

## NAGARJUNA HERBAL CONCENTRATES LTD.

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CIN - U24239KL1986PLC004504



### NOTICE

NOTICE is hereby given that the 36<sup>th</sup> Annual General Meeting of NAGARJUNA HERBAL CONCENTRATES LTD. will be held on **Friday, the 30<sup>th</sup> day of September 2022 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 2022, 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, 2022 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  
26,48,000 Equity Shares @ of ₹1.50 per share absorbing an amount of ₹3972000/-.

#### SPECIAL BUSINESS

4. **Change in the Remuneration Terms of Sri. Michael Joseph K, Whole Time Director designated as Executive Director (DIN 001267657)**

**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 any other applicable provisions of the Companies Act, 2013 and the rules made there under (including and statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act and Articles of Association of the company, the consent of the shareholders be and is hereby accorded to pay incentive to Sri. Michael Joseph K, Whole Time Director designated as Executive Director (DIN 001267657) as under in addition to the existing remuneration terms for a period from 01.04.2021 to 31.03.2022 subject to the limits mentioned in Schedule V:

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 “

5. **To Revise the 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 any other applicable provisions of the Companies Act, 2013 and the rules made there under (including and statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act and Articles of Association of the company, 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 01.04.2022 as detailed below upto the conclusion of his term ie 14.10.2024, subject to the limits mentioned in Schedule V.”

A) Salary - Rs. 2,25,000/- (Rupees Two Lakhs Twenty Five 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:

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

D) 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. To Revise the remuneration of Sri. Michael Joseph K , Whole Time Director designated as Executive Director (DIN 001267657)**

**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 any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the company, 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 01.04.2022 as detailed below upto the conclusion of his term ie 02.03.2024, subject to the limits mentioned in Schedule V”

A) Salary - Rs 2,05,000/- (Rupees Two Lakhs and Five 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.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.

**7. 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 01.04.2022 and ending on 31.03.2023. 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  
22.08.2022

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

**Item 2**

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

<b>Particulars</b>	<b>Information</b>
Name	V. G. Devadas Namboodiripad (DIN-00040466)
Age	69 yrs.
Qualifications	BA
Experience	37 years experience in the Business Field.
Terms and Conditions of appointment and details of remuneration	As per item no.2
Remuneration last drawn	Nil
Date of first appointment on Board	01.09.1986
Shareholding in company	838460 (as on 31 <sup>st</sup> March, 2022)
Relationship with other Directors	Brother of V. G. Jathavedan Namboodiripad
Number of Meetings of Board attended	For FY : 7
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: <b>1. NIL</b>

**Item No.4 & 6**

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

<b>Particulars</b>	<b>Information</b>
Name	Michael Joseph K (DIN 01267657)
Age	52 yrs.
Qualifications	ICWA, LLB
Experience	25 years of experience in the Business Field.
Terms and Conditions of appointment and details of remuneration	As per item no.3 and 5
Remuneration last drawn	Rs. 1,85,000/- PM
Date of first appointment on Board	15.10.2012
Shareholding in company	73120 (As on 31.03.2022)
Relationship with other Directors	Nil
Number of Meetings of Board attended	For FY :7
Other Directorships, Memberships/Chairmanships of Committees of other Boards	Other Directorships: 1. PLN Herbal Health Private Ltd  Memberships/Chairmanships of Committees of other Boards: Nil

The Board at its meeting held on 30.03.2022 had approved payment of incentive to Mr.Michael Joseph K. for the period 01.04.2021-31.03.2022 and an increase in remuneration from 01.04.2022 upto the conclusion of his term on 02.03.2024 taking into consideration his outstanding performance in bringing the company to great heights.

The Board of Directors therefore proposes the resolution at item 3 and 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) Background 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 respect to the country of his origin) - As per industry standards
- (7) Pecuniary relationship directly or Indirectly with the company, or relationship With the managerial personnel, if any - Other than his appointment no other Pecuniary relationship with company or managerial personnel

**III Other Information:**

- (1) Reasons of Loss or inadequate 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 expects 10% growth in sales and 20% growth in profitability

**Item No.5**

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

<b>Particulars</b>	<b>Information</b>
Name	V. G. Jathavedan Namboodiripad (DIN -00040581)
Age	62 yrs.
Qualifications	ICWA Inter,
Experience	32 years experience in the Business Field.
Terms and Conditions of appointment and details of remuneration	As per item no. 4
Remuneration last drawn	Rs. 2,00,000/- PM
Date of first appointment on Board	28.12.1998
Shareholding in company	18478 (as on 31 <sup>st</sup> March, 2022)
Relationship with other Directors	Brother of Vadakkilom Godan Namboodiripad Devadas Namboodiripad
Number of Meetings of Board attended	For FY : 7
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 30.03.2022 had approved an increase in remuneration from 01.04.2022 upto the conclusion of his term on 14.10.2024 taking into consideration his outstanding performance in bringing the company to great heights.

The Board of Directors therefore proposes the resolution at item 4 for the approval of members

Except V. G. Jathavedan Namboodiripad, V. G. Devadas Namboodiripad 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   |

- |  |  |
|--|--|
| <p>II Information about the appointee</p> <p>1. Background details</p> <p>2. Past remuneration</p> <p>3. Recognition or awards</p> <p>4. Job profile and his suitability</p> <p>5. Remuneration proposed</p> <p>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 respect to the country of his origin)</p> <p>7. Pecuniary relationship directly or Indirectly with the company, or relationship With the managerial personnel, if any -</p> | <p>- Information is mentioned in resolution and explanatory statement</p><br><p>- As per industry standards</p> <p>- He is the Brother of Mr. V. G. Jathavedan Namboodiripad. Other than his appointment no other Pecuniary relationship with company or managerial personnel.</p> |
| <p>II Other Information:</p> <p>1. Reasons of Loss or inadequate profits</p> <p>2. Steps taken or proposed to be taken For improvement</p> <p>3. Expected increase in productivity And profits in measurable terms</p>   | <p>- Company made profits but are inadequate</p> <p>- Company has taken steps to increase sales and reduce cost</p> <p>The company expects 10% growth in sales and 20% growth in profitability</p>   |

**Item No.7**

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, 2023. 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  
22.08.2022

Note:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 05.05.2022, 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 23.09.2022.
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, 2022 to September 30, 2022 (both days inclusive).
12. The Dividend, if declared at the meeting will be paid on or after 30.09.2022, subject to deduction of tax at source.
13. 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 avoided delay / default.
14. Pursuant to Finance Act, 2020, Dividend Income will be taxable in the hands of Share Holders w.e.f. April 01, 2020 and the Company is required to deduct tax at the source from dividend paid to share holders at the prescribed rates. For the prescribed rates for various categories, the Share Holders are requested to refer to the Finance Act, 2020 and amendments thereof.
15. The Share Holders are requested to update their PAN with the Company (in case of Shares held in physical mode) and depositories (incase of shares held in demat mode)
16. A resident individual share holder 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 reduction of tax at source by **15th October 2022**. Share holders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

17. Non resident share holders 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 10 F, any other document which may be required to avail the tax treaty benefits by **15th October 2022**.
18. 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 23.09.2022;
  - ii. To all Members in respect of shares held in physical form as at the close of business hours on 23.09.2022;

For and on behalf of the Board

Sd/-

V. G. Jathavedan Namboodiripad  
Managing Director  
(DIN 00040581)

Thodupuzha  
22.08.2022