NATURAL CAPSULES LIMITED

CORP & REGD OFFICE : " TRIDENT TOWERS" No. 23, 4th Floor, 100 feet Road, Jayanagar 2nd Block, Bangalore-560011
Phone : 080-26561562 / 1571 /1573 /581 URL : www.naturalcapsules.com Email : info@naturalcapsules.com, CIN No. : L85110KA1993PLC014742

Date: July 17, 2026

To	**To**
BSE Limited	**National Stock Exchange of India Limited**
25th Floor, PJ Towers	**Exchange Plaza, C-1, Block G**
Dalal Street,	**Bandra Kurla Complex, Bandra (E)**
Mumbai – 400001	**Mumbai – 400051**
Scrip Code: 524654	**Symbol: NATCAPSUQ**

Sub: Notice of 33rd Annual General Meeting ("AGM') of the Company.

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, read with Schedule III of the SEBI Listing Regulations, we are hereby submitting the Notice of the 33rd AGM of the Company scheduled to be held on Wednesday, August 12, 2026 at 12:00 PM (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 Notice of AGM is also being uploaded on the website of the Company www.naturalcapsules.com.

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

For Natural Capsules Limited

AKSHAY DUTTA
Digitally signed by AKSHAY DUTTA
Date: 2026.07.17 17:26:40 +05'30'

Akshay Dutta
Company Secretary and Compliance Officer
M.No. A80481

NATURAL CAPSULES LIMITED

Notice

Notice is hereby given to all the members of the Company, that the **33rd Annual General Meeting** of Natural Capsules Limited will be held on Wednesday, August 12, 2026 at 12:00 PM through video conferencing ("VC"), or Other Audio Visual Means ("OAVM") at the registered office of the Company at **Trident Towers, 4th Floor, No. 23, 100 Feet Road, Jayanagar II Block, Bengaluru-560011**, **Karnataka, India** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a director in place of Mrs. Jyoti Mundra (DIN: 07143035), who retires by rotation and being eligible, offers herself for re-appointment.

3. To appoint a director in place of Mr. Laxminarayan Moondra (DIN: 00214298), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. To consider re-appointment of Shri Laxminarayana Moondra (DIN: 00214298) as Whole time Director for a term of 3 years and to revise his 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 for Managerial Personnel) Rules, 2014 (amended from time to time), Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, Clause 92 and Clause 95 of the Company's Articles of Association and as recommended by the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members be and is hereby accorded for re-appointment of Mr. Laxminarayana Moondra (DIN: 00214298) as a Whole time Director of the Company for a period of 3 years w.e.f August 20, 2026 on the same terms and conditions of the earlier agreement except that his remuneration shall be as per the following terms (as approved by Nomination and Remuneration Committee):

1. Salary of ₹ 3,20,000/- Per month on the scale of pay of ₹ 3,20,000-20,000-3,60,000.

2. Car with the driver for official work.

3. Medical reimbursement for self and dependent family members not exceeding 1 month's Salary in a year or 3 month's salary in a block of 3 years.

4. LTC once 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 and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this Resolution."

5. To Consider and approve the Related Party transactions with subsidiary company, Natural Biogenex Private Limited.

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

"**RESOLVED THAT** pursuant to the provisions of Section 188(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof), approval of the Members of the Company be and is hereby accorded to enter into any contract/ arrangement/transactions, including inter-corporate loans (apart from existing loans) with **'Natural Biogenex Private Limited'** (Subsidiary Company), the value of which shall not exceeding ₹ 50 crores for a period from the conclusion of this Annual General Meeting till the conclusion of the Next Annual General Meeting, as per the details provided in the Explanatory Statement attached to this Notice, and on such terms and conditions as may be decided by the Board of Directors of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and are 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."

6. To Consider and approve the Revision in remuneration of Mr. Shrey Mundra, General Manager – Marketing, Related Party.

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

"**RESOLVED THAT**, pursuant to regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 and including any statutory modifications or re-enactments thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for revision in gross remuneration of Mr. Shrey Mundra, General Manager (Marketing) from ₹ 2,25,000/- to ₹ 2,50,000/- Per Month with effect from April 01, 2026 up to the date of AGM and ₹ 2,75,000/- per month thereafter, for a period of one year.

RESOLVED FURTHER THAT, Mr. Sunil L Mundra, Managing Director and/or Company Secretary of the Company be and are hereby severally authorized to execute such deeds, documents and instruments, and to do all such acts, deeds, matters and things as may be necessary to give effect to the aforesaid resolutions and for any other matter that may be incidental and ancillary thereto."

