

Date:11.07.2025

To  
BSE Limited  
25th Floor, PJ Towers  
Dalal Street,  
Mumbai-400001  
Scrip Code: 524654

To  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
Symbol: NATCAPSUQ

Dear Sir/ Madam,

**Sub: Notice of 32<sup>nd</sup> Annual General Meeting (‘AGM’) of the Company**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (as amended) read with Schedule III of the SEBI Listing Regulations, we are submitting the Notice of the 32<sup>nd</sup> AGM of the Company scheduled to be held on Monday, 4<sup>th</sup> August, 2025 at 11:30 A.M. (IST) through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”), which is also being sent by electronic mode (emails) to the Members. The aforesaid AGM Notice is also being uploaded on the website of the Company [www.naturalcapsules.com](http://www.naturalcapsules.com).

This is for information and for public at large

Thank you,

**Yours Faithfully,**

**For Natural Capsules Limited**

**Sunil L Mundra**  
**Managing Director**  
**DIN:00214304**



# Notice

Notice is hereby given to all the members of the Company, that the **32<sup>nd</sup> Annual General Meeting** of Natural Capsules Limited will be held on Monday, 4<sup>th</sup> August 2025 at 11:30 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 Audited Consolidated and Standalone Financial Statements for the Financial Year ended 31<sup>st</sup> March 2025 together with the Reports of the Directors and the Auditors thereon.
2. 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.
3. 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:

4. **To consider continuation of Shri. Tekkar Yashwanth Prabhu (DIN: 02113527) as Non-Executive Independent Director, beyond the age of 75 years.**

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

"**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or reenactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") approval of the shareholders of the Company be and is hereby accorded for continuation of directorship of Mr. Tekkar Yeshwanth Prabhu (DIN: 02113527) as Non-executive Independent Director of the Company beyond the age of 75 years till the expiry of his current term.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **To consider reappointment of Shri Sathyanarayana Mundra (DIN:00214349) as Whole time Director and revision of remuneration.**

To consider and if thought fit, to pass the following as a **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,

Remuneration and Compensation Committee and the Board, the consent of the Members be and is hereby accorded for re-appointment of Shri. Sathyanarayana Mundra, as a Whole time Director of the company for a period of 3 years with effect from 20.09.2025, on the same terms and conditions of the earlier agreement and that his remuneration shall be as per the following terms (as approved by Nomination and Remuneration Committee):

1. Salary of ₹ 3,35,000/- Per month on the scale of pay of ₹ 3,35,000-25,000-3,60,000.
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 and that no commission will be paid."

**RESOLVED FURTHER THAT** the Board of directors 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 appoint Mr. R Parthasarthy, Practicing Company Secretary as Secretarial Auditors, for period of 5 years.**

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

"**RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations") other applicable provisions laws/statutory provisions, if any, as amended from time to time, and based on the recommendation of the Audit Committee and Board of Directors, R Parthasarthy, Practicing Company Secretary, be and is hereby appointed as the Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such remuneration as may be determined by the Board of Directors of the Company (including its Committees thereof), from time to time, in consultation with the Secretarial Auditors.

**RESOLVED FURTHER THAT** Board of the directors of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated 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 re-enactment(s) thereof), approval of the Members of the Company be and is hereby accorded to enter into any contract/arrangement/transactions, including inter-corporate loans (apart from existing loans) with 'Natural Biogenex Private Limited' (Subsidiary of the Company), the value of which not exceeding ₹ 50 crores starting from conclusion of this Annual General Meeting till conclusion of next Annual General Meeting. of the company, as per the details provided in the Explanatory Statement attached to this Notice, and on such terms and conditions, including the period, 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. Payment of Commission to Non-Executive Directors.**

