

# Notice

Notice is hereby given to all the members of the Company, that the **30<sup>th</sup> Annual General Meeting** of Natural Capsules Limited will be held on Friday, July 28, 2023 at 11.00 AM through video conferencing ("VC"), or Other Audio Visual Means ("OAVM") at the registered office of the Company at **Trident Towers, 4<sup>th</sup> Floor, No. 23 100 Feet Road, Jayanagar II Block Bengaluru-560011**, to transact the following business

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Consolidated and Standalone Audited Financial Statements for the Financial Year ended March 31, 2023 together with the Reports of the Directors and the Auditors thereon.
2. To declare a dividend for the Financial Year 2022-23.
3. To appoint a director in the place of Shri Sathyanarayana Mundra (DIN: 00214349), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in the place of Shri Sushil Kumar Mundra (DIN: 00214332), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

5. **To consider reappointment of Shri Laxminarayana Moondra (DIN: 00214298) Was Whole time Director for a term of 3 years and to revise his remuneration:**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution**:

**"RESOLVED THAT** pursuant to Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (amended from time to time), SEBI (Listing obligation & Disclosure Requirements) Regulations 2015, Clause 92 and Clause 95 of the Company's Articles of Association and as recommended by the Nomination and Remuneration Committee and the Board, the consent of the Members be and is hereby accorded for re-appointment of Shri Laxminarayana Moondra as a Whole time Director of the Company for a period of 3 years with immediate effect, on the same terms and conditions of the earlier agreement except that his remuneration shall be as per the following details furnished hereunder:

1. Salary of ₹ 3,20,000/- Per month on the scale of pay of ₹ 3,20,000-20,000-3,60,000
2. Car with the driver for official work
3. Medical re imbursement for self and dependent family members not exceeding 1 month's Salary in a year or 3 month's salary in block of 3 years
4. LTC once in a year not exceeding 1 month's salary for self and dependent family
5. PF and Gratuity as applicable to the other officers of the Company

**RESOLVED FURTHER THAT** the aforesaid remuneration shall be construed as minimum remuneration in the absence of profits/inadequate profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible limit as per Schedule V.

**RESOLVED FURTHER THAT** the Managing Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this Resolution."

6. **To consider Revision in Remuneration of Shri Sunil Laxminarayana Mundra (DIN: 00214304):**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution**:

**"RESOLVED THAT** pursuant to Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (amended from time to time), SEBI (Listing obligation & Disclosure Requirements) Regulations 2015, Clause 92 and Clause 95 of the Company's Articles of Association, subject to the approval of members and such other approvals as may be required, the remuneration of Mr. Sunil L Mundra, Managing Director of the Company, be and is hereby revised wef. 01.04.2023 for the remaining period of his tenure and shall be as per the following terms:

1. Salary of ₹ 4,50,000/- Per month on the scale of pay of ₹ 4,50,000-25,000-5,00,000
2. Car with the driver for official work
3. Medical re imbursement for self and dependent family members not exceeding 1 month's Salary in a year or 3 month's salary in block of 3 years
4. LTC once in a year not exceeding 1 month's salary for self and dependent family
5. PF and Gratuity as applicable to the other officers of the Company
6. 1% commission on net Profit

**RESOLVED FURTHER THAT** the aforesaid remuneration shall be construed as minimum remuneration in the absence of profits/inadequate profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible limit as per Schedule V and that the commission will not be paid.

**RESOLVED FURTHER THAT** the Managing Director/ Company Secretary be and is hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**7. To Consider and approve Related Party transactions with subsidiary , Natural Biogenex Private Limited**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof), approval of the Members of the Company be and is hereby accorded to enter into any contract/arrangement/transactions with ‘Natural Biogenex Private Limited’ (Subsidiary of the Company), the value of which not exceeding ₹ 25 crores for a period from October 01, 2023 to March 31, 2024, as per the details provided in the Explanatory Statement attached to this Notice, and on such terms and conditions as may be decided by the Board of Directors of the Company, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubts that may arise and to do all such acts, deeds and things as may be necessary, usual, proper or expedient in this regard.”

