

Notice of Extra-Ordinary General Meeting

Notice is hereby given to all the Members of the Company that the Extra-Ordinary General Meeting (EGM) of NATURAL CAPSULES LIMITED will be held on Friday, 23rd day of August 2024 at 11.00 AM through video conferencing (“VC”), or Other Audio Visual Means (“OAVM”) the Registered Office of the Company situated at No. 23, Trident Towers, 4th floor, 100 feet Road, Jayanagar II Block, Bangalore-560011 to transact the following business:

SPECIAL BUSINESS:

Item No. 1: To approve Issuance of Equity Shares on Preferential basis:

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

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any amendment, statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”) as amended including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (“ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999, as amended (the “FEMA”) with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the provisions, as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India and/ or any other competent authorities to the extent applicable, the Listing Agreements entered into by the Company with the Bombay Stock Exchange (BSE) where the equity shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot by way of preferential issue, up to 9,12,917 (Nine lakh twelve thousand nine hundred seventeen) equity shares of face value of Rs.10.00 (Rupees Ten only each of the Company (‘Equity Shares’) at an issue price of Rs. 320/- (Rupees Three Hundred and Twenty only) per equity share of the Company or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, whichever is higher, for an aggregate consideration of ₹ 29,21,33,440 (Rupees Twenty Nine crore twenty one lakhs thirty three thousand four hundred forty rupees only) to the following persons (proposed allottees)

Sr No	Name of the Proposed Allottee(s)	Present holding of Equity Shares	Category	Proposed No. of Equity shares
1	Pratibha Endeavor Private Limited	0	Non-Promoter	1,00,000
2	Tarinika Management LLP	0	Non-Promoter	3,33,333
3	PCG Finvest Private Limited	0	Non-Promoter	1,66,667
4	Himanshu Vikash Mittal	0	Non-Promoter	16,667
5	Chhatisgarh Investments Limited	0	Non-Promoter	1,00,000
6	Narendra Dharmsinh Sampat (HUF)	0	Non-Promoter	1,50,000
7	Acme Pumps and Power Projects Limited	21000	Non-Promoter	31,250
8	Rajesh Jawahar Lahoti	0	Non-Promoter	10,000
9	Shiw Bhagwan Asawa	0	Non-Promoter	5,0000
Total No. of Proposed Equity Shares				9,12,917

In such manner and on such terms and conditions as are stipulated in the statement pursuant to section 102 of the Act attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws.”

“RESOLVED FURTHER THAT, the minimum price of the Equity shares issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue.

“RESOLVED FURTHER THAT in accordance with the provision of PART IV of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Issue of Equity shares be and is hereby fixed as July 24th 2024 being the date 30 days prior to the date of passing of the Special Resolution by Members.

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

- a) The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- b) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- c) The Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.
- e) The Equity Shares to be allotted shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.
- f) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in **Form PAS-5** and the Board be and is hereby authorised to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in **Form PAS 4** or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions (“Offer Document”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited within the timelines prescribed under the applicable law.

RESOLVED FURTHER THAT the monies received by the Company from the Investors for application of the Subscription Shares pursuant to the Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013

“RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as maybe necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Bombay Stock Exchange as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

**By the Order of the Board
For Natural Capsules Limited**

Sd/-
Shilpa Burman
Company Secretary & Compliance Officer

Date: July 31, 2024
Place: Bangalore

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 outbreak of the COVID-19 pandemic, social distancing norms and pursuant to the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 10/22, 09/23 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 2022 and September 2023 respectively read with the General Circular No. 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (collectively “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 of the Securities and Exchange Board of India (“SEBI”) and in compliance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), the Extra Ordinary General Meeting of the Company is being held through VC/OAVM Facility, which does not require physical presence of Members at the venue.
3. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the Members will not be available.
4. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 EGM. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL. The period of remote voting before the EGM commences on Tuesday, August 20, 2024 (9:00 a.m. IST) and ends on Thursday, August 22, 2024 (5:00 p.m. IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Friday, August 16, 2024
8. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional /Corporate Members intending for their authorized representatives to attend the meeting are requested to send to the Company, on investor.agel@adani.com with a copy marked to ravi@ravics.com and evoting@nsdl.co.in from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, 26th July, 2024. The Notice calling the EGM has been uploaded on the website of the Company at www.naturalcapsules.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

10. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

11. In view of the “Green Initiatives in Corporate Governance” introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).

