

NOTICE

OF THE THIRTY-FIFTH ANNUAL GENERAL MEETING

Notice is hereby given that the 35th (Thirty-Fifth) Annual General Meeting ("AGM") of the Members of Shri Ahimsa Naturals Limited ("the Company") will be held on Tuesday, September 30, 2025 at 2:30 P.M. (IST) at the Registered Office of the company situated at E- 94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007, Rajasthan to transact the below businesses:

ORDINARY BUSINESS:

1. To consider, review and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, prepared on Standalone and Consolidated basis and the reports of the Board of Directors and Auditors thereon.

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

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon laid before this meeting be and are hereby considered and adopted."

2. To consider and re-appoint Mr. Dipak Kumar Jain (DIN: 01217721), who retires by rotation and being eligible seeks re-appointment.

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 152 of the Companies Act, 2013, the rules made thereunder and other applicable provisions, if any (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Mr. Dipak Kumar Jain (DIN: 01217721) who retires at this Thirty-Fifth Annual General Meeting, offers himself for re-appointment, be and is hereby approved to be re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To consider and ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2026.

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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any

statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Rajesh & Company, Cost Accountants (FRN: 000031) appointed by the Board of Directors of the Company on the recommendation of the Audit Committee as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2025-26, be paid a remuneration of ₹ 30,000 (Rupees Thirty Thousand only) excluding applicable taxes and out of pocket expenses, if any as incurred in connection with the aforesaid audit be and is hereby confirmed, ratified and approved."

4. To consider and approve the appointment of M/s. ARMS And Associates LLP as Secretarial Auditors 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 204(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of Audit Committee and the Board of Directors, M/s. ARMS And Associates LLP, Practicing Company Secretaries, Jaipur, (Firm Registration No.: P2011RJ023700, a Peer Reviewed firm, be and is hereby appointed as the Secretarial Auditors to carry out the Secretarial Audit of the Company for the first term of 5 years from the conclusion of this Annual General Meeting, at such remuneration as may be approved by the Board of Directors from time to time."

5. To consider and approve the re-appointment of Mr. Nemi Chand Jain (DIN: 00434383), as Managing Director of the company.

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

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and regulation 17(6)(e) or such other regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), on the

recommendation of the Nomination and Remuneration Committee, and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the Company be and is hereby accorded to approve the re-appointment of Mr. Nemi Chand Jain (DIN: 00434383) who has crossed the age of 70 years as Managing Director of the Company with effect from July 01, 2026 to June 30, 2029 with liberty to the Board of Directors [which term shall include the Nomination and Remuneration Committee ("NRC")] to alter and vary the terms and conditions of the said reappointment as it may deem fit."

Nature of Duties	The Managing Director (also acting as Chairman) shall, devote his whole time and attention to the business and operations of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its subsidiaries and/or associated companies, including performing duties as assigned by the Board from time to time by serving on the boards of such companies or any other executive body or any committee of such a company.
Salary inclusive of all allowances	Not exceeding ₹ 500.00 Lakhs Per Annum or as may be decided by the Board of Directors including monthly remuneration and bonus paid, if any.
Perquisites in addition to salary	<ol style="list-style-type: none"> 1. Medical/Hospitalization Expenses Reimbursement of Expenses incurred for the appointee and the family in accordance with the rules of the company. 2. Leave Travel Concession: Leave Travel Concession for self and family in accordance with the rules of the company. 3. Club Fees: Fees of Clubs subject to maximum of two clubs, admission and life membership fees to be paid as per rules of the Company. 4. Personal Medical/ Accident Insurance etc.: Coverage for Personal Medical/ Accident Insurance/ Keyman Insurance or any other coverage as per rules of the Company and annual premium for the same to be paid by the company. <p>Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.</p> <p>Notes: For the purpose of perquisites stated herein above, family means spouse, dependent children and dependent parents of the appointee.</p> <p>Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule. Perquisites shall be evaluated at actual cost.</p>
Retirement Benefits	<ol style="list-style-type: none"> 1. Company's Contribution towards Provident Fund, Super-annuation fund or Annuity Fund shall be as per the Rules of the Company and this amount shall 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 shall be in accordance with the rule of the company. 3. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be en-cashable of leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.
Other benefits	<ol style="list-style-type: none"> 1. The Company shall provide him with car, expenses relating to fuel, maintenance and driver will be reimbursed on actuals. Further the Company shall also provide telephones and other communication facility (for official business). 2. Such other benefits as may be decided by the Board or its Committee from time to time.
Minimum Remuneration	In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall remunerate by way of salary, perquisites or any other allowance as specified above. Apart from the remuneration aforesaid, he shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.

6. To consider and approve the re-appointment of Mr. Amit Kumar Jain (DIN 00434515), as Whole-Time Director of the company.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and regulation 17(6)(e) or such other regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment

thereof, for the time being in force), on the recommendation of the Nomination and Remuneration Committee, and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the company be and is hereby accorded to re-appoint Mr. Amit Kumar Jain (DIN 00434515) as Whole-Time Director of the Company, for a period of 3 (Three) years from July 01, 2026 to June 30, 2029 with liberty to the Board of Directors [which term shall include the Nomination and Remuneration Committee ("NRC")] to alter and vary the terms and conditions of the said reappointment as it may deem fit.

