NAGARJUNA HERBAL CONCENTRATES LTD.
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Thodupuzha, Idukki Dist., Kerala, India - 685 588
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CIN - U24239KL1986PLC004504

N O T I C E

NOTICE is hereby given that the **40th Annual General Meeting of NAGARJUNA HERBAL CONCENTRATES LTD.** will be held **on Wednesday, 30th day of September 2026 at 11.45 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 2026, 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, 2026 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 Sri.V.G. Devadas Namboodiripad, (DIN-00040466) who retires by rotation and being eligible, offers himself for reappointment.
3. To declare Dividend on Equity Shares-

   2648000 Equity Shares @ of 2.00 per share absorbing an amount of` 52,96,000/-for the Financial year 2025-26.

SPECIAL BUSINESS

4. **Revision of remuneration of Sri. V.G. Jathavedan Namboodiripad, Managing Director (DIN 00040581).**

   To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Act and the Rules made there under, including any statutory modifications thereof, or any other law, the consent of the shareholders be and is hereby accorded for the revision of remuneration of Sri. V.G. Jathavedan Namboodiripad, Managing Director (DIN 00040581) of the company with effect from 01.04.2026 as detailed below upto the conclusion of his term ie. 14.10.2027."

   A) Salary: Rs.3,15,000/- (Rupees Three Lakhs Fifteen Thousand only) per month including dearness and other allowances with authority to the Board of Directors to increase the same from time to time but not exceeding the maximum permitted under Schedule V of the Companies Act, 2013 as amended from time to time.

   B) Profit Incentive: In addition to the remuneration, an Annual Profit incentive may be decided by the Board of Directors from time to time subject to an upper limit of Rs.24,00,000/- (Rupees Twenty Four Lakhs Only) in a financial year but not exceeding the maximum permitted under Schedule V of the Companies Act, 2013 as amended from time to time".

   C) Perquisites: In addition to the salary as above, Managing Director shall also entitled to following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein.

   Gratuity: as per the prevailing provisions of the Company.

   D) Provision of car for business of the Company and telephone at residence shall not be treated as perquisites.

E) Minimum Remuneration

The above appointee shall be paid the same remuneration as stated above as minimum remuneration, in the event of inadequacy of profit subject to ceiling of minimum remuneration as stated in Part II, Section II of Schedule V of the Companies Act, 2013 with such modifications as may be made therein from time to time being in force.

5. **Revision of remuneration of Sri. Michael Joseph K, Whole Time Director designated as Executive Director (DIN 01267657).**

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Act and the Rules made there under, including any statutory modifications thereof, or any other law, the consent of the shareholders be and is hereby accorded for the revision of remuneration of Sri. Michael Joseph K. Whole Time Director Designated as Executive Director (DIN 001267657) of the company with effect from 01.04.2026 as detailed below upto the conclusion of his term ie 02.03.2027."

A) Salary: Rs.3,00,000/- (Rupees Three Lakhs only) per month including dearness and other allowances with authority to the Board of Directors to increase the same from time to time but not exceeding the maximum permitted under Schedule V of the Companies Act, 2013 as amended from time to time.

B) Profit Incentive: In addition to the remuneration, an Annual Profit incentive may be decided by the Board of Directors from time to time subject to an upper limit of Rs.20,00,000/- (Rupees Twenty Lakhs Only) in a financial year but not exceeding the maximum permitted under Schedule V of the Companies Act, 2013 as amended from time to time"

C) Perquisites: In addition to the salary as above, Executive Director shall also entitled to following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein.

1. Contribution to Provident Fund, Contributions to Super annuation Fund or Annuity Fund as per the rules of the Company. These will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act,1961.
2. Gratuity payable at rate not exceeding half a month's salary for each completed year of service and

D) Provision of car for business of the Company and telephone at residence shall not be treated as perquisites.

E) Minimum Remuneration

The above appointee shall be paid the same remuneration as stated above as minimum remuneration, in the event of inadequacy of profit subject to ceiling of minimum remuneration as stated in Part II, Section II of Schedule V of the Companies Act, 2013 with such modifications as may be made therein from time to time being in force.

6. **Increase In Authorised Share Capital And Consequent Alteration To The Capital Clause Of The Memorandum Of Association**

To consider and if thought fit to pass with or without modification the following resolution as Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakhs Equity Shares of Rs. 10/- each (Rupees Ten each) to Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs only) divided into

75,00,000 (Seventy Five Lakhs) Equity Shares of Rs.10/- each (Rupees Ten each) by creation of additional 25,00,000 (Twenty Five lakhs) Equity Shares of Rs.10/- each (Rupees Ten each) ranking pari-passu with the existing equity shares of the company and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

"V. The Authorised Share Capital of the Company is Rs.7,50,00,000/- (Rupees Seven Crores Fifty Lakhs only) divided into 75,00,000 (Seventy Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each."

"RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution and to do all things incidental and ancillary thereto."

