

Date: 21.08.2020

To

**The Manager-Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001**

Subject: Declaration of voting results & Scrutinizer's Report of 27th Annual General Meeting of the company held on Friday, 21st August, 2020

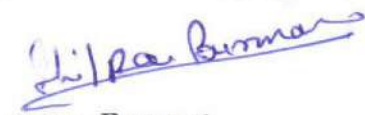
Sir,

Pursuant to the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith voting results of 27th Annual General Meeting held on Friday, 21st August, 2020 at 10.30 am at the Registered office of the Company at No. 23, Trident towers, 4th Floor, 100 Feet Road, Jayanagar II Block Bangalore-560011 through Video Conferencing (VC) or Other Audio Visual Means (OAVM) along with the copy of Scrutinizer's Report.

You are requested to kindly take the note of the same.

Yours truly,

For Natural Capsules Limited



**Shilpa Burman
Company Secretary & Compliance Officer**



Enclosure: As Above

VOTING RESULTS OF THE 27TH ANNUAL GENERAL MEETING OF NATURAL CAPSULES LIMITED

Date of Annual General Meeting	Friday, 21 ST August 2020
Total number of Shareholders as on Record Date	3550
Number of Shareholders present in the meeting -Promoters and Promoter Group -Public	NA
No. of Shareholders attended the meeting through video conferencing	24

Agenda-wise disclosure

Item No: 1

Resolution required: (Ordinary Resolution)	To receive, consider and adopt the Consolidated and Standalone Audited Financial Statements for the Financial Year ended 31st March 2020 together with the Reports of the Directors and the Auditors thereon.							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-voting	32518	32480	99.883	324808	0	100	0



Promoter Group		83	83	1	3			
Public Institutions	E-voting	29808 17	5081	0.1705	4220	861	83.0545	16.94 55
Public Non Institutions	NA							
Total	E-voting	62327 00	32531 64	52.195 1	325230 3	861	99.9735	0.026 5

Item No. 2

Resolution required: (Ordinary Resolution)	To declare dividend for the Financial Year 2019-20.							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	32518 83	32480 83	99.883 1	324808 3	0	100	0
Public Institutions	E-voting	29808 17	5081	0.1705	4821	260	94.8829	5.117 1
Public Non Institutions	NA							
Total	E-voting	62327 00	32531 69	52.195 2	325290 9	260	99.9920	0.008 0



Item No. 3

Resolution required: (Ordinary Resolution)	To appoint a director a director in place of Smt. Jyoti Mundra (DIN: 07143035), who retires by rotation and being eligible, offers herself for re-appointment							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3251883	3248083	99.8831	3251883	0	100	0
Public Institutions	E-voting	2980817	5081	0.1705	4220	861	83.0545	16.9455
Public Non Institutions	NA							
Total	E-voting	6232700	3253164	52.1951	3252303	861	99.9735	0.0265



Item No. 4

Resolution required: (Ordinary Resolution)	To appoint a director in place of Shri. Laxminarayan Mundra (DIN: 00214298), who retires by rotation and being eligible, offers himself for re-appointment							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3251883	3248083	99.8831	3251883	0	100	0
Public Institutions	E-voting	2980817	5081	0.1705	4620	461	90.9270	9.073016.9455
Public Non Institutions	NA							
Total	E-voting	6232700	3253164	52.1951	3252703	461	99.9858	0.0142

Item No. 5

Resolution required: (Special	To consider re-appointment Shri. Laxminarayan Mundra (DIN: 00214298) as Whole time Director for a Period of 3 Years and to revise his remuneration
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Resolution)								
Whether promoter/promoter group are interested in the agenda/resolution?								
Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of Vote s- agai nst (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes again st on votes polle d (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3251883	3248083	99.8831	3251883	0	100	0
Public Institutions	E-voting	2980817	5081	0.1705	4220	861	83.0545	16.9455
Public Non Institutions	NA							
Total	E-voting	6232700	3253164	52.1951	3252303	861	99.9735	0.0265





DEEPAK SADHU & Co

COMPANY SECRETARIES

DEEPAK SADHU

MBA (Finance), A.C.S.