**8. To Increase Company’s Borrowing Powers upto ₹ 200 crores:**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder and any other applicable laws and provisions of Articles of Association of the Company, the consent of the

Members be and is hereby granted to borrow such sum of moneys, extension of corporate guarantee from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company/ its subsidiaries, such that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of ₹ 200 crores (Rupees Two Hundred Crores Only)

**RESOLVED FURTHER THAT** the Managing Director and the Company Secretary be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

**9. To Provide Corporate Guarantee upto ₹ 200 crores:**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of 180(1)(a) and other applicable provisions if any of the Companies Act 2013, rules framed thereunder including any statutory modifications are reenactments thereof and any other applicable laws, the consent of the Board (Subject to shareholders approval) be and is hereby granted to Mortgage/Hypothecate and or charge all or any part of Company’s movable/ immovable property/s, including Land and Building situated at Company’s Factories at different place/s to Banks/Financial Institutions and any other lender for securing the borrowings of Company/it’s subsidiary, M/s. Natural Biogenic Private Limited, provided that the aggregate indebtedness secured by the assets of the Company does not exceed ₹ 200 crores (Rupees Two Hundred Crores Only).

**RESOLVED FURTHER THAT** Mr. Sunil L Mundra, Managing Director and Mr. Laxminarayana Moondra, Whole time Director of the Company be severally authorized to take all steps necessary for giving effect to this resolution.”

By ORDER OF THE BOARD

Place: Bangalore  
Date: July 04, 2023

**Shilpa Burman**  
Company Secretary

## Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act"), Secretarial Standard-2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated December 28, 2022, May 05, 2022, December 14, 2021 read with circulars dated January 13, 2021, May 05, 2020, April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI vide its circulars dated January 05, 2023, May 13, 2022 read with January 15, 2021 and May 12, 2020 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 30<sup>th</sup> AGM of the Company is being held through VC / OAVM. The Members can attend and participate in the 30<sup>th</sup> AGM through VC/OAVM.
3. The register of members and share transfer books will remain closed from July 21, 2023 to July 28, 2023 (both days inclusive) for determining the members entitled to receive dividend for the financial year ended March 31, 2023. Subject to the provisions of the Companies Act, 2013, dividend if approved by the shareholders will be payable on or after July 28, 2023 and will be paid to those shareholders whose names appear in the Company's Register of Shareholders as on July 20, 2023. In respect of the shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). HDFC Bank Limited has been appointed as the banker for the payment of dividend to the shareholders.
4. Members are requested to register/update mandate for receiving the Dividend electronically and to note the following:
  - a. Members holding shares in physical form are requested to register or intimate any change in their address, name, bank details, ECS Mandates, nominations, Power of Attorney etc. to the Company's Registrar and Transfer Agent (RTA), Cameo Corporate Services Limited, Subramanian Building, No. 1 Club House, Road, Chennai-600 002 ([kandhimathi@cameoindia.com](mailto:kandhimathi@cameoindia.com)). Kindly quote the ledger folio number in all your correspondence. For updation of the Bank Account details/mandate, kindly send the scan copy of a signed request letter mentioning therein the name, folio number, Bank Account details, self-attested copy of PAN Card and a cancelled cheque leaf with pre-printed name of the Member (first shareholder) of the Company, to the RTA.
  - b. Members holding shares in dematerialized form are requested to register or intimate any change in their address, name, bank details, ECS mandates, nominations, Power of Attorney etc. to their respective Depository Participants (DPs) only. Kindly quote client ID and DP ID numbers in all your correspondence.
5. Members who have not claimed/received their dividend paid by the Company in respect of earlier years are requested to write to the Company's Registrar and Transfer Agent, Cameo Corporate services Limited. Members are requested to note that in terms of Section 125 of the Companies Act, 2013, any dividend unpaid/unclaimed for a period of 7 years from the date these first became due for payment is to be transferred to the Central Government to the credit of the Investor Education & Protection Fund (IEPF). The details of the unclaimed dividends and the underlying shares that are liable to be transferred to IEPF are also available at the Company's website – [www.naturalcapsules.com](http://www.naturalcapsules.com). In view of this, members/claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members whose unclaimed dividends/shares have been transferred to IEPF may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 is available on [www.iepf.gov.in](http://www.iepf.gov.in)
6. Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents, M/s. CAMEO CORPORATE SERVICES LIMITED, Subramanian Building, No 1, Club House Road, Chennai – 600002 or to the Company at its Registered Office at Trident Towers, 4<sup>th</sup> Floor, No. 23, 100 Feet Road, Jayanagar II Block, Bengaluru-560011.
7. The 30<sup>th</sup> Annual Report along with Notice of the AGM including general guidelines for participation at the 30<sup>th</sup> AGM through VC/OAVM, procedure for remote e-Voting including during the AGM, is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depository. The same has also been uploaded on the website of the Company, i.e. [www.naturalcapsules.com](http://www.naturalcapsules.com). To support the 'Green Initiative' and in accordance with the MCA Circulars and SEBI Circular, copy of the Annual Report is being sent only through emails to the Members of the Company. Members who have not registered their email addresses are requested to register the same with the Company or with the R&T Agent/respective Depository Participant(s).
8. Corporate Members intending to attend the meeting through VC/OAVM are requested to send