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

**"RESOLVED THAT** pursuant to Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and relevant rules made thereunder (amended from time to time), as recommended by remuneration committee, the consent of the Company be and is hereby accorded for the payment of remuneration to Non-Executive Directors (Including Independent Directors) of the Company, for a period of 3 years from the current financial year 2025-26 for a sum not exceeding 1% of the net profits of the Company, in addition to the fee payable to them for attending the meetings of the Board or any committee (s) thereof or reimbursement of expenses if any as the Board of Directors may, from time to time, determine and that Mr. Sunil L Mundra, Managing Director, be authorized to take all steps necessary for giving effect to this resolution"

**By ORDER OF THE BOARD**

**Place:** Bangalore  
**Date:** May 29, 2025

**Sd/-**  
**Sunil L. Mundra**  
Managing Director  
DIN: 00214304

## 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, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated 8<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 13<sup>th</sup> January 2021, 8<sup>th</sup> December 2021, 14<sup>th</sup> December 2021, 5<sup>th</sup> May 2022, 28<sup>th</sup> December 2022, 25<sup>th</sup> September 2023 and 19<sup>th</sup> September 2024, respectively and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, to conduct AGM through VC/OAVM facility in accordance with the requirements provided in paragraph 3 and paragraph 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October 2024 has provided certain relaxations from compliance with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with aforesaid MCA Circulars, aforesaid SEBI Circular, provisions of the Act and the Listing Regulations, the 32<sup>nd</sup> AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The proceedings of the 32<sup>nd</sup> AGM shall be deemed to be made at the Registered Office of the Company situated at No. 23, Trident Towers, 100 Feet Road, Jayanagar II Block, Bangalore, Karnataka-560011, India.
3. 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).
4. The 32<sup>nd</sup> Annual Report along with Notice of the AGM including general guidelines for participation at the 32<sup>nd</sup> AGM through VC/OAVM, procedure for remote e-voting including during the AGM, is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depository to support the 'Green Initiative' and in accordance with the MCA Circulars and SEBI Circular,. The same has also been uploaded on the website of the Company, i.e. [www.naturalcapsules.com](http://www.naturalcapsules.com), BSE Limited ([www.bseindia.com](http://www.bseindia.com)); National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)); and National Securities Depository Limited ("NSDL") ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the web-link of Company's website from where the Integrated Annual Report for financial year 2024-25 can be accessed.
5. 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.
6. Record date for the 32<sup>nd</sup> AGM is fixed as July 28, 2025.
7. 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.
8. 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, and shall be eligible to get dividend only in electronic mode. 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>).
9. 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.

10. Members may also note that the Notice of the 32<sup>nd</sup> AGM of Natural Capsules Limited and the Annual Report 2024-25 will be available on the Company's website: [www.naturalcapsules.com](http://www.naturalcapsules.com).
11. In terms of the MCA Circulars, physical attendance of members has been dispensed with therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 32<sup>nd</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting facility, for participation in the 32<sup>nd</sup> AGM through VC/OAVM facility and e-Voting during the 32<sup>nd</sup> AGM. As the 32<sup>nd</sup> AGM is being held through VC/OAVM facility, the Route Map is not annexed to this Notice of the 32<sup>nd</sup> AGM.
12. Additional information, as per SEBI (LODR) Regulations, 2015, in respect of the Directors and Auditors 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 1, 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 national Stock Exchange of India Limited (NSE) and the Company has already paid the annual listing fees for the Financial Year 2025-26 to BSE and NSE 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 32<sup>nd</sup> 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. The Company has appointed CS Deepak Sadhu, Practising Company Secretary (Membership No. A39541 and Certificate of Practice No.14992), as scrutiniser (the 'Scrutiniser') for conducting the e-voting and remote e-voting process for the AGM in a fair and transparent manner.
18. The Scrutiniser shall within 2 working days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
19. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company [www.naturalcapsules.com](http://www.naturalcapsules.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company shall simultaneously forward the results to NSE and BSE, where the shares of the Company are listed.
20. General instructions for accessing or participating at the 32<sup>nd</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 facility using their login credentials will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