ACS No: **39541**, CP No: **14992**

Web: www.deepaksadhu.com

Email: info@deepaksadhu.com

compliance@deepaksadhu.com

Consolidated Report of E-Voting

Consolidated Report Of Scrutinizer on E-Voting at the **27th Annual General Meeting** of the Equity Shareholders of Natural Capsules Limited held on **Friday 21st August, 2020** at 10.30 A.M. at **Trident Towers, 4th Floor (level 3), No. 23, 100 Feet Road, Jaynagar II Block, Bengaluru 560011, Karnataka, INDIA** (Pursuant to section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014) via Video Conferencing:

To
The Chairman,
Natural Capsules Limited
Bangalore

For **27th (Twenty Seventh) Annual General Meeting** of the Equity Shareholders of Natural Capsules Limited held on **Friday 21st August, 2020** at 10.30 A.M. at **Trident Towers, 4th Floor (level 3), No. 23, 100 Feet Road, Jaynagar II Block, Bengaluru 560011, Karnataka, INDIA**

Dear Sir,

1. I, **Deepak Sadhu, Practicing Company Secretary**, having our office at No. 450, 9th cross, JP Nagar 2nd phase, Bangalore - 560078 appointed as Scrutinizer by the Board of Directors of Natural Capsules Limited (the company) for the purpose of scrutinizing e-voting process (remote e-voting) at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (As Amended from time to time) in respect of the below mentioned resolutions proposed at **27th Annual General Meeting** of the equity share holders of the company held on **Friday 21st August, 2020 at 10.30 A.M. at Trident Towers, 4th Floor (level 3), No. 23, 100 Feet Road, Jaynagar II Block, Bengaluru 560011, Karnataka, INDIA**, submit our report as under :
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Company provided remote e-voting facility to cast vote through electronic mode which commenced from **10.00 am on August 18th, 2020 to 5.00 pm on August 20th, 2020 and from 10:30 am on August 21st 2020 to 15 minutes after conclusion of Annual General Meeting** on the resolutions as per Annexure by the members of the Company.
3. The Notice dated **20th July, 2020** as per section 101 of the Companies Act, 2013 along with the statement setting out material facts under section 102 of the Act was sent to the Members in respect of the resolutions passed at the AGM of the Company. The Notice was also published in "Business Line" (English) and "Sanjevani" (Kannada) on **27th July, 2020 & 29th July 2020**.
4. The Notice was also hereby given pursuant to Section 91 of the Companies Act, 2013, Rule 10 of the Companies [Management and Administration Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that the Register of Members of the


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Company and Share Transfer Books will remain closed from **14th August 2020 to 21st August 2020 (both days inclusive)**.

5. The votes cast through e-voting process were unblocked by me on **21st August, 2020** after the completion of Annual General Meeting.
6. The compliances with the provisions of the Companies Act, 2013 and the Rules made there-under relating to voting through electronic means [by remote e-voting] by the shareholders on the resolutions proposed in the Notice of the **27th** Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited and the report generated electronically.

I have rendered scrutinizer's report separately on the remote e-voting at the meeting and I hereby submit consolidated Scrutinizer's report pursuant to 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.

The result of voting is as under:

Resolution – 1: Ordinary Resolution

To receive, consider and adopt the Consolidated and Standalone Audited Financial Statements for the Financial Year ended 31st March 2020 together with the Reports of the Directors and the Auditors thereon.

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	24	3252904	24	3252904	99.99
Votes Against	04	260	04	260	0.01
Invalid votes	-	-	-	-	-
Total	28	3253164	28	3253164	100

Resolution – 2: Ordinary Resolution

To declare a dividend for the Financial Year 2019-20.

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	24	3252904	24	3252904	99.99
Votes Against	04	260	04	260	0.01

Invalid votes	-	-	-	-	-
Total	28	3253164	28	3253164	100

Resolution – 3: Ordinary Resolution

To appoint a director in place of Smt. Jyoti Mundra (DIN: 07143035), who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	22	3252303	22	3252904	99.97
Votes Against	06	861	04	260	0.03
Invalid votes	-	-	-	-	-
Total	28	3253164	28	3253164	100

Resolution – 4: Ordinary Resolution

To appoint a director in place of Shri. Laxminarayan Mundra (DIN: 00214298), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	23	3252703	23	3252703	99.98
Votes Against	05	461	05	461	0.02
Invalid votes	-	-	-	-	-
Total	28	3253164	28	3253164	100

Resolution – 5: Special Resolution (Special Business)

To consider re-appointment Shri. Laxminarayan Mundra (DIN: 00214298) as Whole time Director for a Period of 3 Years and to revise his remuneration.

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	22	3252303	22	3252904	99.97



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Sadhu

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Votes Against	06	861	04	260	0.03
Invalid votes	-	-	-	-	-
Total	28	3253164	28	3253164	100

7. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 27th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Managing Director/ Company Secretary for safe keeping.

**Thanking you,
Yours faithfully**



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Deepak Sadhu
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**Place : Bangalore
Date : 21st August, 2020.**

**DEEPAK SADHU
DEEPAK SADHU & CO,
COMPANY SECRETARIES
Membership# ACS 39541
CP No. 14992**

UDIN: A039541B000601850