

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EXTRA GENERAL MEETING OF THE MEMBERS OF NATURAL BIOCON (INDIA) LIMITED WILL BE HELD ON THURSDAY, 23RDMAY, 2024 AT 02:00 P.M. AT 1007, SANKALP ICONIC, OPP. VIKRAM NAGAR, ISCON TEMPLE CROSS ROAD, S. G. HIGHWAY, AHMEDABAD, AHMEDABAD, GUJARAT, INDIA, 380054, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM: 1 INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members be and is hereby accorded, the Authorised Share Capital of the Company be and is hereby increased from the existing Rs.12,00,00,000 (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crores Twenty Lacs) Equity Shares of Re.10/- each to Rs. 30,00,00,000 (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Re.10/- each by addition of Rs. 18,00,00,000 (Rupees Eighteen Crores only) divided into 1,80,00,000(One Crores Eight Lacs) Equity Shares of Rs. 10/- each.”

“RESOLVED FURTHER THAT any of the director of the company be and is hereby authorized to all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution.”

ITEM: 2 ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 13 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), the approval of the members be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company by the following:

V. "The Authorized Share Capital of the Company is Rs. 30,00,00,000 (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Re.10/- each.”

“RESOLVED FURTHER THAT any of the director of the company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution.”

ITEM: 3 TO APPROVE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION IN CASH

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a

Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”), (iv) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (‘SEBI’), Reserve Bank of India (‘RBI’), stock exchange and/or any other statutory/regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (herein after referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 1,44,10,000 equity shares of the Company of face value of Rs.10/- each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to non-promoters at a price of Rs.13.50/- (including premium of Rs.3.50/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration in cash, total consideration of Rs.19,45,35,000/- (Rupees Nineteen crores Forty Five Lacs Thirty Five Thousand Only) on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

Sr. No	Name of the Proposed allottee	Nature of persons who are the ultimate beneficial Owner	Equity Shares proposed to be allotted	Category	Allottee is QIB/MF/FI/Trust/Banks
1	Aarnah Capital Advisors Private Limited	(i) Archana Mathur (i) Zylo Enterprises Private Limited (a) Nitin Minocha (b) Ritu Minocha	25,00,000	Non-Promoter	Not applicable
2	Aventez Media & Technologies Limited	(i) Rishabh Shashikant Nirbhavne (ii) Ram Ashish Nandlal Gupta (iii) Nitin Minocha (iv) Ritu Minocha (v) Rajendra Dattaram Korde	25,00,000	Non-Promoter	Not applicable
3	Copo Holdings Private Limited	(i) Yogesh Kale (ii) Sanjay Dattaram Khanvilkar (iii) Sanjay Ravi Saha (iv) Binarycode IT and	25,00,000	Non-Promoter	Not applicable

		Consulting Private Limited (a) Karan Prakash Gaikwad (b) Bhiwa Waghoji Tambe (v) Dev Ganpat Pawar (vi) Avinash Maruti Surovase (vii) Sagar Rajkumar Rajbhar (viii) Synematic Media and Consulting Private Limited (a) Anand V. Mode (b) Pramod R. Sharma			
4	MNDM Business Point Private Limited	(i) Rishabh Shashikant Nirbhavne (ii) Ram Ashish Nandlal Gupta	25,00,000	Non-Promoter	Not applicable
5	Rich Pockets Online Services Limited	(i) Sejal Shah (ii) Hashmukh Shah (ii) Zylo Enterprises Private Limited (a) Nitin Minocha (b) Ritu Minocha	24,00,000	Non-Promoter	Not applicable
6	Satyasur Marketing Private Limited	(i) Sattar Singh Solanki (ii) Suraj Satyadev Singh	20,00,000	Non-Promoter	Not applicable
7	Premal Vaishnav	Individual	10,000	Non-Promoter	Not applicable

“RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 23rd April, 2024, being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of:
 - (i) date of the approval of this special resolution passed; or
 - (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in- principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- b) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
- c) No partly paid-up Equity Shares shall be issued and allotted;
- d) Allotment of the Equity Shares shall only be made in dematerialized form;
- e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;

f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of consideration in cash; and

g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

“RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from Mr. Brajesh Gupta (Practicing Company Secretary) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Arunkumar Dashrathbhai Prajapati, Managing Director and /or Mr. Gopal Navinchandra Trivedi, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**By order of the Board of Directors,
Natural Biocon(India) Limited
Sd/-
Arunkumar Dashrathbhai Prajapati
Managing Director
DIN- 08281232**

Date: 30th April, 2024

Place: Gujarat

Registered Office: 1007, Sankalp Iconic, Opp. Vikram Nagar,

Iscon Temple Cross Road, S. G. Highway,

Ahmedabad, Gujarat, India, 380054

CIN: L24299GJ1992PLC018210

Website:www.naturalbiocon.com

Email: naturalbiocon@gmail.com

NOTES:

- 1) An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
- 2) A Member Entitled to Attend and Vote at the EOGM is Entitled to appoint a proxy to attend and vote in the Meeting instead of himself /herself, and the Proxy Need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the Company.
- 3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- 4) The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the EOGM is enclosed.
- 5) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 6) Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the EOGM.
- 8) The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EOGM.
- 9) Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
- 10) Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
- 11) With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Notice is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s).
- 12) As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Depository. Voting through ballot paper will also be made available at the EOGM.
- 13) **Mr. Brajesh Gupta, Practicing Company Secretary** (Membership No. 33070; COP: 21306) has been appointed as the scrutinizer to act as scrutinizer for the purpose of Extra Ordinary General Meeting (Remote E-voting and Ballot Voting in EOGM).
- 14) The Securities and Exchange Board of India (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).

15) All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the EOGM.

16) The shareholder needs to furnish the printed 'attendance slip' and shall show a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the EOGM venue.

17) As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs.

18) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **16th May, 2024**.

19) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e., 16th May, 2024 may sending a request at naturalbiocon@gmail.com.

20) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the EOGM through ballot paper.

21) The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EOGM.

22) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 2 working days of the conclusion of the EOGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

23) The Results of EOGM voting will be declared along with the report of the Scrutinizer on or before 25th May, 2024 and shall be placed on the website of the Company www.naturalbiocon.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

1. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its members the facility of 'remote e- voting' (e-voting from a place other than venue of EGM) to exercise their right to vote at the Extra-Ordinary General Meeting (EOGM) by electronic means. The business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The facility of voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of EOGM. Only those members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EOGM.

The Company has appointed Mr. Brajesh Gupta, Proprietor of M/s Brajesh Gupta & Co., Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the process at the EOGM in a fair and transparent manner.

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Monday, 20th May, 2024 (9.00 am) and ends on Wednesday, 22nd May, 2024 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 16th May, 2023 may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e- Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>

	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the e-Voting is in progress during or before the EOGM.
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- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p>
	<p>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period or joining virtual meeting & voting during the meeting</p>

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. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service Provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. CDSL and NSDL

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.
- (1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (2) Click on Shareholders.
 - (3) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (4) Next enter the Image Verification as displayed and Click on Login.
 - (5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (7) After entering these details appropriately, click on "SUBMIT" tab.
- (8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (9) For Shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (10) Click on the EVSN for the NATURAL BIOCON (INDIA) LIMITED
- (11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (13) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(17) Facility for Non – Individual Shareholders and Custodians –Remote Voting

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and

- Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; naturalbiocon@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (18) If you have any queries or issues regarding attending EOGM & e-Voting from the e- Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

IMPORTANT NOTES:

1. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of notice of EOGM i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 26TH April, 2024, may obtain the login ID and password by sending a request to the Company’s RTA at mcsahmd@gmail.com.

The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper / Polling Paper” for all those members who are present at the EOGM but have not cast their votes by availing the remote e-voting facility / ballot form. The facility for Voting at meeting venue shall be decided by the company i.e. “remote e-voting” or “Ballot Paper/ Polling Paper”.
2. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

ITEM NO. 1 & 2 INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Your Board at its meeting held on 30th April, 2024 subject to the approval of the shareholders, and receipt of such other statutory/ regulatory approvals, as may be required, has proposed to increase the Authorised Capital of the Company by addition of Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) in the Authorised Capital of the company i.e. from Rs. 12,00,00,000 (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crores Twenty Lacs) Equity Shares of Re.10/- each to Rs. 30,00,00,000 (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Re.10/- each.