12. The Record Date (cut off date) is 16.08.2024.

13. The recorded transcript of the EGM shall be made available on the website of the Company.

14. The Board of Directors at their meeting held on 26.07.2024 have appointed Mr. Deepak Sadhu as Scrutinizer for the e-voting process.

15. EGM 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, MCA Circular No.10/22 dated December 28, 2022 and MCA Circular No. 09/23 dated September 25, 2023.

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

The remote e-Voting period begins on August 20, 2024 at 09:00 A.M. and ends on August 22, 2024 at 05:00P.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. August 16, 2024 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 August 16, 2024.





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 9, 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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 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 Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>



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 Phone : 080-26561562 / 1571 /1573 /581 URL : www.naturalcapsules.com Email : info@naturalcapsules.com, CIN No. : L85110KA1993PLC014742

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>
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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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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:
- 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.
 - [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL

- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- 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?

- 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.
- 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 Meeting”.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 e-mail to deepakksadhu@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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 or call on.: 022 - 4886 7000 or send a request to Mr. Falguni Chakraborty at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail 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 email id: 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. 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.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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



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THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join 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. The same will be replied by the company suitably.



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

The Board of Directors of Natural Capsules Limited, at its meeting held on July 26, 2024, had considered and approved, subject to shareholders approval, the issuance of 9,12,917 (Nine Lakhs Twelve Thousand Nine Hundred and Seventeen) fully paid-up equity shares of the Company having face value of Rs.10/- each aggregating to an amount not exceeding Rs. 29,21,33,440 (Rupees Twenty Nine Crore Twenty One Lakh Thirty Three Thousand Four Hundred Forty only) on a preferential basis ("Preferential Issue). In this regard, the Board, pursuant to its resolution dated July 26, 2024, has noted and accepted the investment commitment letter issued by the Proposed Allottees, to the Company for investment of aggregate amount up to an amount of Rs. 29,21,33,440 (Rupees Twenty Nine Crore Twenty One Lakh Thirty Three Thousand Four Hundred Forty only) in the Company, subject to customary closing conditions. The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the equity shares to be issued pursuant to the Preferential Issue.

In accordance with applicable provisions of the Companies Act, 2013 (“the Act”) , along with the rules made thereunder, read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the approval of Members of the Company by way of Special Resolution is required to issue Equity Shares on a preferential basis to the Proposed Allottees belonging to the non-promoter category, in compliance with applicable provisions of the ICDR Regulations. The offer for the proposed allotments shall be made in the prescribed Form PAS-4 under the Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014. The following explanatory statement sets out all material facts relating to the special business mentioned under item No. 1. Necessary information / details in respect of the proposed Preferential Allotment in the Act and ICDR Regulations and other applicable provisions of law, are as follows:

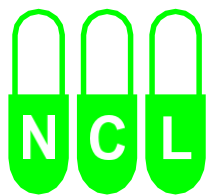
a) The Objects of the Issue:

- 1.To Invest in the Subsidiary Company (Natural Biogenex Private Limited)
- 2.To meet the working Capital requirement of the company

b) Utilization of the issue Proceeds:

Given that the funds to be received against equity shares, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (Rs. In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Investment in the Subsidiary Company (Natural Biogenex Private Limited)	15.00	December 2024
2	Working Capital requirement of Natural Capsules Limited	14.21	December 2024
	Total	29.21	



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c)The total Number of shares or other securities to be issued

Sr. No	Name of the Allotees	No.of. Shares to be Issued
1	Pratibha Endeavor Private Limited	1,00,000
2	Tarinika Management LLP	3,33,333
3	PCG Finvest Private Limited	1,66,667
4	Himanshu Vikash Mittal	16,667
5	Chhatisgarh Investments Limited	1,00,000
6	Narendra Dharmsinh Sampat (HUF)	1,50,000
7	Acme Pumps and Power Projects Limited	31,250
8	Rajesh Lahoti	10,000
9	Shiw Bhagwan Assawa	5,000

d)Kinds of securities offered, maximum number of shares to be issued and the price at which the allotment is proposed:

The Company proposes to issue up to equity shares of 9,12,917 (Nine Lakhs Twelve thousand Nine hundred seventeen) of the face value of Rs. 10/- (Ten rupees Only) each fully paid up of the Company at Rs.320/- (Three hundred twenty Rupees only) per share to the Investor, subject to receiving the approval of the shareholders and any other statutory approvals, if required. Please refer to Para below for the basis for calculating the price for the preferential issue.

e) Basis or justification on which the price (including premium, if any) has been arrived at along with report of the registered valuer:

The Equity Shares of the company are listed on BSE Limited for a period of more than 90 trading days as on the relevant date i.e. Wednesday, July 24, 2024 and are frequently traded in accordance with Regulation 164 of SEBI (ICDR) Regulations.