7. Alteration of Article 3 of the Articles of Association

To consider and if thought fit to pass with or without modification the following resolution as Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by completely deleting the existing Article 3 Share Capital and substituting it with the following new Article**:**

3. *The Authorised Share Capital of the Company shall be such amount, divided into such number of shares, as may from time to time be authorised by Clause V of the Memorandum of Association of the Company, with power to increase or reduce the capital or to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.*"

"RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution and to do all things incidental and ancillary thereto."

For and on behalf of the Board
Sd/-
V. G. Jathavedan Namboodiripad
(DIN 00040581)
Managing Director

Thodupuzha,
31.08.2026

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	V.G. Devadas Namboodiripad (DIN - 00040466)
Age	72 yrs.
Qualifications	BA
Experience	41 years experience in the Business Field.
Terms and Conditions of appointment and details of remuneration	As per item no.2
Remuneration last drawn	27 lakhs (Consultancy Charge)
Date of first appointment on Board	01.09.1986
Shareholding in company	838460 (as on 31st March, 2026)
Relationship with other Directors	Brother of V.G.Jathavedan Namboodiripad
Number of Meetings of Board attended	For FY:6
Other Directorships, Memberships/Chairmanships of Committees of other Boards	Other Directorships: 1. Nagarjuna Ayurvedic Centre Ltd.-Whole Time Director (Chairman) 2. Nagarjuna Ayurvedic Retreat Private Limited-Director Memberships/Chairmanships of Committees of other Boards: NIL

Item 4

As per Secretarial Standard2 ,the following information is provided:

Particulars	**Information**
Name	V.G.Jathavedan Namboodiripad (DIN - 00040581)
Age	66 yrs.
Qualifications	CMA inter,
Experience	33 years experience in the Business Field.
Terms and Conditions of appointment and details of remuneration	As per item no.4
Remuneration last drawn	Rs. 4370000 /-
Date of first appointment on Board	28.12.1998
Shareholding in company	71476 (as on 31st March, 2026)
Relationship with other Directors	Brother of Vadakkillom Godan Namboodiripad Devadas Namboodiripad
Number of Meetings of Board attended	For FY:6
Other Directorships, Memberships/Chairmanships of Committees of other Boards	Other Directorships: NIL Memberships/Chairmanships of Committees of other Boards: NIL

The Board at its meeting held on 30.03.2026 had approved revision of remuneration of V.G. Jathavedan Namboodiripad (DIN - 00040581), Managing Director with effect from 01.04.2026 on the terms and conditions as mentioned in the resolution.

With his exemplary leadership and unwavering dedication to the organization, the company has attained sustained growth in revenue and profit in the previous years. His guidance, leadership and strategic formulas will help the company to attain better heights in the coming years.

The Board of Directors therefore recommend the resolution at item 4 for the approval of members. Except V.G. Jathavedan Namboodiripad (DIN: 00040581), V.G. Devadas Namboodiripad (DIN: 00040466) none of the Directors and their relatives are concerned or interested in the proposed resolution. Documents relating to the resolutions under Special Business may be perused on any working day during working hours up to the date and time of commencement of the Annual General Meeting at the registered office of the company and electronically.

I. General Information

(1) Nature of Industry - Manufacturing and Marketing of Ayurvedic Medicines

(2) Date or expected date of Commercial Production - 01.10.1989

(3) In the case of new companies, Expected date of commencement of activities as per project approved by financial institutions appearing In the prospectus - NA

(4) Financial performance based on given Indicators - As per financial statements

(5) Foreign investments or collaborations if any - NA

II. Information about the appointee - Information is mentioned in resolution and explanatory statement

(1) Back ground details

(2) Past remuneration

(3) Recognition or awards

(4) Job profile and his suitability

(5) Remuneration proposed

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with his origin) - As per industry standards

Pecuniary relationship directly or Indirectly with t he company, or relationship with the managerial personnel or other director, if any

III. Other Information:

(1) Reasons of Loss or in adequate profits - Company made profits but are inadequate

(2) Steps taken or proposed to be taken for improvement - Company has taken steps to increase sales and reduce cost

(3) Expected increase in productivity and profits in measurable terms - The company expects10% growth in sales and 20% growth in profitability

Item 5

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

Particulars	**Information**
Name	Michael Joseph K. (DIN - 01267657)
Age	56 yrs.
Qualifications	CMA, LLB
Experience	29 years of experience in the Business Field.
Terms and Conditions of appointment and details of remuneration	As per item No.5
Remuneration last drawn	Rs.4000000/-
Date of first appointment on Board	15.10.2012
Shareholding in company	73120 (As on 31.03.2026)
Relationship with other Directors	Nil

Number of Meetings of Board attended	For FY:6
Other Directorships, Memberships/Chairmanships of Committees of other Boards	Other Directorships: 1. PLN Herbal Health Private Ltd. 2. Memberships/Chairmanships of Committees of other Boards: NIL

The Board at its meeting held on 30.03.2026 had approved the revision of remuneration of Mr. Michael Joseph K., (DIN01267657) Whole time Director with effect from 01.04.2026 on the terms and conditions as mentioned in the resolution.