Considering the requirements of funds and, it is therefore considered necessary to increase the Authorized Share Capital of the Company from present Authorised Capital of Rs. 12,00,00,000 (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crores Twenty Lacs) Equity Shares of Re.10/- each to Rs. 30,00,00,000 (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Re.10/- each by creation of additional Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided in to 1,80,00,000(One Crores Eighty

Lacs) Equity Shares of Re. 10/- each.

The Proposed resolution under this item No. 1&2 seeks to obtain Members' approval to alter Clause V as mentioned in the Memorandum of Association of the Company. The proposed increase in the Authorized Share Capital requires the approval of Members. Consequent upon increase in the Authorized Share Capital, the Capital Clause of Memorandum of Association will require alteration so as to reflect the increased Authorized Share Capital.

The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval.

Copy of the Altered Memorandum and Articles of Association of the Company with the proposed amendment will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days between 11:00 A.M. to 01:00 P.M.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Resolutions at Item No. 1 &2 of the Notice except to the extent of their shareholding.

ITEM NO. 03: TO APPROVE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION INCASH:

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are asunder:

- 1. Objects of this issue:**
To raise funds for working capital needs.
- 2. Intent of Promoters Directors/Key Management Persons to subscribe to the preferential issue:**
None of the promoters/ directors/ key management personnel of the Company intend to subscribe in the proposed issue of Equity Shares.
- 3. Maximum number of specified securities to be issued:**
The Company intends to issue a maximum of 1,44,10,000 equity shares of face value Re. 10/- per share at a price of Rs. 13.50/- (including premium of Rs. 3.50/- per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations,2018.
- 4. The shareholding pattern before and after completion of the proposed preferential issue would be as under:**

Sr. No	Category	Pre-Issue		PostIssue	
		No. of Shareholder	%ofshare holding	No. of Shareholder	%ofshare holding
A	Promoters' holding:				
	Individual	24,13,000	21.22	24,13,000	9.36
	Bodies Corporate	0	0.00	0	0.00

	Sub Total(A)	24,13,000	21.22	24,13,000	9.36
B	Non-Promoters' holding:				
	Individual	8518108	74.90	85,28,108	33.08
	Bodies Corporate	96226	0.85	1,44,96,226	56.22
	Others[including HUF,NRI,IEPF Authorities, Clearing Member etc.]	345466	3.03	3,45,466	1.34
	Sub Total(B)	8959800	78.78	2,33,69,800	90.64
	GRANDTOTAL(A+B)	11372800	100.00	2,57,82,800	100.00

5. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15(fifteen) days from the later of:

- date of the approval of this special resolution; or
- receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

6. The Identity of the proposed Allottee and the percentage of post preferential issue Capital that may be held by them:

Sr. No	Name of the proposed Allottee	The natural persons who are ultimate beneficial owner	Pre-issue			Number of Shares proposed to be allotted	Post-Issue		
			Category (Promoter / Non-Promoter)	No. of Shares	Percentage holding (%)		Category(Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)
1	Aarnah Capital Advisors Private Limited	Bodies Corporate	Non-Promoter	0	0.00	25,00,000	Non-Promoter	25,00,000	9.70
2	Aventez Media & Technologies Limited	Bodies Corporate	Non-Promoter	0	0.00	25,00,000	Non-Promoter	25,00,000	9.70
3	Copo Holdings Private Limited	Bodies Corporate	Non-Promoter	0	0.00	25,00,000	Non-Promoter	25,00,000	9.70
4	MNDM Business Point Private Limited	Bodies Corporate	Non-Promoter	0	0.00	25,00,000	Non-Promoter	25,00,000	9.70
5	Rich Pockets Online Services Limited	Bodies Corporate	Non-Promoter	0	0.00	25,00,000	Non-Promoter	25,00,000	9.70
6	Satyasur Marketing Private Limited	Bodies Corporate	Non-Promoter	0	0.00	20,00,000	Non-Promoter	20,00,000	7.76
7	Premal Vaishnav	Individual	Non-Promoter	0	0.00	10,000	Non-Promoter	10,000	0.04

7. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement (if any) subject to approval by the board of directors of the Company.