Nature of Duties	The Whole-Time Director (also acting as CFO) shall, devote his whole time and attention to the business and operations of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its subsidiaries and/or associated companies, including performing duties as assigned by the Board from time to time by serving on the boards of such companies or any other executive body or any committee of such a company.
Salary inclusive of all allowances	Not exceeding ₹ 500.00 Lakhs Per Annum or as may be decided by the Board of Directors including monthly remuneration and bonus paid, if any.
Perquisites in addition to salary	<ol style="list-style-type: none"> 1. Housing: He shall be entitled to Rent Free Furnished Accommodation and the same will be valued as per Income Tax Rules, 1962. 2. Expenditure incurred by the company on Gas, Electricity, Water etc. will be valued as per Income Tax Rules, 1962. 3. Medical/Hospitalization Expenses Reimbursement of Expenses incurred for the appointee and the family in accordance with the rules of the company. 4. Leave Travel Concession: Leave Travel Concession for self and family in accordance with the rules of the company. 5. Club Fees: Fees of Clubs subject to maximum of two clubs, admission and life membership fees to be paid as per rules of the Company. 6. Personal Medical/ Accident Insurance etc.: Coverage for Personal Medical/ Accident Insurance/ Keyman Insurance or any other coverage as per rules of the Company and annual premium for the same to be paid by the company. <p>Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.</p> <p>Notes: For the purpose of perquisites stated herein above, family means spouse, dependent children and dependent parents of the appointee.</p> <p>Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule. Perquisites shall be evaluated at actual cost.</p>
Retirement Benefits	<ol style="list-style-type: none"> 1. Company's Contribution towards Provident Fund, Super-annuation fund or Annuity Fund shall be as per the Rules of the Company and this amount shall 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 shall be in accordance with the rule of the company. 3. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be en-cashable of leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.
Other benefits	<ol style="list-style-type: none"> 1. The Company shall provide him with car, expenses relating to fuel, maintenance and driver will be reimbursed on actuals. Further the Company shall also provide telephones and other communication facility (for official business). 2. Such other benefits as may be decided by the Board or its Committee from time to time.
Minimum Remuneration	In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall remunerate by way of salary, perquisites or any other allowance as specified above. Apart from the remuneration aforesaid, he shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.

7. To consider the re-appointment Of Mr. Dipak Kumar Jain (DIN 01217721) as Whole-Time Director of the company.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), on the recommendation of the Nomination and Remuneration Committee, and subject to all other requisite

approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the company be and is hereby accorded to re-appoint Mr. Dipak Kumar Jain (DIN 01217721) as Whole-Time Director of the Company, for a period of 3 (Three) years from the expiry of his present term of office, that is, with effect from August 01, 2026 to July 31, 2029 with liberty to the Board of Directors [which term shall include the Nomination and Remuneration Committee ("NRC")] to alter and vary the terms and conditions of the said reappointment as it may deem fit.

Nature of Duties	The Whole-Time Director shall, devote his whole time and attention to the business and operations of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its subsidiaries and/or associated companies, including performing duties as assigned by the Board from time to time by serving on the boards of such companies or any other executive body or any committee of such a company.
Salary inclusive of all allowances	Not exceeding ₹ 25.00 Lakhs Per Annum or as may be decided by the Board of Directors including monthly remuneration and bonus paid, if any.
Perquisites in addition to salary	<ol style="list-style-type: none"> 1. Medical/Hospitalization Expenses Reimbursement of Expenses incurred for the appointee and the family in accordance with the rules of the company. 2. Leave Travel Concession: Leave Travel Concession for self and family in accordance with the rules of the company. 3. Club Fees: Fees of Clubs subject to maximum of two clubs, admission and life membership fees to be paid as per rules of the Company. 4. Personal Medical/ Accident Insurance etc.: Coverage for Personal Medical/ Accident Insurance/ Keyman Insurance or any other coverage as per rules of the Company and annual premium for the same to be paid by the company. <p>Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.</p> <p>Notes: For the purpose of perquisites stated herein above, family means spouse, dependent children and dependent parents of the appointee.</p> <p>Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule. Perquisites shall be evaluated at actual cost.</p>
Retirement Benefits	<ol style="list-style-type: none"> 1. Company's Contribution towards Provident Fund, Super-annuation fund or Annuity Fund shall be as per the Rules of the Company and this amount shall 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 shall be in accordance with the rule of the company. 3. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be en-cashable of leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.
Other benefits	<ol style="list-style-type: none"> 1. The Company shall provide him with car, expenses relating to fuel, maintenance and driver will be reimbursed on actuals. Further the Company shall also provide telephones and other communication facility (for official business). 2. Such other benefits as may be decided by the Board or its Committee from time to time.
Minimum Remuneration	In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall remunerate by way of salary, perquisites or any other allowance as specified above. Apart from the remuneration aforesaid, he shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.