The Board of Directors therefore recommend the resolution at item 5 for the approval of members. Except Mr. Michael Joseph K, none of the Directors and their relatives are concerned or interested in the proposed resolution. Documents relating to the resolutions under Special Business may be perused on any working day during working hours up to the date and time of commencement of the Annual General Meeting at the registered office of the company and electronically.

I. General Information
- (1) Nature of Industry - Manufacturing and Marketing of Ayurvedic Medicines
- (2) Date or expected date of Commercial Production - 01.10.1989
- (3) In the case of new companies, Expected date of commencement of activities as per project approved by financial institutions appearing In the prospectus - NA
- (4) Financial performance based on given Indicators - As per financial statements
- (5) Foreign investments or collaborations if any - NA

II. Information about the appointee - Information is mentioned in resolution and explanatory statement
- (1) Back ground details
- (2) Past remuneration
- (3) Recognition or awards
- (4) Job profile and his suitability
- (5) Remuneration proposed
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with his origin) - As per industry standards

Pecuniary relationship directly or Indirectly with the company, or relationship with the managerial personnel or other director, if any

III. Other Information:
- (1) Reasons of Loss or in adequate profits - Company made profits but are inadequate
- (2) Steps taken or proposed to be taken for improvement - Company has taken steps to increase sales and reduce cost
- (3) Expected increase in productivity and profits in measurable terms - The company expects10% growth in sales and 20% growth in profitability

Item 6 &7

The company has plan for an expansion project and for mobilizing funds, company proposes to increase the Authorised capital from Rs.5 Crores to Rs.7.5 Crores.

Accordingly, the company is also required to alter the capital clause in the Memorandum and Articles of Association. Approval of the members is required for the increase in authorised capital and alteration of the capital clause in the Memorandum and Articles of Association consequent to the increase in authorized capital.

Your board at its meeting held on 31.08.2026 approved the proposed alterations.

Accordingly, the Board recommends resolutions 6 and 7 for the approval by the members.

None of the Directors and their relatives are concerned or interested in the proposed resolution. Documents relating to the resolutions under Special Business may be perused on any working day during working hours up to the date and time of commencement of the Annual General Meeting at the registered office of the company and electronically.

For and on behalf of the Board
Sd/-
V. G. Jathavedan Namboodiripad
(DIN 00040581)
Managing Director

Thodupuzha,
31.08.2026

Note:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 08.04.2020, 13.04.2020, 05.05.2020 and 22.09.2025 (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 extended.
2. Members will be able to attend and participate in the AGM through VC/OAVM.

   As mentioned above, the Meeting is being held through Video Conferencing. The details for joining are as follows:

   Meeting link : https://meet.google.com/jvy-xfph-ydx

   Meeting ID : jvy-xfph-ydx

   These details are being sent to each Member individually at the email address registered with the Company. They are personal to the Member and are not to be forwarded or shared. Attendance is restricted to the Members, the Directors, the Auditors and the persons entitled to attend under the Act. Only one device is to be used against one folio, and where shares are held jointly, only the first named Member as per the Register of Members is entitled to attend and vote.

   A Member whose email address is not registered with the Company will not receive the login details. Such Member may register their email address by following instructions provided elsewhere in this Notice.

   How to log in:

   Install the Google Meet application on the laptop, desktop or mobile phone in advance. Installing it on the day of the Meeting causes delay.

   Click the link received by email. Alternatively, open the application, select Join a Meeting, and enter the Meeting ID.

   Members will first be placed in the waiting room and will be admitted after the name is matched with the Register of Members.

   Members are requested to join at least 10 minutes before the scheduled time so that the verification is completed before the Meeting commences.
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 Section103 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-Manager (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 22.09.2026
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 September 23, 2026 to September 30, 2026 (both days inclusive).

12. The dividend, if declared at the meeting will be paid on or after 30.09.2026, 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 2025-26 is fixed on Tuesday 22.09.2026.
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.121, to avail the benefit of non-deduction of tax at source by 7th October 2026. 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 41, and other document which may be required to avail the tax treaty benefits by 7th October 2026.
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”) and Central Depository Services (India) Limited (“CDSL”) as at the close of business hours on 22.09.2026.
    - ii) To all Members in respect of shares held in Physical form as at the close of business hours on 22.09.2026;
20. Shareholders holding shares in dematerialized mode and had not registered their email addresses and mobile numbers are requested to register their email addresses and mobile numbers with their relevant depositories through their depositary participants and with the company. Shareholders holding shares in physical mode and had not registered their email addresses and mobile numbers are requested to furnish their email addresses and mobile numbers with the Company’s Registrar and Share Transfer Agent **KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Phone No : 040 - 6716 2222 Email: einward.ris@kfintech.com** or with the company at its Administrative Office, 2nd floor, Ombalayil building, Opp. KSRTC Bus Station, MC Road, Muvattupuzha, Phone: +91 485 2832100, 2836100, E-mail: shares@nagarjunaayurveda.in, Mobile: 9961 883 240. This would also enable those shareholders to cast their votes for the items to be transacted in the Annual General Meeting of the Company.

For and on behalf of the Board
Sd/-
V. G. Jathavedan Namboodiripad
(DIN 00040581)
Managing Director

Thodupuzha,
31.08.2026