a scanned copy of the certified true copy of Board Resolution/Power of Attorney from the Corporate Member's registered email address authorizing their representatives to attend the AGM on their behalf, at the email ID, [company.sec@naturalcapsules.com](mailto:company.sec@naturalcapsules.com). Further, the Corporate Members are requested to also state the Client ID/DP ID in which the Company's shares are held.

9. Members holding shares in physical form can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rules made thereunder, with the Company. Members holding shares in demat form may contact their respective Depository Participant(s) for availing this facility. The Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, has made it mandatory for the shareholders/Members holding securities in physical form to furnish PAN, KYC details and Nomination to the Registrar and Transfer Agent ('RTA') of the Company. The folios wherein any one of the cited document/details are not available on or after April 01, 2024, shall be frozen by the RTA of the Company. In this regard, the letter was sent to the concerned Members at the registered address available, and the brief process to update along with relevant forms are available on the website of the Company (<http://www.naturalcapsules.com/pages/bes-compliance>)
10. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL) and instructions for e-Voting are given herein below. A resolution passed by members through e-Voting is/are deemed to have been passed as if they've been passed at the AGM.
11. Members may also note that the Notice of the 30<sup>th</sup> AGM of Natural Capsules Limited and the Annual Report 2022-23 will be available on the Company's website: [www.naturalcapsules.com](http://www.naturalcapsules.com)
12. Additional information, as per SEBI (LODR) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules framed thereunder.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's Registrar and Transfer Agent. As per

Regulation 40 of SEBI listing Regulations (as amended), request for effecting transfer of securities, except in case of transposition or transmission of securities shall not be processed effective from April 01, 2019 unless the securities are held in dematerialized form. Hence, the Members holding equity shares of the Company in physical form are requested to take action to dematerialize the same promptly.

14. The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) and the Company has already paid the annual listing fees for the Financial Year 2023-24 to BSE as well as custodian fees to the National Securities Depository Limited and Central Depository Services (India) Limited within the prescribed time.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection during the AGM electronically.
16. All the relevant documents referred in this Notice shall be available for inspection by the Members upto the date of 30th Annual General Meeting electronically and the Member(s) may send a request for inspection of documents to the Company Secretary (Email ID: [company.sec@naturalcapsules.com](mailto:company.sec@naturalcapsules.com)) and mention the details of Folio No. or Client ID/DP ID wherein the shares of the Company are held by the Member(s).
17. Members may note that pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/TCPL (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [company.sec@naturalcapsules.com](mailto:company.sec@naturalcapsules.com) by 06.00 p.m. IST on July 20, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email [company.sec@naturalcapsules.com](mailto:company.sec@naturalcapsules.com). The aforesaid declarations and documents need to be submitted by the shareholders by 06.00 p.m. IST on July 20, 2023.

18. General instructions for accessing or participating at the 30<sup>th</sup> AGM through Electronic Means (VC/OAVM):

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- b) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- d) Pursuant to the SEBI Circular dated May 13, 2022, the requirement of sending proxy forms under Regulation 44 (4) of the Listing Regulations is dispensed with up to December 31, 2022, in case of general meetings held through electronic mode only. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM being conducted through VC/OAVM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or Body Corporates can attend the AGM through VC/OAVM and cast their votes through e-Voting, subject to the applicable conditions.