By Order of the Board of Directors
for **Shri Ahimsa Naturals Limited**

Aayushi Jain

M. No: A55028

Company Secretary and Compliance Officer
Jaipur, September 03, 2025

Registered Office:

E-94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan

Tel.: 0141-2202482; Email: info@shriahimsa.com; Website: www.naturalcaffeine.co.in;

CIN: L14101RJ1990PLC005641

NOTES

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company (a copy of proxy form is attached). The instrument appointing the proxy should however be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. Pursuant to Section 113 of the Act, institutional/ corporate members are requested to send a duly certified copy of the board resolution authorizing their representative to attend and vote at the AGM before e-voting or attending the AGM to cs@shriahimsa.com
4. Members/ Proxies should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place.
5. Karta in case of HUF/proprietors in case of firm attending and voting should affix the respective stamp of HUF or firm on the attendance sheet, Polling paper or Proxy form.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the company.
8. Pursuant to the provisions of Section 91 of the Act and regulation 42 of the Listing Regulation, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 24 September 2025 to Tuesday, 30 September 2025 (both days inclusive).
9. Members seeking further information about the accounts are requested to write at least 7 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.
10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting has been annexed separately.
11. The details required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standards on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this AGM form part of the Notice as Annexure 1.
12. The Annual Report of the Company for the year ended March 31, 2025 along with Notice, process and manner of remote e-voting, Attendance Slip and Proxy form are being sent by e-mail to those Members who have registered their e-mail address with the Company or with their respective DP or Registrar and Share Transfer Agents of the Company. Members may note that this Notice and the 35th Annual Report will also be available on the Company's website viz. www.naturalcaffeine.co.in and website of the Stock Exchange where the shares of the Company are listed i.e. NSE Ltd. at www.nseindia.com.
13. Please note that except Members / Proxies / Representatives / Invitees of the Company, no other person shall be allowed to attend the Meeting at the Venue. Relatives and acquaintances accompanying Members will not be permitted to attend the Meeting at the venue.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement will be available for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. Tuesday, September 30, 2025. Members seeking to inspect such documents can send an e-mail to cs@shriahimsa.com.
15. In support of the Green Initiative, Members who have not yet registered their email addresses are kindly requested to do so with their respective Depository Participants (DPs) or with the Company's Registrar and Transfer Agent, Cameo Corporate Services Limited. Members holding shares in electronic form are requested to register or update their email addresses with their DPs, while those holding shares in physical form may register or update their email addresses directly with the Company or Cameo Corporate Services Limited.
16. Members are requested to
 - a) intimate to Cameo Corporate Service Limited Company, changes, if any, pertaining to their postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, in prescribed Form ISR-1 and other forms pursuant to SEBI

Circular No. SEBI HO /MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, in case of Shares held in physical form;

- b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialized form;
 - c) quote their folio numbers/Client ID/DP ID in all correspondence;
 - d) consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names; and
 - e) register their PAN with their Depository Participants, in case of Shares held in dematerialized form.
17. The members / investors may send their complaints/ queries, if any to the Company's Registrar and Share Transfer Agents' E-mail id: ipo@cameoindia.com or to the Company's designated/exclusive E-mail id: cs@shriahimsa.com.
 18. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA at the above-mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
 19. As per Regulation 40 of the Listing Regulations as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further SEBI vide its Circular dated January 25, 2022, has mandated that securities shall be issued only in dematerialized mode while processing duplicate / unclaimed suspense / renewal / exchange / endorsement / sub-division /consolidation/ transmission/transposition service requests received from physical securities holders. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize their shares held in physical form.
 20. In compliance with the provisions of Section 108 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL on all resolutions set forth in this Notice.
 21. Members holding physical shares may kindly note that if they have any dispute against the Company or

the registrar & share transfer agent (RTA) on delay or default in processing the request, they may file for arbitration with the stock exchanges in accordance with SEBI circular dated May 30, 2022.

22. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact RTA to seek guidance in the demat procedure. Members may also visit website of depositories viz. National Securities Depository Limited at <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited at <https://www.cdslindia.com/Investors/open-demat.html> for further understanding the demat procedure.
23. The Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting. A member may exercise his/her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the Rule. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL. The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

- I. The remote voting period begins on Saturday, 27 September 2025 at 09:00 A.M. (IST) and ends on Monday, 29 September 2025 at 05:00 P.M. (IST) 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) of Tuesday, 23 September 2025 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.
- 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<ol style="list-style-type: none"> 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 website for casting your vote during the remote e-Voting period.

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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

V. Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
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. Shareholders 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 e-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 Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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.

- VI. After entering these details appropriately, click on "SUBMIT" tab.
- VII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- VIII. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- IX. Click on the EVSN of the Shri Ahimsa Naturals Limited.
- X. 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.
- XI. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XII. 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.
- XIII. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XIV. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XV. 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.
- XVI. There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- XVII. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; cs@shriahimsa.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- 2) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 at toll free no. 1800 21 09911

Other Instructions

1. The Company has appointed Mr. Sandeep Kumar Jain, Designated Partner of M/s. ARMS & Associates LLP, Company Secretaries to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
2. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.
3. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.naturalcaffeine.co.in under the link Investor Relations and on the website of CDSL at www.evotingindia.com, immediately after the declaration of result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.