- 1) In terms of the provisions of Regulation 164(1) of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:
 - i. the 90 Trading Days volume weighted average price of the Equity Shares of the Company quoted on Bombay Stock Exchange of India Limited preceding the Relevant Date, i.e., Rs. 317.31/- per equity share;
 - ii. the 10 Trading Days volume weighted average price of the Equity Shares of the Company quoted on Bombay Stock Exchange of India Limited preceding the Relevant Date, i.e. Rs. 318.03/- per equity shares.

Accordingly, the minimum issue price in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, is Rs. 318.03/- per Equity Share, being higher of the above two prices.

- 2) The Articles of Association("AOA") of the Company does not categorically mention about the pricing of preferential issue. Pursuant to Regulation 166A of the SEBI (ICDR) Regulations, the Company is required to obtain a valuation report from an independent registered valuer, for determining the floor price for the Preferential Issue. In compliance thereof, the Company has obtained a valuation report dated Thursday, July 25, 2024, from FCS Rajneesh Sharma, an Independent Registered Valuer (IBBI Registration No. IBBI/RV/03/2021/14143) and as per the Valuation Report the price arrived is Rs. 318.03/- per Equity Share. A copy of the Valuation Report shall be available for inspection by the members electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to company.sec@naturalcapsules.com . This certificate is also placed on the website of the company at <https://www.naturalcapsules.com>

The Board proposes to issue the equity shares at a price of Rs. 320/- (Rupees Three Hundred and Twenty only) being a price that is not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations.

f) Relevant date with reference to which the price has been arrived at:

The “Relevant Date” as per SEBI (ICDR) Regulations for the determination of the minimum price for equity shares to be issued is fixed as Wednesday, July 24, 2024 i.e. 30 (Thirty) days prior to the date of this Extraordinary General Meeting.

g)Amount which the Company intends to raise by way of such securities/ size of the issue: Aggregating Rs. 29,21,33,440 (Rupees Twenty Nine Crore Twenty One Lakh Thirty Three Thousand Four Hundred Forty only)

h)Principal terms of assets charged as securities: NOT APPLICABLE

i)Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status: The Preferential Issue of equity shares is proposed to be made to ‘Non-Promoter’ and such position will continue to remain the same post the preferential Issue

j)Intention of promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any equity shares pursuant to this preferential issue.

k) Material terms of issue of Equity Shares:

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights

l)Contribution being made by the promoters or directors either as part of the Preferential Allotment or separately in furtherance of objects: Nil

m) Timeframe/ proposed time schedule, within which the Preferential Issue/allotment shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the equity shares shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

n) Name of the Proposed Allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees



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The Preferential Issue, if approved, is proposed to be made to

S.No	Name of the Proposed Allottee	Category	Identity of Natural Persons who are ultimate beneficial Owner	Pre-Preferential Issue Shareholding		No.of Equity Shares Propose dto be allotted	Post-Preferential Issue Shareholding	
				No.of Shares	% of total Equity Shares		No.of Shares	% of total Equity Shares
1	Pratibha Endeavor Private Limited	Non-Promoter	1. Mr. Vedant Mahendra Kumar Chaudhary	0	0	1,00,000	1,00,000	0.98
2	Tarinika Management LLP	Non-Promoter	1.Prahlad Rai Agarwala 2.Ghanshyam Prasad Agarwala 3.Kunj Bihari Agarwal	0	0	3,33,333	3,33,333	3.25
3	PCG Finvest Private Limited	Non-Promoter	1.Ankit Garg 2.Archit Garg	0	0	1,66,667	1,66,667	1.63
4	Himanshu Vikash Mittal	Non-Promoter	Himanshu Vikash Mittal	0	0	16,667	16,667	0.16
5	Chhatisgarh Investments Limited	Non-Promoter	Kamal Kishore Sarda	0	0	1,00,000	1,00,000	0.98
6	Narendra Dharmsingh Sampat (HUF)	Non-Promoter	1.Jaideep Sampat 2.Anita Sampat	0	0	1,50,000	1,50,000	1.46
7	Acme Pumps and Power Projects Limited	Non-Promoter	1.Prateek Goyal 2.Pradeep Kumar Goyal 3.Suneeta Goyal 4.Ankita Goyal	21000	0.22	31,250	52,250	0.51
8	Rajesh Lahoti	Non-Promoter	Rajesh Lahoti	0	0	10,000	10,000	0.10
9	Shiw Bhagwan Asawa	Non-Promoter	Shiw Bhagwan Asawa	0	0	5,000	5,000	0.05