- d) In terms of the MCA Circulars, physical attendance of members has been dispensed with therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 32<sup>nd</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting facility, for participation in the 32<sup>nd</sup> AGM through VC/OAVM facility and e-Voting during the 32<sup>nd</sup> AGM. As the 32<sup>nd</sup> AGM is being held through VC/OAVM facility, the Route Map is not annexed to this Notice of the 32<sup>nd</sup> AGM.
- e) In terms of the MCA Circulars and SEBI Circular dated 3<sup>rd</sup> October 2024, the Notice of the 32<sup>nd</sup> AGM and Annual Report for the financial year ended 31<sup>st</sup> March 2025 ("Annual Report for the financial year 2024-25"), will be available on the Company's website at [www.naturalcapsules.com](http://www.naturalcapsules.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com), NSE Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of National Securities Depository Limited (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 Nos. 14/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated 8<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 13<sup>th</sup> January 2021, 8<sup>th</sup> December 2021, 14<sup>th</sup> December 2021, 5<sup>th</sup> May 2022, 28<sup>th</sup> December 2022, 25<sup>th</sup> September 2023 and 19<sup>th</sup> September 2024 respectively.
- g) As provided in the MCA General Circular No. 09/24 dated September 19, 2024, the MCA has allowed the companies whose AGMs are due in the year 2025 to conduct their AGMs on or before 30<sup>th</sup> September, 2025 in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05, 2020 i.e. conduct AGMs through VC/OAVM.
- h) The recorded transcript of the 32<sup>nd</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 1<sup>st</sup> August 2025 at 9:00 A.M. and ends on 3<sup>rd</sup> August 2025 at 5:00 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. 28<sup>th</sup> July 2025 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 28<sup>th</sup> July, 2025.**

### 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

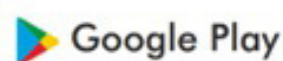
##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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   |
|--|--|
| Type of shareholders<br>Login Method Individual<br>Shareholders holding<br>securities in demat mode<br>with NSDL | <ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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 <b>"IDeAS"</b> 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.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ol> |

| Type of shareholders | Login Method  |
|----------------------|---|
|                      | <ol style="list-style-type: none"> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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>5. 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**



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|--|---|
| <p>Individual Shareholders holding securities in demat mode with <b>CDSL</b></p> | <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <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 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.</li> </ol> |
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|  |   |
|--|---|
| <p>Individual Shareholders (holding securities in demat mode) login through their <b>depository participants</b></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 &amp; voting during the meeting.</p> |
|--|---|

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

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

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30  |
| Individual Shareholders holding securities in demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com 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<br>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<br>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<br>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.
    - (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.**
  - 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
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.nsd.com](http://www.evoting.nsd.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 e-mail 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.nsd.com](http://www.evoting.nsd.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.nsd.com](http://www.evoting.nsd.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 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.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 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.

### 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). The same will be replied by the company suitably.

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

#### Item 4: To consider continuation of Shri. Tekkar Yashwanth (DIN: 02113527) as non-executive Independent Director, beyond the age of 75 years

Shri Tekkar Yashwanth Prabhu was appointed as an Independent Non-Executive Director of the Company by the members at the 31<sup>st</sup> Annual General Meeting of the Company held on Friday, July 26, 2024 for a period of five consecutive years commencing from June 19, 2024. In terms of Regulation 17(1A) of SEBI Listing Regulations, consent of members by way of special resolution is required for appointment or continuation of directorship of Independent Non-Executive Director, beyond the age of 75 years. Further, Shri Tekkar Yashwanth Prabhu will attain the age of 75 years with effect from December 30, 2025 and approval of members is required for the continuation of his

directorship from the day he attains the age of 75 years till the expiry of his current term. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Tekkar Yashwanth Prabhu as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to continuation of directorship of Mr. Tekkar Yashwanth Prabhu as an Independent Director till the expiry of the current term, for the approval by the shareholders of the Company.