By Order of the Board of Directors
for **Shri Ahimsa Naturals Limited**

Aayushi Jain

M. No: A55028

Company Secretary and Compliance Officer
Jaipur, September 03, 2025

Registered Office:

E-94, RIICO Industrial Area Bagru Ext.,
Bagru, Jaipur-303007 Rajasthan
Tel.: 0141-2202482;
Email: info@shriahimsa.com; Website:
www.naturalcaffeine.co.in;
CIN: L14101RJ1990PLC005641

EXPLANATORY STATEMENT

[Pursuant to section 102(1) of the Companies Act, 2013 ("Act")]

Item No. 3 : To consider and ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2026

As per the provisions of Section 148 of the Companies Act, 2013 ("Act") read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to have an audit conducted of its cost records by a cost accountant in practice for products covered under the Rules. The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s Rajesh & Company, Cost Accountants (FRN: 000031), as the Cost Auditors to conduct the audit of the cost records of the Company for the FY 2025-26, at a remuneration of ₹ 30,000 (Rupees Thirty Thousand only) excluding applicable taxes and out of pocket expenses, if any as incurred in connection with the aforesaid audit.

In accordance with Section 148(3) of the Act, read with the Rules, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, the approval of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for FY 2025-26.

The Board commends ratification of remuneration of Cost Auditors, as set out in Item No. 3 of the Notice for approval by the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 4: To consider and approve the appointment of M/s. ARMS And Associates LLP as Secretarial Auditors of the Company

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provision of Listing Regulations (as amended from time to time), every listed entity are required to annex with its Board's Report, a report on Secretarial Audit issued by the Practicing Company Secretary.

Pursuant to the amendment made under the provisions of Regulation 24A of the Listing Regulations by SEBI vide its notification dated December 12, 2024 read with the SEBI Circular bearing reference no. SEBI/ HO/CFD/ CFDPoD-2/ CIR/P/2024/185 dated December 31, 2024 ("SEBI Circular"), a listed entity shall appoint/re-appoint Secretarial Auditor with the approval of the Member of the Company in its Annual General Meeting in the manner mentioned below:

- a) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- b) Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

Further, the SEBI has also prescribed the eligibility, qualifications and disqualifications of Secretarial Auditor in the said amendment and SEBI Circular.

Considering the experience, market standing, efficiency of the audit team and independence of M/s ARMS & Associates LLP ("ARMS"), Company Secretaries, the Board at its Meeting held on September 03, 2025, pursuant to the recommendation of the Audit Committee and subject to the approval of the Members of the Company, approved the appointment of ARMS as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30.

Besides the secretarial audit services, the Company may also obtain certifications from ARMS under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

ARMS & Associates LLP is a Jaipur-based professional services firm specializing with over 10 years of rich experience in Corporate Law, Securities Law and allied Regulatory compliance. Founded and managed by experienced Company Secretaries, ARMS has built a strong reputation as a trusted Secretarial Auditor for several listed and unlisted entities across industries. The firm offers comprehensive services including corporate governance advisory, due diligence, regulatory representations, and compliance management. With a team of qualified professionals and a commitment to ethical practices, ARMS has consistently delivered value-driven solutions tailored to client needs.

The Company has received the consent letter and eligibility certificate from ARMS to act as Secretarial Auditor of the Company. They have also affirmed that their proposed appointment, if approved, will be within the limits specified in the applicable laws. Furthermore, in terms of the amended regulations, ARMS has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

Accordingly, the Members' approval is sought for the appointment of ARMS as Secretarial Auditor of the Company in terms of the applicable provisions of the Act and Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5: To consider and approve the re-appointment Of Mr. Nemi Chand Jain (DIN: 00434383), as Managing Director of the company

The Shareholders at the 32nd Annual General Meeting held on September 30, 2022 had approved the re-appointment of Mr. Nemi Chand Jain (DIN: 00434383) Managing Director of the Company for a period commencing from July 01, 2023 to June 30, 2026, including the terms of remuneration payable to him and subsequently re-designated as Chairman cum Managing Director by the Board of Directors at their meeting held on January 06, 2023.

The tenure of Mr. Nemi Chand Jain, Managing Director, will expire on June 30, 2026. Further at the renewal date he will be over the age of 70 years and hence continuation of his employment as Managing Director required the approval of members by way of special resolution.

Justification pursuant to proviso of Section 196(3)(a) :

As Managing Director of the Company, Mr. Nemi Chand Jain has successfully led the Company from its inception and nurtured a strong leadership team and contributed to the business performance and growth of the Company. His rich experience, industry expertise and valuable insights have helped him lead the Company's transformation and growth projects. It becomes imperative to prioritize the continuity and stability of the current leadership. In recognition of his contributions and in the best interests of the Company, it is proposed to retain him in his current role as Managing Director.

