

NAGARJUNA HERBAL CONCENTRATES LTD.

Regd. Office: Bldg. No. 13/16 to 29, Kalayanthani P. O.,
Thodupuzha, Idukki Dist., Kerala, India - 685 588

Phone: +91 4862 276112, 276113, +91 9961800100

E-mail: mail@nagarjunaayurveda.com; URL: www.nagarjunaayurveda.com

CIN - U24239KL1986PLC004504



NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of NAGARJUNA HERBAL CONCENTRATES LTD. will be held on Saturday, 30th day of September 2023 at 11.30 AM through Video Conferencing to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) The audited financial statements including audited Balance Sheet as at 31st March 2023, the Statement of Profit and Loss for the year ended on that date together with cash flow statement, the reports of the Board of Directors and the Auditors thereon; and
 - (b) The audited consolidated financial statements including audited consolidated Balance Sheet as at 31st March, 2023 and Statement of Profit and Loss for the financial year ended on that date together with cash flow statement and the Report of the Auditors thereon.
2. To appoint a Director in place of Dr. C. S. Krishna Kumar, (DIN - 00084331) who retires by rotation and being eligible, offers himself for reappointment.
3. To declare Dividend on Equity Shares-
2648000 Equity Shares @ of ₹1.50 per share absorbing an amount of ₹39,72,000/- for the Financial year 2022-23.

SPECIAL BUSINESS

4. **To consider and, if thought fit to pass, with or without modification(s) the following resolution as an Ordinary Resolution.**
"RESOLVED THAT pursuant to Section 148 (3) of the Companies Act, 2013 and Rules thereto M/s Jayalekshmi & Co, Cost Accountants, (Firm Registration Number 003380), UMRA 19, Manathupadam Road, Unichira, Kochi- 682033 be and is hereby appointed as Cost Auditor of the Company to conduct cost audit for the financial year commencing on 01.04.2023 and ending on 31.03.2024. The remuneration be fixed by the board as per mutually agreed terms with cost audit firm."

For and on behalf of the Board

Sd/-

V. G. Jathavedan Namboodiripad

Managing Director

(DIN 00040581)

Thodupuzha
02.09.2023

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item 2

As per Secretarial Standard 2, the following information is provided:

| Particulars | Information |
|--|--|
| Name | Dr. Krishnakumar Subrahmanian Namboodiri Cherumanal Mana (DIN 00084331) |
| Age | 67 yrs. |
| Qualifications | DAM |
| Experience | 43 years of experience in the field of Ayurveda |
| Terms and Conditions of appointment and details of remuneration | As per item no.2 |
| Remuneration last drawn | Nil |
| Date of first appointment on Board | 13.10.2017 |
| Shareholding in company | Nil |
| Relationship with other Directors | Nil |
| Number of Meetings of Board attended | For FY : 8 |
| Other Directorships, Memberships/Chairmanships of Committees of other Boards | Other Directorships: Nil Memberships/Chairmanships of Committees of other Boards: Nil |

Item 4

The Board of Directors approved the appointment and remuneration of M/s Jayalekshmi & Co, (Membership No.002330), practicing cost accountant, Cost Auditor, to conduct the audit of the cost records of the Company for the year ending March 31, 2024. In accordance with the provisions of Section 148 of the Companies Act, 2013, remuneration has to be determined by the members. Accordingly, a resolution for the same for the approval of members forms part of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in or concerned with the resolution.

The directors therefore recommend the resolution for approval of members.

For and on behalf of the Board

Sd/-

V. G. Jathavedan Namboodiripad

Managing Director

(DIN 00040581)

Thodupuzha

02.09.2023

Note:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 28.12.2022, May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (Collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the facility of participating in the AGM through VC/OAVM is also extended.
2. Members will be able to attend and participate in the AGM through VC/OAVM. Particulars pertaining to manner and process of log in will be mailed separately.
3. Facility for joining the meeting shall be kept open at least 15 minutes before the scheduled time and shall not be closed till expiry of 15 minutes after scheduled time and will be available for members on first come first served basis.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company. **Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, Physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members may please note the designated email id of the Company shares@nagarjunaayurveda.in. If a poll is conducted at the Annual General Meeting, members may convey the vote to the said email.id.
8. Further, members who need assistance before or during the AGM, can contact Mr. V. A. Mahesh- DM (IT) 9961883232.
9. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, folio number, PAN, mobile number at shares@nagarjunaayurveda.in latest by 23.09.2023
10. Since the AGM will be held through VC/OAVM, the Route map is not annexed in this Notice.
11. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2023 to September 30, 2023 (both days inclusive)
12. The dividend, if declared at the meeting will be paid on or after 30.09.2023, subject to deduction of tax at source.
13. The cut-off date/ Record date for the purpose of determining eligibility for dividend, if declared, for FY 2022-23 is fixed on Saturday, 23.09.2023.
14. Members are requested to notify the Company immediately of their Bank Account Number and name of the Bank and Branch in the case of physical holdings and to their respective Depository Participant in the case of Dematted Shares, so that payment of dividend when made through NECS/Dividend Warrants, can capture the updated particulars and avoid delay/default.
15. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of Shareholders w.e.f April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
16. The Shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode)
17. A Resident individual Shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in

Form No. 15G/15H, to avail the benefit of non - deduction of tax at source by 15th October 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

18. Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents ie No Permanent Establishment and Beneficial Ownership Declaration, Tax residency Certificate, Form 10F, and other document which may be required to avail the tax treaty benefits by 15th October 2023.
19. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made as under:
- i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") as at the close of business hours on 23.09.2023.
 - ii) To all Members in respect of shares held in Physical form as at the close of business hours on 23.09.2023;

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in or concerned with the resolution.

The directors therefore recommend the resolution for approval of members.

For and on behalf of the Board

Sd/-

V. G. Jathavedan Namboodiripad

Managing Director

(DIN 00040581)

Thodupuzha

02.09.2023