By ORDER OF THE BOARD

Place: Bangalore
Date: May 27, 2026

Sd/-
Sunil L Mundra
Managing Director
DIN: 00214304

Notes:

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ("Act"), Secretarial Standard on General Meetings ("SS-2") and Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business is annexed hereto.

2. Ministry of Corporate Affairs ("MCA") vide its Circular No. 3/2025 dated September 22, 2025 (In continuation with the Circulars issued earlier in this regard) ("MCA Circulars") has allowed conducting Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of Members. In compliance with the applicable provisions of the Act and MCA Circulars, the 33rd AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. Since this AGM is being held through VC/OAVM the physical attendance of members is dispensed with, and no proxies would be accepted by the Company. No proxy form has been sent along with this Notice. No attendance slip/route map has been sent along with this Notice as the meeting is held through VC/OAVM. Members who are shareholders as on Wednesday, August 05, 2026 ("Cut-off Date") can join the AGM 30 minutes prior to the commencement of the AGM, i.e. at 11:30 AM and till the time of the conclusion of the AGM by following the procedure mentioned in this Notice. The attendance through VC/OAVM is restricted and hence members will be allowed on first come first served basis. However, as per the MCA Circulars, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on the Cut-off Date, Directors, Key Managerial Personnel and Auditors will not be restricted on first come first served basis. Members attending the AGM through VC/OAVM will be counted for the purposes of Quorum under Section 103 of the Act. The proceedings of the 33rd 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. 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.

4. The 33rd Annual Report along with Notice of the AGM including general guidelines for participation at the 33rd 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, BSE Limited (www.bseindia.com); National Stock Exchange of India Limited (www.nseindia.com); and National Securities Depository Limited ("NSDL") (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 addresses are not registered with Company/RTA/DP providing the web-link of Company's website from where the Integrated Annual Report for financial year 2025-26 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 address; 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/Cut off Date for the 33nd AGM is fixed as August 05, 2026.

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. 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 RTA of the Company. The folios wherein any one of the cited documents/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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting ("e-voting") service facility arranged by the Depositary, i.e. 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 33rd AGM of the Company and the Annual Report 2025-26 will be available on the Company's website: www.naturalcapsules.com.

11. Additional information, as per SEBI (Listing Obligations and Disclosure Requirements) 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.

12. 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 (RTA). 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.

13. 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 2026-27 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.

14. 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.

15. All the relevant documents referred in this Notice shall be available for inspection by the Members up till the date of 33rd AGM electronically and the Member(s) may send a request for inspection of documents to the Company Secretary of the Company (Email ID: 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).

16. SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, prescribes common and simplified norms for processing investor service requests by RTA and norms for furnishing PAN, KYC (contact details, bank details and specimen signature) and nomination details. As per the said circular, it is mandatory for the members holding shares in physical form to, inter-alia, furnish PAN, KYC details & Nomination Details to the Registrar and Transfer Agent (RTA) of the Company. Members holding shares in physical mode who have not registered the said details, would be eligible for lodging grievance or service request only after registering the said details. Further, any payments including dividend in respect of all physical folio in which PAN and KYC details (including contact details, bank details and specimen signature etc.) are not updated, shall only be made electronically upon registering the required details.

    In this regard, all such members are hereby requested to immediately submit the pending details in duly executed Form ISR-1 to RTA i.e. Cameo Corporate Services Limited, through post or in-person verification mode at Cameo's address mentioned in this letter, or by sending e-signed Form ISR-1 on investor@cameoindia.com through registered email id. In this regard the letter was sent to the concerned members at the registered address available, and the brief process to update details along with relevant forms are available on the website of the company at https://naturalcapsules.com/pages/Forms.html. Members holding shares in dematerialised form are requested to register/update the details with their respective DPs.

17. SEBI vide various circulars issued from time to time, has prescribed guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ("ODR") through a common ODR portal. Please note, post exhausting the option to resolve their grievance with the Company/RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR portal (https://smartodr.in/login).

18. In terms of SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 and other applicable provisions, the members of the Company (who have not opted for the nomination) are encouraged, in their own interest, to provide '**choice of nomination**' for ensuring smooth transmission of shares held by them as well as to prevent accumulation of unclaimed assets in securities market. To avail the facility of nomination or to opt out or cancel/make any variation in the already submitted nomination, Members are requested to reach out to RTA in case of shares held in physical mode and to their respective DPs in case of shares held in demat form.