Based on the performance evaluation, the Nomination and Remuneration Committee ("NRC") and the Board of Directors at their meetings held on September 03, 2025, have recommended the re-appointment of Mr. Nemi Chand Jain as the Managing Director of the Company for a further period of 3 years commencing from July 01, 2026 to June 30, 2029 on the terms and conditions including remuneration, as contained in this explanatory statement subject to the approval of the shareholders at the ensuing Annual General Meeting. It may be noted that there has been no change in the upper limit of the remuneration from the last appointment.

For details pertaining to brief resume of Mr. Nemi Chand Jain and the relevant details and disclosures, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, please refer to Annexure 1 & Annexure 2 attached with this Notice.

The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Nemi Chand Jain as Managing Director of the Company in terms of Section 190 of the Act. Mr. Nemi Chand Jain satisfies all the conditions set out in Part-I of

Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is neither disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred from holding the office of a Director by virtue of any order of SEBI or any other such Authority In accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, members' approval by way of Special Resolution is sought for his re-appointment as managing director and for payment of remuneration in excess of the limits prescribed under the said Section read with the said schedule, in case of inadequate profits in any financial year during this term of 3 years. Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the corresponding rules is given hereunder and the information not mentioned herein is provided under Annexure 2.

Save and except Mr. Nemi Chand Jain, Mr. Amit Kumar Jain and Mrs. Sumitra Devi Jain and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice

Item No. 6: To consider and approve the re-appointment Of Mr. Amit Kumar Jain (DIN 00434515), as Whole-Time Director of the company

Mr. Amit Kumar Jain (DIN 00434515) was appointed as a Whole-time Director of the Company for a period of 3 years on the remuneration and terms and conditions approved by the shareholders of the Company at 32nd Annual General Meeting held on September 30, 2022. Accordingly, his term as a Whole-time Director, will expire on June 30, 2026.

Mr. Amit Kumar Jain is also the Chief Financial Officer of the Company, he was re-designating to this position by the Board of Directors at their meeting held on January 06, 2023.

He has made important and sustained contributions to the Company's performance. His extensive experience, expertise and valuable insights have been instrumental in driving the Company's efforts towards transformation and growth. It becomes imperative to prioritize the continuity and stability of our current leadership. In recognition of his contributions and in the best interests of the Company, it is proposed to retain him in his current role as Whole- Time Director.

Based on the performance evaluation, the Nomination and Remuneration Committee ("NRC") and the Board of Directors at their meetings held on September 03, 2025, has recommended the re-appointment of Mr. Amit Kumar Jain as the Whole-time Director of the Company designated as "Executive Director and Chief Financial Officer" for a further period of 3 years commencing from July 01, 2026 to June 30, 2029 on the terms and conditions including remuneration, as contained in this explanatory statement subject to the approval of the shareholders at the ensuing Annual General

Meeting. It may be noted that there has been no change in the upper limit of the remuneration from the last appointment.

For details pertaining to brief resume of Mr. Amit Kumar Jain and the relevant details and disclosures, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, please refer to Annexure 1 & Annexure 2 attached to this Notice.

The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Amit Kumar Jain as Whole-time Director of the Company in terms of Section 190 of the Act. Mr. Amit Kumar Jain satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is neither disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred from holding the office of a Director by virtue of any order of SEBI or any other such Authority.

In accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, members' approval by way of Special Resolution is sought for the payment of remuneration in excess of the limits prescribed under the said Section read with the said schedule, in case of inadequate profits in any financial year during this term of 3 years. Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the corresponding rules is given hereunder and the information not mentioned herein is provided under Annexure 2.

Save and except Mr. Amit Kumar Jain, Mr. Nemi Chand Jain and Mrs. Sumitra Devi Jain and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice

Item No. 7: To consider the re-appointment Of Mr. Dipak Kumar Jain (DIN 01217721) as Whole-Time Director of the company

The Shareholders at the 33rd Annual General Meeting held on September 30, 2023 had approved the appointment of Mr. Dipak Kumar Jain as Whole-Time Director of the Company for a period of 3 (Three) consecutive years with effect from August 01, 2023 to July 31, 2026, including the terms of remuneration payable to him.

He has made important and sustained contributions to the Company's performance. His extensive experience, expertise and valuable insights have been instrumental in driving the Company's efforts towards transformation and growth. It becomes imperative to prioritize the continuity and stability of our current leadership. In recognition of his contributions and in the best interests of the Company, it is proposed to retain him in his current role as Whole-Time Director.

Based on the performance evaluation, the Nomination and Remuneration Committee ("NRC") and the Board of

Directors at their meetings held on September 03, 2025, has recommended the re-appointment of Mr. Dipak Kumar Jain as the Whole-time Director of the Company for a further period of 3 years commencing from August 01, 2026 to July 31, 2029 on the terms and conditions including remuneration, as contained in this explanatory statement subject to the approval of the shareholders at the ensuing Annual General Meeting. It may be noted that there has been no change in the upper limit of the remuneration from the last appointment.