Shri Tekkar Yashwanth Prabhu has confirmed his eligibility to act as a Non-Executive Independent Director and he is not debarred from holding office of Director of the Company, by virtue of any SEBI Order or any other such authority. He further has consented to act as a Non-Executive Independent Director. The Board of Directors has taken on record all required declarations and confirmations submitted by him.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 to be passed as a Special 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 5: Re-appointment of Shri. Sathyanarayana Mundra (DIN: 00214349) as Whole time Director and revision of his remuneration for 3 Years:

Shri. Sathyanarayana Mundra aged 74 years, is Promoter and Whole time Director of the Company of the company and considering his knowledge on various aspects relating to the business of the company and has more than 3 decades of long business experience. Considering his significant contribution to the progress of the Company since inception, it would be in the interest of the Company, the Board of Directors recommends his re-appointment for a further period of 3 years with effect from September 20, 2025 on the recommendation of Nomination, Remuneration & Compensation Committee.

As approved by the Nomination, Remuneration & Compensation Committee, the Board of Directors in their meeting held on May 29, 2025 re-appointed him as Whole Time Director of the Company (subject to the approval of members) for a further period of 3 years with effect from September 20, 2025 on the same terms and conditions of the earlier agreement and that his remuneration shall be as per the following terms.

1. Salary of ₹ 3,60,000/- Per month on the scale of pay of ₹ 3,60,000-25,000-3,85,000.
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.

Shri. Sathyanarayana Mundra has confirmed his eligibility to act as a Director and he is not debarred from holding office of Director of the Company, by virtue of any SEBI Order or any other such authority. He further has consented to act as a Director. The Board of Directors has taken on record all required declarations and confirmations submitted by him.

Except Shri. Sathyanarayana Mundra and promoter Directors, none of the other directors and 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 of the Notice of the AGM as a Special resolution.

#### **Item No. 6: Appointment of Mr. R Parthasarthy, as Secretarial Auditors, for period of 5 years**

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, ("the Act") and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. R Parthasarthy, Practicing Company Secretaries (Registration Number A3667-CP 838) has served as Secretarial Auditors of the Company for the financial year 2024-25.

Regulation 24A of the Listing Regulations, inter alia, provides that with effect from 1<sup>st</sup> April 2025, the Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of the members at its Annual General Meeting ("AGM") and such Secretarial Auditors(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the Listing Regulations. Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditor(s) of the Company before 31<sup>st</sup> March 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor(s).

M/s. R Parthasarathy is a well-known practicing Company Secretary since 1986 and based in Bangalore. Renowned for his commitment to quality and precision, his unit has been Peer Reviewed by ICSI ensuring higher standards in professional areas of practice. He was awarded a Certificate of appreciation by ICSI acknowledging outstanding contribution towards building profession of Company Secretaries and service to stakeholders for more than 25 years.

He has been providing comprehensive professional service in the areas of Corporate Laws, SEBI Regulations, FEMA compliance and other related areas, guiding Corporates to ensure regulatory compliances and operational efficiency.

He has been rendering professional services to prominent Companies and earned trust of Corporates across different sectors for a long period.

Mr. R Parthasarthy was a Member of Investor Grievances Reconciliation Panel (IGRP/GRC) of National Stock Exchange NSE at Bangalore/and presently conciliation officer for ODR platforms.

Taking into account the above requirements and considering factors such as technical skills, independence, industry experience, expertise, quality of audit practices the Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. Mr. R Parthasarthy, Practicing Company Secretary (Registration Number-A 3667/CP 838) as Secretarial Auditor of the Company for a term of five consecutive years, FY 2025-26 to 2029-30.

The Board of Directors in consultation with the Audit Committee and Secretarial Auditor, fixed the remuneration payable for the financial year 2025-26 at ₹ 3,20,000/- only), plus any out of pocket expenses incurred by them in connection with the audit and other applicable taxes, with an authority being given to the Board of Directors, on the recommendation of the Audit Committee to review and affix the remuneration for subsequent years in consultation with the Secretarial Auditor without being required to seek any further consent or approval of the members of the Company.