19. Pursuant to SEBI Circular Dated 30/01/2026, members are hereby informed that a **'Special Window'** has been opened from February 05, 2026 to February 04, 2027 to facilitate Transfer and Dematerialisation ("Demat") of physical securities which were sold/purchased prior to April 01, 2019. The special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise but were rejected or returned due to deficiencies. This opportunity allows such requests to be re-submitted with requisite documents by following the due process by members, and upon verification, shares shall be transferred only in dematerialised form. Members are encouraged to utilize this special window provided by SEBI.

20. General instructions for accessing or participating at the 33rd AGM through Electronic Means (VC/OAVM)

    a. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC/OAVM.

    b. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

    c. The Members can join the AGM in the VC/OAVM mode 30 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.

    d. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

    e. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 e-voting on the date of the AGM will be provided by NSDL.

f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.naturalcapsules.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

g. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

h. The recorded transcript of the 33rd 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 August 08, 2026 at 09:00 AM and ends on August 11, 2026 at 05:00 PM. 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 05, 2026, 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, August 05, 2026.

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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL**	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 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. 2. 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. 3. 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.

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

Type of shareholders	Login Method
	4. 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. 5. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with **CDSL**	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.
Individual Shareholders (holding securities in demat mode) login through their **depository participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at 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:

   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.

   b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 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 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.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.

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" 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.

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

Item No 4: To consider reappointment of Mr. Laxminarayana Moondra (DIN: 00214298) as Whole time Director for a term of 3 years and to revise his remuneration:

Mr. Laxminarayana Moondra aged 85 years is Promoter and Whole time Director of the Company and considering his knowledge on various aspects relating to the business of the Company and has more than 3 decades of business experience. Considering his significant contribution to the progress of the Company since inception, for the interest of the Company, the Board of Directors recommends his re-appointment for a further period of 3 years with effect from August 20, 2026 on the recommendation of Nomination and Remuneration Committee.

As approved by the Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 27, 2026 re-appointed him as Whole Time Director of the Company (subject to the approval of Members) for a further period of 3 years w.e.f August 20, 2026 on the same terms and conditions of the earlier agreement except that his remuneration shall be as per the following terms (as approved by Nomination and Remuneration Committee):

1. Salary of ₹ 3,20,000/- Per month on the scale of pay of ₹ 3,20,000-20,000-3,60,000.

2. Car with the driver for official work.

3. Medical reimbursement 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 a year not exceeding 1 month's salary for self and dependent family.

5. PF and Gratuity as applicable to the other officers of the Company.

The aforesaid remuneration shall be construed as minimum remuneration in the absence of profits/inadequate profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible limit as per Schedule V. Except Mr. Laxminarayana Moondra and the promoter directors, none of the other directors and Key Managerial Personnel (KMP) of the Company and their relatives, is/are in anyway what so ever concerned/interested in the resolution set out in the item no. 4 of the accompanying Notice of the AGM.

The Board of Directors recommends the passing of the resolution as set out at item no. 4 of the notice of AGM as a **Special Resolution**.

ITEM NO. 5: To consider and approve the Related Party Transactions with Subsidiary Company, Natural Biogenex Private Limited:

Pursuant to the provisions of Section 188(1) of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) ("Act"), approval of the Members of the Company is required for the Related Party Transactions on account of the sales, purchase or supply of any goods or materials amounting to 10% of the turnover of the Company, only if the transaction is either not in ordinary course or not at an arm's length basis i.e. the Act provides for an exemption from obtaining the approval, in case such transactions are entered into the ordinary course of business and at arm's length basis.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended) ("SEBI Listing Regulations"), approval of the Members of the Company is required in case of material Related Party Transactions. As per the SEBI Listing Regulations, a transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1000 Crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. The proposed transaction limit of the Company with the Subsidiary Company 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 Natural Biogenex Private Limited to be in the ordinary course of business of the Company and should be on an arms' length basis. However, there may be some transactions that may be made 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 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	Unsecured Loans to subsidiary Company
Monetary value and period of approval	₹ 50 Crores (Period from conclusion of ensuing 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 topline 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 additional unsecured loans 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	N.A.

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: (Contd.)

Name of the Related Party	Natural Biogenex Private Limited
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, represents 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) is 26.71%.