For details pertaining to brief resume of Mr. Dipak Kumar Jain and the relevant details and disclosures, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, please refer to Annexure 1 & Annexure 2 attached to this Notice.

The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Dipak Kumar Jain as Whole-time Director of the Company in terms of Section 190 of the Act. Mr. Dipak Kumar Jain satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is neither disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred from holding the office of a Director by virtue of any order of SEBI or any other such Authority.

In accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, members' approval by way of Special Resolution is sought for the payment of remuneration in excess of the limits prescribed under the said Section read with the said schedule, in case of inadequate profits in any financial year during this term of 3 years. Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the corresponding rules is given hereunder and the information not mentioned herein is provided under Annexure 2.

Except Mr. Dipak Kumar Jain and his relatives to the extent of their shareholding interest, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice

By Order of the Board of Directors
for **Shri Ahimsa Naturals Limited**

Aayushi Jain

M. No: A55028

Company Secretary and Compliance Officer
Jaipur, September 03, 2025

Registered Office:

E-94, RIICO Industrial Area Bagru Ext.,
Bagru, Jaipur-303007 Rajasthan
Tel.: 0141-2202482;
Email: info@shriahimsa.com; Website:
www.naturalcaffeine.co.in;
CIN: L14101RJ1990PLC005641

ANNEXURE-1

Details regarding Directors being appointed/re-appointed as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause no 1.2.5 of Secretarial Standards issued by the ICSI

Name	Nemi Chand Jain	Amit Kumar Jain	Dipak Kumar Jain
Director Identification Number	00434383	00434515	01217721
Date Of Birth	March 01, 1953	August 25, 1977	March 01, 1974
Designation in the Company	Chairman and Managing Director	Whole-Time Director and Chief Finance Officer (CFO)	Whole- Time Director
Date of first appointment on the Board	October 17, 1990	March 13, 2004	March 13, 2004
Nationality	Indian	Indian	Indian
Age	72 Years	48 Years	51 Years
Qualification, Functional Expertise and Experience	Master in Management Studies with 35 years of Experience.	Bachelor in Industrial Engineering and Management, PGDBA in Finance with 20 years of Experience.	Company Secretary and he has 20 years of experience in Corporate Law, Legal, Finance and Management field. He has in depth knowledge of all Regulatory Laws.
Brief resume of Director	<p>Mr. Nemi Chand Jain, aged 72, Chairman and Managing Director of our Company. He is also the founder of our Company.</p> <p>He is responsible for overseeing critical operational and growth-oriented functions of the Company. He holds the Masters degree in Management Studies from BITS, Pilani.</p> <p>He has been associated with our Company since incorporation as a Director and Promoter. Mr. Nemi Chand Jain commenced his professional journey in the caffeine industry, initially collaborating with his brother in Guwahati. Later, he moved to Jaipur, where he founded Ahimsa Mines and Minerals Private Limited on October 17, 1990, with the Objects of setting up a gangasaw unit and engaging in the mining and trading of stones which he was discontinued and again in 1997, he shifted the focus to the caffeine industry and it has been involved in the manufacturing and business of caffeine. In line with the operation of our Company, he has gained experience of 35 years majorly in caffeine industry.</p>	<p>Mr. Amit Kumar Jain, aged 48 years is Promoter, Whole-Time Director and Chief Financial Officer (CFO) of our Company. He holds a Bachelor of Engineering (Industrial Engineering & Management) degree from Bangalore University and a Post Graduation Diploma in Business Administration (PGDBA) from Welingkar Institute of Management Development and Research with a specialization in Finance. He has been associated with our Company since 2004, as a Director of our Company and was appointed as Chief Finance Officer since 2023. He is primarily responsible for the finance, accounts and operational functions including but not limited to handling production, supply chain management, marketing and quality control aspects in the business of the Company. He has 20 years of experience in our Company in finance and administration. He worked with IFCI for one year and thereafter, joined his father in the family business. He is also a Director and Promoter in Shri Ahimsa Healthcare Private Limited, Wholly-Owned Subsidiary of our Company.</p>	<p>Mr. Dipak Kumar Jain, aged 51 years, is a Whole-Time Director on the Board of our company. He holds degree of Bachelor's in Commerce from University of Rajasthan, Post Graduation Diploma Degree in Marketing and Management (PGDMM) from University of Rajasthan. He is an associate member of Institute of Company Secretaries of India since June 30, 2004. He has been associated with our Company since 2004 and has been appointed as a Whole Time Director of the Company since 2023. He has 20 years of experience in Corporate Law, Legal, Finance and Management field. He has in depth knowledge of all Regulatory Laws.</p>