- e) Notice calling the AGM has been uploaded on the website of the Company at [www.naturalcapsules.com](http://www.naturalcapsules.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- f) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 10/22 dated December 28, 2022.
- g) As provided in the MCA General Circular No. 10/22 dated December 28, 2022, the MCA has allowed the companies whose AGMs are due in the year 2023 to conduct their AGMs on or before September 30, 2023 in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05, 2022 i.e. conduct AGMs through VC/OAVM.
- h) The recorded transcript of the 30<sup>th</sup> AGM shall be made available on the website of the Company.

### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-Voting period begins on July 24, 2023 at 10:00 A.M. and ends on July 27, 2023 at 05:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. July 20, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being.

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

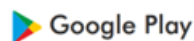
##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-48867000, 022-24997000 and 1800 22 55 33
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

## B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [csdeepak.sadhu@gmail.com](mailto:csdeepak.sadhu@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Falguni Chakraborty at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [company.sec@naturalcapsules.com](mailto:company.sec@naturalcapsules.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [company.sec@naturalcapsules.com](mailto:company.sec@naturalcapsules.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.



## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of **"VC/OAVM link"** placed under **"Join General meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([company.sec@naturalcapsules.com](mailto:company.sec@naturalcapsules.com)). The same will be replied by the Company suitably.

## Explanatory Statement to Section 102(2) of the Companies Act, 2013:

### Item No. 5: To consider reappointment of Shri Laxminarayana Moondra (DIN: 00214298) as Whole time Director for a term of 3 years and to revise his remuneration:

Shri Laxminarayana Moondra aged about 82 years, is Promoter and Whole time Director of the Company and considering his immense contribution to the progress of the Company since inception, knowledge on various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that his continuance as Whole time Director on the terms as stated in the resolution is necessary.

His reappointment is duly approved by both the Board and Nomination and Remuneration & Compensation Committee

In terms of the provisions of the companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee, the Board and the Board of Directors have at their meeting held on May 26, 2023 recommended his re-appointment as Whole time Director of the Company for further period of 3 years w.e.f. August 20, 2023 on the same terms and conditions of the earlier agreement except that his remuneration shall be as per the following terms:

1. Salary of ₹ 3,20,000/- Per month on the scale of pay of ₹ 3,20,000-20,000-3,60,000
2. Car with the driver for official work
3. Medical re imbursment for self and dependent family members not exceeding 1 month's Salary in a year or 3 month's salary in block of 3 years
4. LTC once in a year not exceeding 1 month's salary for self and dependent family.
5. PF and Gratuity as applicable to the other officers of the Company.

The aforesaid remuneration shall be construed as minimum remuneration in the absence of profits/inadequate profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible limit as per schedule v.

Except the promoter directors, none of the other directors/Key Managerial Personnel of the Company and their relatives, is/are in any way concerned/interested in the resolution set out at item No. 5 of the accompanying Notice of the AGM.

The board recommends the passing of the resolution as set out at Item No. 5 Notice of the AGM as a **Special resolution.**

### Item No. 6: To consider Revision in Remuneration of Shri Sunil Laxminarayana Mundra (DIN: 00214304):

Shri Sunil Laxminarayana Mundra, is Promoter and Managing Director of the Company and considering his immense contribution to the progress of the Company since inception, his qualification and experience, knowledge on various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that his it is necessary to revise his remuneration on the terms as stated in the resolution.

