 2013. In this regard your Board of Directors are of the view that presence of Mr. Darshak Natwarlal Upadhyay (DIN: 09627015) on the Board is desirable and would be beneficial to the Company.

Your Company has received consent from Mr. Darshak Natwarlal Upadhyay (DIN: 09627015) in form DIR-2 to act as Director of the Company and intimations in form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164(2) of the Companies Act 2013.

Pursuant to Section 152(2) save as otherwise expressly provided in the Act, every director shall be appointed by the company in the general meeting. Accordingly, consent of the members is sought for passing an ordinary resolution as set out in item no. 1 of the Notice.

The Board commends the ordinary resolution set out at item 1 of the accompanying Notice for approval by the members.

Except for Mr. Darshak Natwarlal Upadhyay (DIN: 09627015), none of the Directors, Key Managerial Personnel and their respective relatives are, in any way, interested or concerned, financial or otherwise, in the proposed resolution,

ITEM 2:

The Board of Directors of your Company is of the opinion that Company needs to rejuvenate itself. In quest of that, your Directors have proposed to change the name of the Company.

Your Directors in their meeting held on July 15, 2022 suggested changing name of the Company from **Innovative Organochem Private Limited** to **NeoLoba Specialty Private Limited**. Accordingly, an application was made to Ministry of Corporate Affairs for reserving the name "**NeoLoba Specialty Private Limited**". The Company received letter from the Office of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs on August 20, 2022 confirming that name **NeoLoba Specialty Private Limited** is available for registration.

Your Director feels that it is in the best interest of the Company to change its name to **NeoLoba Specialty Private Limited** and accordingly, in their meeting held on August 20, 2022 approved the change in the name of the Company from **Innovative Organochem Private Limited** to **NeoLoba Specialty Private Limited**. Directors trust that this change of name will have the members support and approval.

Pursuant to the provisions of Section 13 of the Companies Act, 2013 and rules made there under approval of the members is necessary by way of special resolution for any alterations in the Memorandum of Association of the Company. The approval of the members is accordingly being sought by way of special resolution for changing the name of the Company from **Innovative Organochem Private Limited** to **NeoLoba Specialty Private Limited**.

A copy of the altered Memorandum and Article of Association of the Company would be available for inspection by the members at the Registered Office of the Company on any working day except Public Holidays, Saturdays and Sundays between 10:30 a.m. to 6:30 p.m. till the date of the Extra Ordinary General Meeting.

The Board recommends for the change of name to **NeoLoba Specialty Private Limited** and proposes to pass the resolution set out in item no. 2 of the accompanying notice as a **special resolution**.

None of the Directors, Key Managerial Personnel and their respective relatives are, in any way, interested or concerned, financial or otherwise, in the proposed resolution.

By the order of the Board
For Innovative Organochem Private Limited

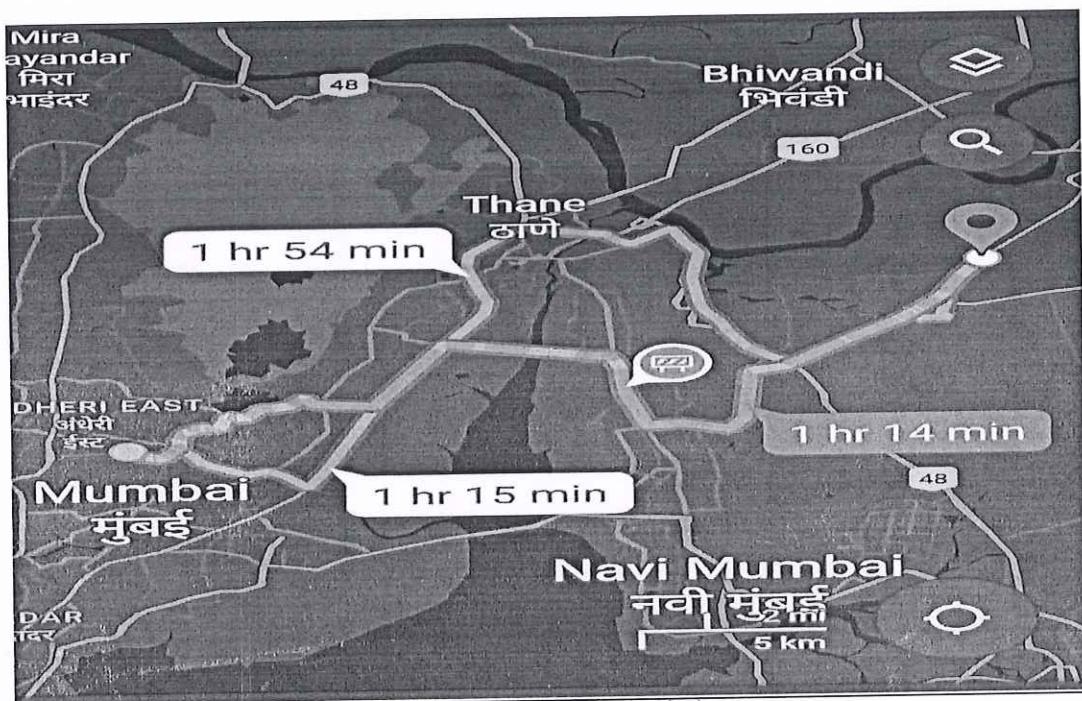


Rushabh Madhukar Sheth
Director
DIN: 00250440
Address: Indian Mercentile Mansion, 1st Flr, R. No.2 24,
Madam Kama Rd, Mumbai- 400001