The Company has received written consent from Mr. R Parthasarthy confirming their eligibility and willingness to be appointed as the Secretarial Auditors of the Company. They have also confirmed that they meet the requirements to be appointed as Secretarial Auditors in accordance with the provisions of the Act and Listing Regulations, and they hold a valid certificate issued by the Peer Review Board of ICSI and that they have not incurred any of the disqualifications as specified by the SEBI. The appointment, if made, complies with the applicable provisions of the Act and Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the 36<sup>th</sup> AGM.

Pursuant to Section 204 of the Act and the Rules framed thereunder, read with Regulation 24A of Listing Regulations the Company has received written consent & eligibility letters from Mr. Parthasarathy, Company Secretaries.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 for the approval of Members.

#### **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 crore 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 Subsidiary-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 will be in the ordinary course of business of the Company and will 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 & Laxminarayan Moondra (Directors in holding Company)   |
| Nature of Relationship   | Subsidiary Company   |
| Material terms of the contract/arrangement/transactions  | Investment in subsidiary Company   |
| Monetary value and period of approval  | ₹ 50 Crores from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting        |
| 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 ₹ 50 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 | 20 %   |
| 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 percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) 29.55%

if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the company or its subsidiary

- Details of the source of funds in connection with the proposed transaction:** Internal Accruals
- Whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advance or investments, nature of indebtedness, cost of funds, tenure etc.:** No
- Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security:** Interest will be charged at the Bank Rate applicable to the Company

- The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT:** For future Capex and meeting working capital requirements.

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: Payment of Commission to Non-Executive Directors

The members in their 29<sup>th</sup> Annual General Meeting held on September 20, 2022 approved the payment of remuneration to Non-Executive Directors including Independent Directors for a period of 3 years from the Financial Year 2021-22 for a sum not exceeding 1% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.

Pursuant to provisions of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), the Board shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting. The said requirement shall not apply to payment of sitting fees to non-executive directors, if made within the prescribed limits of the Companies Act, 2013.

#### 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 Re appointment:

| Name                            | Shri Sathyanarayana Mundra  | Shri Sushil Kumar Mundra  | Shri T Y Prabhu   |
|---------------------------------|---|---|---|
| Age                             | 74 years  | 55 years  | 74 years  |
| Date of Birth                   | 22.04.1951  | 03.12.1969  | 30.12.1950  |
| Date of Appointment             | 01.06.2011  | 01.06.2011  | 19.06.2024  |
| Purpose                         | Re-appointment as Whole Time Director   | Retiring director seeking re-appointment  | Appointment as Independent director   |
| Type of Business and Resolution | Special Business – Special Resolution   | Ordinary Business – Ordinary Resolution   | Special Business – Special Resolution   |
| DIN                             | 00214349  | 00214332  | 02113527  |
| Qualification                   | Chartered Accountant  | B.Com   | B.Com<br>LL. B<br>CAIIB   |
| Expertise and Experience        | About 31 years of experience as businessman   | About 35 years of experience  | 40 Years of experience in banking   |
| Brief Resume                    | Shri. Sathyanarayana Mundra serves as Whole Time Director of Natural Capsules Limited. He is responsible for quality control of products. | Shri Sushil Mundra serves as non-executive director of Natural Capsules Limited | Shri. T Y Prabhu started his career as a clerk at Canara Bank in the year 1970, and rose to the position of General Manager. During his long career spanning over 36 years in Canara Bank, he has worked extensively in various facets of banking including Corporate Credit, Treasury, Forex, International Operations. He has also worked in the Hong Kong operations of the bank for over 3 years. As a General Manager of the bank he was in charge of Treasury and International Operations and later he was in charge of the zonal office at New Delhi.<br><br>As an Executive Director of Union Bank of India, Mumbai, he introduced many reforms. He was then elevated as the Chairman & Managing Director of Oriental Bank of Commerce, New Delhi. He is widely acknowledged for his erudition and scholarship in the fields of Banking and Institutional Finance. In November 2012, he was appointed as the Part Time Chairman of Dhanlaxmi Bank Ltd.<br><br>He has also undergone extensive trainings in renowned institutions in India and abroad. From 2016 to 2020, he was actively associated with Southern India Banks' Staff Training College in Bangalore as a guest faculty. |

Considering the qualification, business expertise, experience and the value addition of Non-executive including Independent Directors of the Company towards its progress, as recommended by Nomination and Remuneration Committee, the Board felt the need for restoring the payment of remuneration/commission of one percent of the profits of the Company to all Non-executive and Independent Directors.