If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary;

a) **Details of the source of funds in connection with the proposed transaction:** Internal Accruals

b) **Whether any financial indebtness is incurred to make or give loans, inter-corporate deposits, advance investments, nature of indebtness, cost of funds, tenure etc:** No

c) **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

d) **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. 5 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. 6: To Consider and approve the Revision in remuneration of Mr. Shrey Mundra, General Manager – Marketing, Related Party:

Mr. Shrey Mundra, General Manager–Marketing, is a "related party" as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) of the SEBI Listing Regulations. The Board has approved a revision in his monthly gross remuneration from ₹ 2,25,000 to ₹ 2,50,000 with effect from April 1, 2026 up to the date of this AGM and to ₹ 2,75,000 per month thereafter for one year.

As the revised remuneration exceeds the threshold prescribed under Section 188 of the Companies Act, 2013 read with applicable rules and Regulation 23 of the SEBI Listing Regulations, shareholder approval is required and is therefore sought by the accompanying **Ordinary Resolution**.

Mr. Shrey Mundra and promoter Director be taken as interested Directors in this item of business. As recommended by Directors (including the Audit Committee and Nomination and Remuneration Committee), the Board recommends the Resolution set out at item no. 6 to be passed as an **Ordinary Resolution**.

Listing Requirements

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

Name	Mr. Laxminarayan Moondra	Mrs. Jyoti Mundra
Age	85 years	58 years
Date of Birth	April 27, 1941	July 31, 1967
Date of Appointment	June 01, 2011	August 27, 2015
Purpose	Retiring director seeking re-appointment and re-appointment as Whole Time Director	Retiring director seeking re-appointment
Type of Business and Resolution	Ordinary Business – Ordinary Resolution; Special Business – Special Resolution	Ordinary Business – Ordinary Resolution

Listing Requirements: (Contd.)

Name	Mr. Laxminarayan Moondra	Mrs. Jyoti Mundra
DIN	00214298	07143035
Qualification	B.Com Graduate	B.Com Graduate
Expertise and Experience	36 years of experience in Banking, Finance, Human Resource and Management.	26 years of experience in accounting and finance.
Brief Resume	Mr. Laxminarayan Moondra serves as Whole Time Director of Natural Capsules Limited. He is a Commerce Graduate and advises the Company on matters relating to finance, management and control of human resource.	Mrs. Jyoti Mundra serves as Non-Executive Directors of Natural Capsules Limited. She has extensive experience in the area of business administration, financial control.
Committee Membership in the Listed Entities	• Performance and Evaluation Committee • Share Transfer Committee • Stakeholder Relationship Committee	Nil
Directorship in Companies	• Natural Capsules Limited • Tajos Investments Private Limited • Square Plus Life Sciences Private Limited • Mavion Pharma Sciences Private Limited • Natural Biogenex Private Limited	• Natural Capsules Limited • Nandi Synthetics Private Limited
Share Holding in the Company as on March 31, 2026	2,40,441 equity shares of ₹ 10/- each	3,06,694 equity shares of ₹ 10/- each
Number of Board Meeting attended	Four Board Meeting	Five Board Meeting
Name of the Listed Entities from which the Director has resigned in the past three years	Nil	Nil
Last drawn Remuneration (including sitting fees, if any)	Refer Director's Report and Corporate Governance Report forming a part of the Annual Report	

Relationship between Promoter Directors and other Directors:

Sl. No.	Name of the Promoter Director	Other Promoter Director	Relationship between Promoter Director and other Director
1	Mr. Laxminarayan Moondra	• Mr. Sathyanarayana Mundra • Mr. Sunil L Mundra • Mr. Sushil Kumar Mundra	• Brother • Son • Son
2	Mr. Sathyanarayana Mundra	• Mr. Laxminarayan Moondra • Mr. Sunil L Mundra • Mr. Sushil Kumar Mundra	• Brother • Brother's Son • Brother's Son
3	Mr. Sushil Kumar Mundra	• Mr. Laxminarayan Moondra • Mr. Sathyanarayana Mundra • Mr. Sunil L Mundra	• Father • Father's Brother • Brother
4	Mr. Sunil L Mundra	• Mr. Laxminarayan Moondra • Mr. Sathyanarayana Mundra • Mr. Sushil Kumar Mundra	• Father • Father's Brother • Brother
5	Mrs. Jyoti Mundra	• Mr. Sunil L Mundra • Mr. Laxminarayan Moondra • Mr. Sathyanarayana Mundra • Mr. Sushil Kumar Mundra	• Husband • Husband's Father • Husband's Uncle • Husband's Brother
6	Mr. TY Prabhu; Chairman and Independent Non-Executive Directors	There is no inter-se relationship among Executive Directors and Independent Non-Executive Directors.	
7	Mr. SG Belapure; Independent Non-Executive Directors		
8	Mr. Pramod Kasat; Independent Non-Executive Directors		