Terms and Conditions of appointment / reappointment including remuneration, if any	Re-appointment as Managing Director.	Re-appointment as Whole-Time Director	Re-appointment as Whole-Time Director
Board Meeting attended during financial year 2024-25	19 (Nineteen)	19 (Nineteen)	19 (Nineteen)
Directorship in Other Companies	1. Ahimsa Holdings Private Limited 2. Bimneer Investments Private Limited	1. Ahimsa Holdings Private Limited 2. Shri Ahimsa Healthcare Private Limited	None
Name of the other listed Companies where he is Director	Nil	Nil	Nil
Names of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Names of listed entities in which he holds Chairmanship/ Membership of Committees of Board	Nil	Nil	Nil
Shareholding in the company as on March 31, 2025	64,05,700 Equity Shares of ₹ 10/- each	39,02,500 Equity Shares of ₹ 10/- each	Nil
Remuneration last drawn	₹ 180.20 Lakhs (For financial year 2024-2025)	₹ 95.13 Lakhs (For financial year 2024-2025)	₹ 15.89 Lakhs (For financial year 2024-2025)
Proposed Remuneration	Not exceeding ₹ 500.00 Lakhs Per Annum or as may be decided by the Board of Directors including monthly remuneration and bonus paid, if any.	Not exceeding ₹ 500.00 Lakhs Per Annum or as may be decided by the Board of Directors including monthly remuneration and bonus paid, if any.	Not exceeding ₹ 25.00 Lakhs Per Annum or as may be decided by the Board of Directors including monthly remuneration and bonus paid, if any.
Inter-se relationship with other Directors & Key Managerial Personnel	1. Father of Mr. Amit Kumar Jain - Whole-Time Director and Chief Finance Officer (CFO) 2. Husband of Mrs. Sumitra Jain - Non-Executive Director	1. Son of Mr. Nemi Chand Jain - Chairman and Managing Director 2. Son of Mrs. Sumitra Jain -Non-Executive Director	Nil

ANNEXURE-2

Statement containing additional information as required under Schedule V to the Companies Act, 2013 (as amended)

Sr. No.	Particulars			
I.	General Information			
1.	Nature of industry :			
	Company is engaged in the manufacturing and export of Caffeine Anhydrous Natural and Green Coffee Bean Extract.			
2.	Date or expected date of commencement of commercial production.			
	The Company is already engaged in manufacturing from many years.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.			
	Not Applicable			
4.	Financial performance based on given indicators.			
	Particulars	2025	2024	2023
	Total Income	9772.79	7869.69	10607.58
	Profit / (Loss) before tax	2970.69	2535.38	5055.51
	Tax expenses	774.10	665.29	1484.56
	Net Profit / (Loss)	2196.59	1870.09	3570.95
5.	Foreign Investments or collaborators, if any.			
	No such investment or collaboration.			

Sr. No.	Particulars
II	Information about the appointees
1.	Background details
2.	Past remuneration
3.	Recognition or awards
4.	Job profile and 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) The proposed/current remuneration of Mr. Nemi Chand Jain, Managing Director, Mr. Amit Kumar Jain, Whole Time Director and Mr. Dipak Kumar Jain, Whole Time Director is commensurate with the size of the Company and nature of its businesses and in line with the remuneration levels in the industry across the country. The proposed remuneration of Mr. Nemi Chand Jain, Managing Director, Mr. Amit Kumar Jain, Whole Time Director and Mr. Dipak Kumar Jain, Whole Time Director is determined by the Board, based on the recommendations of the Nomination and Remuneration Committee which peruses the industry benchmarks in general, remuneration prevalent in the industry, profile and responsibilities of the aforesaid Whole Time Directors/Managing Director and other relevant factors.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any Please refer to Annexure - 1 above.

Sr. No.	Particulars
III	Other information
1.	Reasons of loss or inadequate profits
	The Company has recorded consistent profits and demonstrated strong financial performance. The Managing Director and Whole-time Directors have contributed significantly towards business growth, expansion into new markets, and improving operational efficiency. Considering the increased scale of operations, responsibilities handled, and to ensure that the remuneration remains competitive with industry benchmarks, the Board of Directors has recommended remuneration in excess of the overall limit of 11% of net profits prescribed under Section 197 of the Companies Act, 2013. The proposed remuneration will not in any manner impair the financial position of the Company.
2.	Steps taken or proposed to be taken for improvement
	<p>The Company has undertaken several strategic initiatives aimed at strengthening its market position and improving operational efficiency. These include:</p> <ul style="list-style-type: none"> • Expansion into new geographic markets and product segments. • Investment in New Plant. • Focus on cost optimization, better working capital management, and operational excellence. • Strengthening human capital through training, retention of skilled professionals, and leadership development. • Enhancing governance and compliance frameworks to support sustainable growth. <p>These measures are expected to further enhance the Company's revenue streams and profitability</p>
3.	Expected increase in productivity and profits in measurable terms
	<p>Based on the current initiatives and strategic growth plan, the Company expects to achieve the following over the next 2–3 financial years:</p> <ul style="list-style-type: none"> • Revenue growth in the range of 15%–25% annually. • Improvement in EBITDA margins through operational efficiencies and cost control measures. • Expansion of market share in existing product lines and entry into at least two new markets/segments. • Increase in return on equity and shareholder value in line with industry benchmarks. <p>The Board is confident that these initiatives, supported by the continued leadership of the Managing Director and Whole-time Directors, will result in sustainable long-term growth.</p>
IV	Disclosures
	Please refer to the Explanatory Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended) for the details of proposed remuneration.