8. Change in the control, if any:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment.

9. Price of the issue: -

The offer price of equity shares of face value Re.10/- (Rupees Ten only) per equity share is Rs. 13.50/- (Rupees Thirteen and Fifty Paise Only) per share (including premium of Rs. 3.50/- per share) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer is available at the registered office of the Company for your review and is placed on the website of the Company at www.naturalbiocon.com

10. Relevant Date:

The Relevant Date on the basis of which the price of the Proposed issue of equity shares on preferential basis is determined is 23rd April, 2024.

11. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Brajesh Gupta (ACS: 33070, CP 21306) of M/s. Brajesh Gupta & Associates, Practicing Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: www.naturalbiocon.com

12. Undertakings

- a) The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- b) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- c) The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

13. Willful Defaulter or Fraudulent Borrower

Neither the issuer nor any of its promoters or directors are willful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board recommends the Special Resolution set out at Item No.03 of the Notice for approval of Members.

**By order of the Board of Directors,
Natural Biocon(India) Limited
Sd/-
Arunkumar Dashrathbhai Prajapati
Managing Director
DIN- 08281232**

Date: 30thApril, 2024

Place: Gujarat

**Registered Office: 1007, Sankalp Iconic, Opp. Vikram Nagar,
Iscon Temple Cross Road, S. G. Highway,
Ahmedabad, Gujarat, India, 380054
CIN: L24299GJ1992PLC018210
Website:www.naturalbiocon.com
Email: naturalbiocon@gmail.com**

**Form No. MGT-11,
Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id:	Folio No /Client ID:	DP ID:

Name:	E-mail Id:
Address:	
Signature, or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on AT **1007, Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad, Gujarat, India, 380054**, on **Thursday 23rd May, 2024 at 02:00 P.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	Increase In Authorised Share Capital Of The Company		
2.	Alteration Of The Capital Clause In The Memorandum Of Association Of The Company		
3.	To Approve Issue Of Equity Shares Of The Company On Preferential Basis For Consideration in Cash		

***Applicable for investors holding shares in electronic form.**

Signed this__ day of __2024

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder Across Revenue Stamp

Affix Revenue
Stamps

Note:

- 1)This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2)The proxy need not be a member of the company.

ATTENDANCE SLIP

(Full name of the member's attending _____)

(In block capitals)

Ledger Folio No./Client ID No. No. _____ of shares held:

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting of the Natural Biocon (India) Limited at 1007, Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad, Gujarat, India, 380054, on Thursday 23rd May, 2024 at 02:00 P.M.

(Member's /Proxy's Signature)

Note:

1) Members are requested to bring their copies of the Notice to the meeting, since further copies will not be available.

2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

POLLING PAPER (FORM MGT-12)

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: NATURAL BIOCON (INDIA) LIMITED		
Registered Office: 1007, Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad, Gujarat, India, 380054		
CIN: L24299GJ1992PLC018210		
BALLOT PAPER		
S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares
5.	Number of Shares Held	

I hereby exercise my vote in respect of Ordinary/Special Resolutions numerated below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item No.	Type of Resolution	No. of Shares held by me	I assent to the Resolution	I dissent from resolution
1	Increase In Authorised Share Capital Of The Company	Ordinary			
2	Alteration Of The Capital Clause In The Memorandum Of Association Of The Company	Ordinary			
3	To Approve Issue Of Equity Shares Of The Company On Preferential Basis For Consideration in Cash	Special			

Place: Gujarat

Date:

(Signature of the shareholder)
(*as per Company records)

ROUTE MAP OF EOGM



Registered Office: 1007, Sankalp Iconic, Opp. Vikram Nagar,
Iscon Temple Cross Road, S. G. Highway,
Ahmedabad, Gujarat, India, 380054
CIN: L24299GJ1992PLC018210
Website:www.naturalbiocon.com
Email: naturalbiocon@gmail.com