His revised remuneration is duly approved by both the Board and Nomination and Remuneration & Compensation Committee

In terms of the provisions of the companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee, the Board of Directors have at their meeting held on May 26, 2023, revised his remuneration wef. April 01, 2023 for the remaining period of his tenure as under:

1. Salary of ₹ 4,50,000/- Per month on the scale of pay of ₹ 4,50,000-25,000-5,00,000
2. Car with the driver for official work
3. Medical re imbursment for self and dependent family members not exceeding 1 month's Salary in a year or 3 month's salary in block of 3 years
4. LTC once in a year not exceeding 1 month's salary for self and dependent family.
5. PF and Gratuity as applicable to the other officers of the Company.
6. 1% commission on Profit

Except the promoter directors, none of the other directors/Key Managerial Personnel of the Company and their relatives, is/are in any way concerned/interested in the resolution set out at item No. 6 of the accompanying Notice of the AGM. The board recommends the passing of the resolution as set out at Item No. 6 of the Notice of the AGM as a **Special resolution.**

### Item No. 7: Related Party transactions with subsidiary, Natural Biogenex private Limited

Pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) ("Act"), approval of the Members of the Company is required for the Related Party Transactions on account of the sales, purchase or supply of any goods or materials amounting to 10% of the turnover of the Company, only if

the transaction is either not in ordinary course or not at an arm's length basis i.e. the Act provides for an exemption from obtaining the approval, in case such transactions are entered into the ordinary course of business and at arm's length basis.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended) ("SEBI Listing Regulations"), approval of the Members of the Company is required in case of material Related Party Transactions. As per the SEBI Listing Regulations, a transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1000 crores or 10% of the annual consolidated

turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. The proposed transaction limit of the Company with the - M/S Natural Biogenex Private Limited shall exceed the limits prescribed under the SEBI Listing Regulations for material Related Party Transactions. The proposed transaction of the Company with M/S Natural Biogenex Private Limited to be in the ordinary course of business of the Company and should be on an arms' length basis. However, there may be some transactions that may be done in the interest of the Company based on the justification provided below. Hence, inter alia, in view of the aforementioned provisions and as it's a material Related Party transaction under the SEBI Listing Regulations, approval of the Members of the Company for the proposed transactions, with M/S Natural Biogenex Private Limited is being obtained.

**The disclosures and particulars of related party contracts, arrangements or transactions as required to be given under the provisions of the Act and the SEBI Listing Regulations are as follows:**

Name of the Related Party	Natural Biogenex Private Limited
Name of Directors or Key Managerial Personnel who is related	Sunil L Mundra & Laxminarayana Moondra (Directors in holding Company)
Nature of Relationship	Subsidiary
Material terms of the contract/arrangement/transactions	Investment in subsidiary by way of unsecured loan at SBI rate of Interest
Monetary value and period of approval	₹ 25 crores (Period October 2023 to March 2024)
Justification for why the proposed transaction is in the interest of the listed entity	Since it is a subsidiary of listed Company, it will increase consolidated top-line and bottom line of the listed entity.
Summary of the information provided by the management of the Company to the Audit Committee	Listed entity will provide unsecured loan to the extent of ₹ 25 crores to subsidiary Company.
A copy of the valuation or other external party report, if any such report has been relied upon	NA
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	10%
Any other information relevant or important for the Members to take the decision on the proposed resolution	It will increase the shareholders wealth in long term.

The Board of Directors of the Company recommends the resolution set out at Item No. 7 to be passed as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their Relatives are concerned or interested financially or otherwise in the resolution, except as mentioned above.

**Item No. 8: To Increase Company's Borrowing Powers upto ₹ 200 crores:**

Keeping in view the existing and future financial requirements to support its business operations and that of its subsidiary viz., Natural Biogenex, the Company is likely to need additional funds and non-funded requirements including extension of Corporate guarantee/s to its and subsidiary's borrowings. For this purpose, the Company may,

from time to time, raise finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid up capital and free reserves of the Company.

Hence it is proposed to increase borrowing limits to ₹ 200 crores. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. Hence, the Special Resolution at Item No.8 of the

Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act.

The Directors recommend the Special Resolution as set out at Item No. 8 of the accompanying Notice, for members' approval. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

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

**Item No. 9: To Provide Corporate Guarantee upto ₹ 200 crores:**

Consequent to the Increase in Borrowing powers and also considering the need for securing the borrowings of the Company and its Subsidiary to match with increased borrowing Powers, it would be necessary to extent Mortgage/Hypothecation of Company's properties/Assets situated at different locations from time to time to lenders including Banks and Financial Institutions. This requires approval of Share Holders as stated in the Resolution. Hence Board recommends the same for members approval.