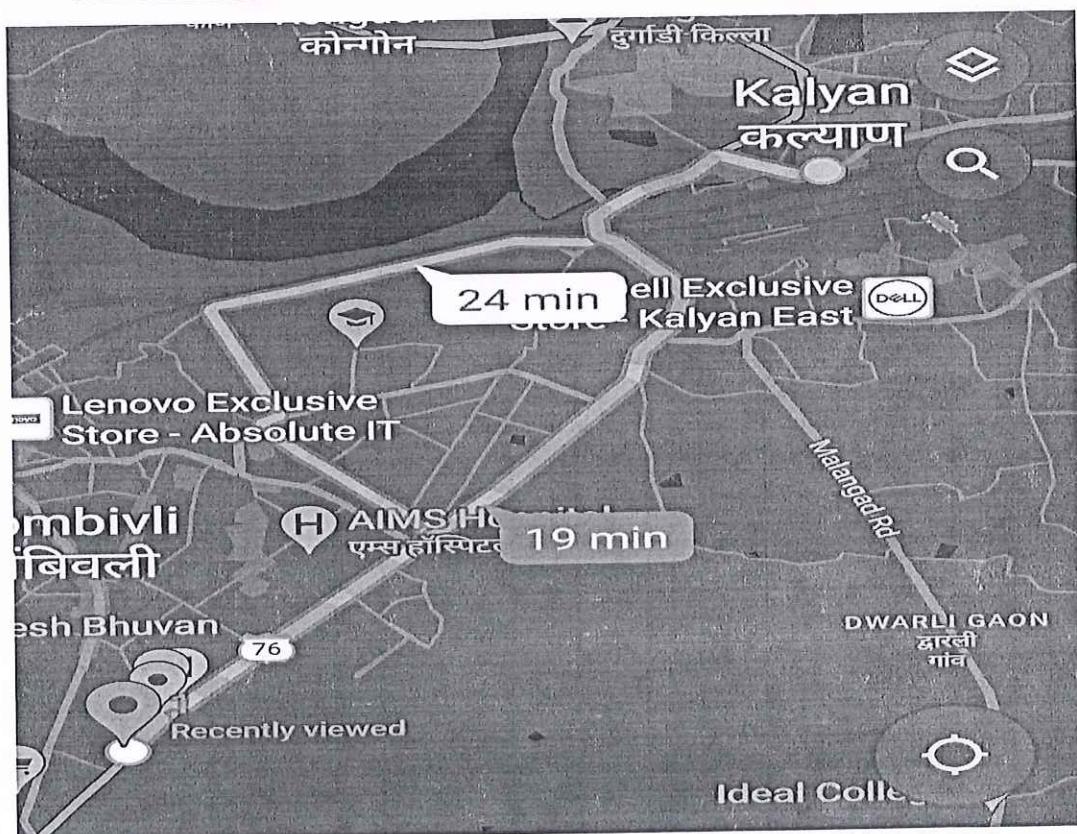
Date: 20.08.2022

Place: Mumbai

Route Map to the Venue of Extra- Ordinary General Meeting from Mumbai Airport



Route Map to the Venue of Extra- Ordinary General Meeting from Kalyan Junction



NEOLOBA PHARMA LLP

ADD: 85, Floor-6, Plot-85, E, Maker Tower, G D Soman Marg, World Trade Centre, Cuffe Parade, Mumbai- 400005
LLPIN: AAZ-5672; Email id: nick@lobachemie.com

The Companies Act, 2013
Consent by shareholder for shorter notice
[Pursuant to sub-section (1) of Section 101]

August 20, 2022

To,
The Board of Directors,
Innovative Organochem Private Limited
Plot No. A-19, A-19 (Part) & C-10/1,
MIDC, Phase-I, Dombivli East,
Dombivli Thane 421203

Dear Sir(s)

We, Neoloba Pharma LLP, shareholder of the company, holding 4,10,000 equity shares of Rs.10 each, hereby give our consent pursuant to the provisions of section 101(1)of the Companies Act 2013 to hold an Extra Ordinary General Meeting on Thursday, August 25, 2022 at Plot No. A-19, A-19 (Part) & C-10/1, MIIDC, Phase-I, Dombivli East, Dombivli Thane 421203, at 01:30 P.M at a shorter notice.

For Neoloba Pharma LLP



Shreans Daga
DPIN: 01669132
Designated Partner
Address: Daga House, Kothi Bazar, Betul,
Madhya Pradesh- 460001

Date: 20/08/2022

Place: Mumbai