# NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of Nagarjuna Ayurvedic Centre Limited will be held on Wednesday, 30th September 2026 at 9.30 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and the applicable MCA circulars, to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2026, including the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. PUZHAKKARA CHENNAS LEENADEVADAS (DIN: 00040739), who retires by rotation and, being eligible, offers herself for re-appointment
3. To appoint a Director in place of Mr. PALLATHERI NAMBI NAMBOODIRI (DIN: 01859742), who retires by rotation and, being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

4. To reappoint Dr. K. Krishnan Namboori (DIN 06429848), Whole-time Director:

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

"RESOLVED THAT pursuant to the provisions of Section 196,197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder, read with Schedule V to Companies Act 2013 and Articles of Association of the Company and in respect of whom the Company has received a notice in writing, proposing his candidature for the office of director, approval of members be and is hereby accorded to the reappointment of Dr. K. Krishnan Namboori (DIN 06429848), as whole time director for a period of three years with effect from 21.11.2025 on such terms and conditions and remuneration as approved by the Board as under:

Salary – Rs.1,06,000 (Rupees One Lakh Six Thousand only) per month including dearness allowances 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 the Companies Act, 2013 as amended from time to time.

Contribution to Provident Fund, Superannuation Fund or annuity fund 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.

Gratuity payable will not exceed half a month's salary for each completed year of service.

Minimum Remuneration: The 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 the Companies Act 2013 with such modifications as may be made from time to time being in force.

**For Nagarjuna Ayurvedic Centre Limited**

Nagarjuna Ayurvedic Centre Ltd. KALADY KERALA, INDIA PH 91 484-2463350 OKKAL-683 550

**V.G. Devadas Namboodiripad**
Chairman & Whole time Director
(DIN: 00040466)

Place: Thodupuzha
Date: 31/08/2026

# NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8,2020, April 13, 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. Particulars pertaining to manner and process of log in is contained in this notice.
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 authorised 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-nacl@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, DMIT, Mob.9961883232, R&T Agent/Technology Provider.
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-nacl@nagarjunaayurveda.in latest on or before 16th September 2026.
10. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
11. The statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the special business set out above is annexed.
12. 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 registered office, III/274, ALAKODE, KALAYANTHANI P O, THODUPUZHA, IDUKKI, Kerala,

India, 685558, Phone 9961895500,E mail shares-nacl@nagarjunaayurveda.in. This would also enable those shareholders to cast their votes for the items to be transacted in the Annual General Meeting of the Company.

13. 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).
14. Relevant documents referred to in this Notice and the explanatory statement shall be available for inspection by Members electronically and/or at the registered office of the Company during business hours up to and including the date of the AGM, subject to applicable law.

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

**Meeting link: https://meet.google.com/dbm-osez-mtn**

**Meeting ID: dbm-osez-mtn**

**Passcode: 217 605 132#**

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

i. Install the Google Meet application on the laptop, desktop or mobile phone in advance. Installing it on the day of the Meeting causes delay.
ii. Click the link received by email. Alternatively, open the application, select Join a Meeting, and enter the Meeting ID and passcode given above.
iii. Members will first be placed in the waiting room and will be admitted after the name is matched with the Register of Members.
iv. Members are requested to join at least 10 minutes before the scheduled time so that the verification is completed before the Meeting commences

# ANNEXURE TO THE NOTICE

Additional disclosure regarding the Director proposed for re-appointment

Disclosure under Secretarial Standard-2 –

| Particulars | Information | Information | Information |
|---|---|---|---|
| Name | Ms. PUZHAKKARA CHENNAS LEENADEVADAS (DIN: 00040739), | Mr. PALLATHERI NAMBI NAMBOODIRI (DIN: 01859742), | Dr. K. Krishnan Namboori (DIN: 06429848) |
| Age | 65 Years | 55 Years | 60 Years |
| Qualifications | Degree | BAMS | BAMS |
| Experience | 29 years | 25 years | 33 years |
| Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid | As per Item 2 | As per Item 3 | As per Item 4 |
| Remuneration last drawn | Rs.10000/- (Consultancy) | Nil | 12,46,000/- |
| Date of first appointment on Board | 22.10.2012 | 10.12.2007 | 20.11.2012 |
| Shareholding in company | 51.69 % of equity share capital. 15.23% of preference share capital | Nil | 1.79% preference share capital |
| Relationship with other Directors | Wife of Mr. V G Devadas Namboodiripad and Mother of Ms. Aparna Devadas | NIL | NIL |
| Number of Meetings of Board attended | 14 | 14 | 14 |
| Other Directorships<br><br>Memberships /Chairmanships of Committees **of other Boards**<br>**NIL** | Other Directorships: NAGARJUNA AYURVEDIC RETREAT PRIVATE LIMITED – Director. Memberships/Chairmanships of Committees **of other Boards:** NIL | Other Directorships: COUNTERFEIT DETECTION TECHNOLOGIES PRIVATE LIMITED - Director Memberships/Chairmanships of Committees **of other Boards:** NIL | Other Directorships: NIL Memberships/Chairmanships of Committees **of other Boards:** NIL |

Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the special business set out above is annexed.

## ITEM 4

Dr. K. Krishnan Namboori (DIN 06429848), Whole-time Director was reappointed at the annual general meeting held on 30.09.2023 as a whole-time director for a period of 3 years w.e.f 21.11.2022. His reappointment is now due on 21.11.2025.

The Board considers the continuation of appointment of Dr. K. Krishnan Namboori as whole time director to be beneficial to the interests of the Company, considering his long experience and the services being rendered by him and therefore recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the members.

None of the directors or their relatives are concerned or interested in the said resolution.

Documents pertaining to items in special business can be inspected at the registered office during working hours up to and including the date of the Annual General Meeting as well as electronically.

# DISCLOSURES AS PER SCHEDULE V:

## General Information:

a) Nature of industry: Ayurveda
b) Date or expected date of commencement of commercial production: NA
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
d) Financial performance based on given indicators: As per Financials
e) Foreign investments or collaborations, if any: Nil

## Information about the appointee:

a) Background details: As disclosed in **Disclosure as per Secretarial Standard 2 and explanatory statement**
b) Past remuneration: As disclosed in **Disclosure as per Secretarial Standard 2**
c) Recognition or awards: Nil
d) Job profile and his suitability: The incumbent has vide industry experience and his appointment would be as per industry standards
e) Remuneration proposed: as per respective resolution
f) 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 respect to the country of his origin): comparable to industry structure
g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: as disclosed in explanatory statement

## III. Other information:

a) Reasons of loss or inadequate profits: Company made profits but are inadequate
b) Steps taken or proposed to be taken for improvement: Company has taken steps to increase sales and reduce cost
c) Expected increase in productivity and profits in measurable terms: The company expects10% growth in sales and 10% growth in profitability

For Nagarjuna Ayurvedic Centre Limited

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