Hence, the Resolution as stated in the Notice is recommended for approval from Members by way of Special Resolution. Promoter Directors and non -executive Directors be taken as interested Directors relating to payment of remuneration to non-executive Directors.

Regarding commission to Independent Directors, except them, none of the other Directors/KMP or their relatives are interested.

| Name  | Shri Sathyanarayana Mundra   | Shri Sushil Kumar Mundra  | Shri T Y Prabhu  |
|---|--|---|--|
| Committee Membership In Listed Entities   | Natural Capsules Limited - Performance & Performance Evaluation committee  | Natural Capsules Limited - Corporate Social Responsibility committee  | Natural Capsules Limited -<br>1. Audit Committee (Chairperson)<br>2. Nomination, Remuneration & Compensation Committee   |
| Directorship in Companies   | 1. Natural Capsules Limited<br>2. Square Plus Life Sciences Private Limited<br>3. Nandi Synthetics Private Limited | 1. Natural Capsules Limited<br>2. Square Plus Life Sciences Private Limited<br>3. Nandi Synthetics Private Limited<br>4. Natural Phyto Pharma Private Limited | 1. Manipal Business Solutions Limited<br>2. Vridhi Finserv Home Finance Limited<br>3. Natural Capsules Limited<br>4. Brickwork Ratings India Private Limited<br>5. Simplepay Finance Private Limited |
| Share Holdings in The Company as on 31 <sup>st</sup> March 2025                           | 1,84,882 equity shares of ₹ 10/- each  | 5,09,012 equity shares of ₹ 10/- each   | NIL  |
| Number of Board Meetings attended   | 8  | 5   | 6  |
| Names of the Listed Entities from which the Director has resigned in the past three years | NIL  | NIL   | NIL  |
| Remuneration last drawn (including sitting fees, if any)                                  | Refer to Directors' Report and Corporate Governance Report forming part of the Annual Report                       |   |  |

**Relationship amongst Promoter Directors and Other Directors:**

| Sl. No. | Name of Promoter Director  | Other Promoter Director  | Relationship Between Director and other Directors                   |
|---------|--|--|---|
| 1.      | Shri Laxminarayan Mundra   | Sri Sathyanarayan Mundra<br>Sri Sunil L Mundra<br>Sri Sushil Kumar Mundra                            | Brother<br>Son<br>Son   |
| 2.      | Shri Sathyanarayana Mundra                                       | Sri Laxminarayan Mundra<br>Sri Sunil L Mundra<br>Sri Sushil Kumar Mundra                             | Brother<br>Brother's Son<br>Brother's Son                           |
| 3.      | Shri Sushil Kumar Mundra   | Sri Laxminarayan Mundra<br>Sri Sathyanarayan Mundra<br>Sri Sunil Laxminarayan Mundra                 | Father<br>Father's Brother<br>Brother                               |
| 4.      | Shri Sunil L Mundra  | Sri Laxminarayan Mundra<br>Sri Sathyanarayan Mundra<br>Sri Sushil Kumar Mundra                       | Father<br>Father's Brother<br>Brother                               |
| 5.      | Smt. Jyoti Mundra  | Sri Sunil L Mundra<br>Sri Laxminarayan Mundra<br>Sri Sathyanarayan Mundra<br>Sri Sushil Kumar Mundra | Husband<br>Husband's Father<br>Husband's Uncle<br>Husband's Brother |
| 6.      | Shri T Y Prabhu, Chairman and Independent Non-Executive Director |  |   |
| 7.      | Shri S. G. Belapure, Independent Non-Executive Director          |  |   |
| 8.      | Shri Pramod Kasat, Independent                                   |  |   |

There is no Inter-se relationship among executive directors and Independent Non-Executive Directors.