By Order of the Board of Directors
for **Shri Ahimsa Naturals Limited**

Aayushi Jain

M. No: A55028

Company Secretary and Compliance Officer
Jaipur, September 03, 2025

Registered Office:

E-94, RIICO Industrial Area Bagru Ext.,

Bagru, Jaipur-303007 Rajasthan

Tel.: 0141-2202482;

Email: info@shriahimsa.com; Website: www.naturalcaffeine.co.in;

CIN: L14101RJ1990PLC005641

**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]

CIN: L14101RJ1990PLC005641

Name of the Company: Shri Ahimsa Naturals Limited

Registered Office: E-94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan

Name of the member(s):

Email Id:

Folio No/ Client Id:

Registered Address:

DP ID:

I/we being the member(s) of the Shri Ahimsa Naturals Limited hereby appoint:

Sr. No.	Name	Address	E-Mail Address
			Or failing him
			Or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company to be held on Tuesday, September 30, 2025 at 02.30 P.M. (IST) at registered office of the company at E-94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
1.	To consider, review and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, prepared on Standalone and Consolidated basis and the reports of the Board of Directors and Auditors thereon;		
2.	To consider and re-appoint Mr. Dipak Kumar Jain (DIN: 01217721), who retires by rotation and being eligible seeks re-appointment;		
3.	To consider and ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2026;		
4.	To consider and approve the appointment of M/s. ARMS And Associates LLP as Secretarial Auditors of the Company;		
5.	To consider and approve the re-appointment Of Mr. Nemi Chand Jain (DIN: 00434383), as Managing Director of the company		
6.	To consider and approve the re-appointment Of Mr. Amit Kumar Jain (DIN 00434515), as Whole-Time Director of the company		
7.	To consider the re-appointment Of Mr. Dipak Kumar Jain (DIN 01217721) as Whole-Time Director of the company		

Signed this.....day of2025

Signature of shareholder.....

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes: 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.

ATTENDANCE SLIP**ANNUAL GENERAL MEETING ON TUESDAY, SEPTEMBER 30 AT 02:30 P.M. (IST)**

Registered Folio No	
No. of shares held	

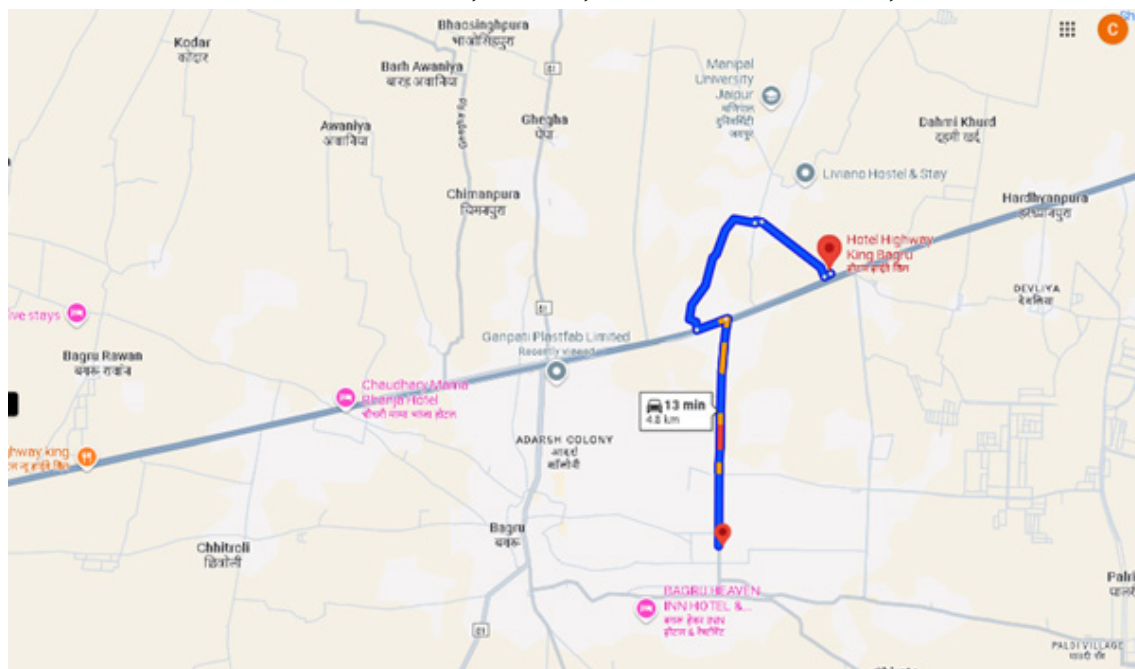
I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the Annual General Meeting of the Company on Tuesday, September 30, at 02.30 P.M. (IST) at registered office of the company at E-94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007, Rajasthan.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

ROUTE MAP OF THE VENUE OF 35TH ANNUAL GENERAL MEETING

FROM HOTEL HIGHWAY KING, BAGRU, DAHMI KALAN-303007, RAJASTHAN



Registered Office: E-94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan



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