

Date: 22-04-2023

To,

**M/S Bombay Stock Exchange Limited
Corporate Services
25th Floor, P.J. Towers,
Mumbai-400 001
India.**

Security Code: 524654

Sub: Intimation for execution of Shareholders' Agreement and Share Subscription Agreement in relation for our Subsidiary Company M/S Natural Biogenex Private Limited

Ref: Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

We would like to inform you that, the Board of Our Company as well as our Subsidiary, Natural Biogenex Private Limited have considered and approved an investment of Rs.75 Cr at pre-money valuation of Rs.250 Cr, from M/s. Somerset Indus Healthcare Fund II and Somerset Indus Healthcare India Fund into Natural Biogenex Pvt Ltd., subject to various approvals. This investment is in form of Compulsorily Convertible Preference Shares and will result in dilution of equity in Natural Biogenex Private Limited to the extent of 23.08% - 28.28%, based on the performance and other factors as defined in the agreements entered into with the company.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR / CFD / CMD / 4 / 2015 dated 9th September, 2015 are given as under: -

Sr.	Particulars	Details
1	Name(s) of parties with whom the agreement is entered.	Shareholders Agreement (SHA) with Natural Biogenex Pvt Ltd, Somerset Indus Healthcare Fund II and Somerset Indus Healthcare India Fund Share Subscription Agreement (SSA) with Natural Biogenex Pvt Ltd, Somerset Indus Healthcare Fund II and Somerset Indus Healthcare India Fund
2	Purpose of entering into the agreement.	Share Subscription



3	Shareholding, if any, in entity with whom agreement is executed.	NIL
4	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares. right to restrict any change in capital structure etc.	<ol style="list-style-type: none"> 1. Right to appoint nominee director. 2. Restriction on transfer of shares 3. Promoters right of First Offer 4. Investors' right of first refusal 5. Right to approve any fresh issue of share capital.
5	Whether, the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship.	No
6	whether the transaction would fall within related party transactions? If yes, whether the same is done at arm's length	No
7	in case of issuance of shares to the parties, details of issue price, class of shares issued;	Compulsorily convertible preference shares for Rs.75 Crore @ Rs.112.50/-per share (Face value of Rs.70/- per share and Premium of Rs.42.50 per share)
8	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	None
9	in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof;	NA

For Natural Capsules Limited

Shilpa Burman
Company Secretary & Compliance Officer