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o) Percentage of post preferential offer capital that may be held by the Proposed Allottee and change in control, if any, in the Company that would occur consequent to the preferential offer:

Sr.No	Name of the Allottees	Pre-Preferential Issue		Post-Allotment of Subscription Shares pursuantto the Preferential Issue	
		No. of Equity Shares held	Percentage	No. of Equity Shares to be held	Percentage
1	Pratibha Endeavor Private Limited	0	0	1,00,000	0.98
2	Tarinika Management LLP	0	0	3,33,333	3.25
3	PCG Finvest Private Limited	0	0	1,66,667	1.63
4	Himanshu Vikash Mittal	0	0	16,667	0.16
5	Chhatisgarh Investments Limited	0	0	1,00,000	0.98
6	Narendra Dharmsinh Sampath (HUF)	0	0	1,50,000	1.46
7	Acme Pumps and Power Projects Limited	21000	0.22	31,250	0.51
8	Rajesh Lahoti	0	0	10,000	0.10
9	Shiw Bhagwan Assawa	0	0	5,000	0.05

p)Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares.

q)Valuation and justification for the allotment proposed to be made for consideration other than cash: NOT APPLICABLE

r)Listing: The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights

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

The Company has not made any preferential allotment during the financial year 2023-24 so far.

t) Lock-in:

- (i) The Equity Shares to be allotted shall be subject to ‘lock-in’ as per chapter V of the SEBI (ICDR) Regulations.
- (ii) The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date upto a period of 90 trading days from the date of trading approval as per the SEBI (ICDR) Regulations.

u) Undertakings:

1) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;

2) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;

3) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable;

4) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;

5) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the shareholder.

v) Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower: NOT APPLICABLE

w) The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter: The current status of all the allottees is ‘Non-Promoter’ and such position will continue to remain the same post the preferential Issue.

x) Shareholding Pattern of the company before and after the Preferential Issue:

S.No	Name of the Shareholder	Pre-Preferential Issue		Post-Preferential Issue	
		No.of Shares	% Shareholding	No.of Shares	% Shareholding
1.Promoter & Promoter Group					
a	Individuals	31,12,847	33.34	3112847	30.37
b	Bodies Corporate	21,72,854	23.27	2172854	21.20
c	Directors and their relatives	2,261	0.02	2261	0.02
	Sub-Total (1)	52,87,962	56.64	5287962	51.59
2. Non-Promoters					
a.	Public Institutions				
	i) Alternate Investment Funds	16,624	0.18	16624	0.16
b.	Non-Institutions				
	i) Investors Education and Protection Fund	1,15,399	1.24	1,15,399	1.13
	ii) Residents	32,69,978	35.02	3301645	32.21
	iii) NRI	1,55,361	1.66	1,55,361	1.52
	iv) Bodies Corporate	3,03,306	3.25	1034556	10.1
	v) Any other (specify)	1,87,104	2.00	3,37,104	3.29
	Sub-Total (2)	40,47,772	43.36	4960689	48.41
	Sub Total (1)+(2)	93,35,734	100	1,02,48,651	100

y) Certificate from Practicing Company Secretary

The certificate from Deepak Sadhu & Co Practicing Company Secretaries, certifying that the proposed Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link: www.naturalcapsules.com

Other Disclosure:

- 1) During last financial year till the date of EGM the Company has not made any Preferential Issue of equity shares.
- 2) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- 3) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- 4) During last financial year till the date of EGM the Company has not made any Preferential Issue of equity shares.
- 5) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- 6) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- 7) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- 8) Since the equity shares of the Company are listed on the Stock Exchanges and the Preferential Issue is more than 5% (five percent) of the post issue fully diluted share capital of the Company, a valuation report from an independent registered valuer is required under the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the Preferential Issue, and under the applicable provisions of SEBI ICDR Regulations. Accordingly, the Company has obtained the valuation Report from the registered valuer.
- 9) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
- 10) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.



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The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said shares to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 1 of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Members seeking to inspect such documents can send an email to company.sec@naturalcapsules.com

FOR NATURAL CAPSULES LIMITED

**Sd/-
Shilpa Burman
Company Secretary & Compliance Officer**

**PLACE: BANGALORE
DATE:31.07.2024**