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

**Listing Requirements:**

As mandated under Regulation 36(3) of SEBI Listing Obligation and Disclosure Requirements (LODR) Regulation 2015 and Secretarial Standards on General Meetings (SS-2), the required details are given below:

**Information Relating to Re-Appointment of Whole time Director and Director/s Retiring by Rotation & Seeking Reappointment:**

Name	Shri Sathyanarayana Mundra	Shri Laxminaryan Moondra	Shri Sushil Kumar Mundra
Age	72 Years	82 years	53 Years
Date of Birth	April 22, 1951	April 27, 1941	September 03, 1969
Date of Appointment	September 20, 1993	June 01, 2011	August 27, 2015
Purpose	Retiring director seeking re-appointment	Retiring director seeking re-appointment	Retiring director seeking re-appointment
Type of Business and Resolution	Ordinary Business – Ordinary Resolution	Special Business – Special Resolution	Ordinary Business – Ordinary Resolution
DIN	00214349	00214298	00214332
Qualification	Graduate	B.Com	B.Com
Expertise and Experience	About 29 years of experience as businessman.	33 years of experience in Banking, Finance, Human Resource and Management	About 33 years of experience in Pharmaceutical & API projects
Brief Resume	Shri Satyanarayana Mundra serves as Whole Time Director of Natural Capsules Limited. He is responsible for quality control of products.	Mr. Laxminarayana Moondra serves as Whole Time Director of Natural Capsules Limited. He is a Commerce graduate. He advises the Company on matters relating to finance, management and control of human resource	Shri Sushil Mundra serves as non-executive director of Natural Capsules Limited
Committee Membership In Listed Entities	-	1. Stakeholder's Relationship Committee 2. Share Transfer Committee 3. Performance & performance Evaluation Committee	CSR Committee

Name	Shri Sathyanarayana Mundra	Shri Laxminaryan Moondra	Shri Sushil Kumar Mundra
Directorship in Companies	1. Natural Capsules Limited 2. Nandi Synthetics Private Limited 3. Square Plus Life Sciences Private Limited	1. Natural Capsules Limited 2. Tajos Investments Private Limited 3. Square Plus Life Sciences Private Limited 4. Natural Biogenex Private Limited	1. Natural Capsules Limited 2. Tajos Investments Private Limited 3. Natural Phyto Pharma Private Limited 4. Square Plus Life Sciences Private Limited
Share Holdings in The Company as on March 31, 2023	184882 equity shares of ₹ 10/- each	240441 equity shares of ₹ 10/- each	509012 equity shares of ₹ 10/- each

#### Relationship amongst Promoter Directors and Other Directors:

Sr. No.	Name of Promoter Director	Other Promoter Director	Relationship Between Director and other Directors
1.	Shri Laxminarayana Moondra	Sri Sathyanarayan Mundra	Brother
		Sri Sunil L Mundra	Son
		Sri Sushil Kumar Mundra	Son
2.	Shri Sathyanarayana Mundra	Sri Laxminarayana Moondra	Brother
		Sri Sunil L Mundra	Brother's Son
		Sri Sushil Kumar Mundra	Brother's Son
3.	Shri Sushil Kumar Mundra	Sri Laxminarayana Moondra	Father
		Sri Sathyanarayan Mundra	Father's Brother
		Sri Sushil Kumar Mundra	Brother
4.	Shri Sunil L Mundra	Sri Laxminarayana Moondra	Father
		Sri Sathyanarayan Mundra	Father's Brother
		Sri Sushil Kumar Mundra	Brother
5.	Smt. Jyoti Mundra	Sri Sunil L Mundra	Husband
		Sri Laxminarayana Moondra	Husband's Father
		Sri Sathyanarayan Mundra	Husband's Uncle
		Sri Sushil Kumar Mundra	Husband's Brother
6.	Shri CP Rangachar, Chairman and Independent Non-Executive Director	There is no Inter-se relationship among executive directors and Independent Non-Executive Directors	
7.	Shri S. G. Belapure, Independent Non-Executive Director		
8.	Shri Pramod Kasat, Independent		