



**NATURAL
CAPSULES
LIMITED**

NATURAL CAPSULES LIMITED
CORP & REGD OFFICE
TRIDENT TOWERS
No. 23, 4th Floor, 100feet Road,
Jayanagar 2nd Block, Bangalore - 560 011.
Tel : 080-26671571, 26671571, 26671581.
Fax : 080-26671571, 26671571, 26671581.
URL - Phone 26561562 / 26561581
CIN No. : L85110KA1993PLC014742



Date: 22nd Sep 2018
Place: Bengaluru

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Dear Sir/Madam,

Sub: Proceedings and Voting Results of 25th Annual General Meeting of the Company held on Friday, the 21st Sep 2018 at 10.00 A.M.

Ref: Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30, please find the enclosed summary of the proceedings of the 25th Annual General Meeting and also the Voting results given by the Scrutinizer.

This is for your information and records.

Thanking You,

Yours faithfully,

Company Secretary and Compliance Officer.



Encl: As above.



**NATURAL
CAPSULES
LIMITED**

Head Office :
NATURAL CAPSULES LIMITED
CORP & REGD OFFICE 560 004.
No. 87, K.R.C. Road, 100 Feet Road,
"TRIDENT TOWERS"
No. 23, 4th Floor, 100 Feet Road,
Jayanagar 2nd Block, Bangalore - 560 011.
Phone : 26561562 / 26561581
CIN No. : L85110KA1993PLC014742



Summary of 25th Annual General Meeting of Natural Capsules Limited

The 25th Annual General Meeting of the Company held on Friday, the 21st Sep 2018 at 10.00 A.M at **The Bangalore Gayana Samaja, Krishna Rajendra Road, Basavangudi, Bengaluru-560004**

Mr. S Gopalan chaired the Meeting. After verifying the quorum, the Chairman called the meeting to order. Thereafter he introduced the Board members and the Key Managerial Personnel who were present in the meeting. With permission of the shareholders, the Notice convening the AGM was taken as read.

Mr. Sunil L Mundra, Managing Director made his opening remarks with respect to company's performance and future outlook.

The Chairman informed that pursuant to section 108 of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to the members the facility to cast their votes electronically in respect of all the business mentioned in the Notice. Members who had not casted their votes electronically were provided an opportunity to cast their votes at the meeting through Polling Paper and he further informed that Mr. Vijay Raj Pitaliya (Membership No. 043441) representing M/s Pitaliya & Associates, Chartered Accountants was appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

Mr. Skandan.P.Jain, Company Secretary read the Notice & Auditors' Report.

The following business items as set out in the Notice of 25th Annual General Meeting were transacted at the meeting:

Item No.	Description of the Resolution	Type of Resolution
Ordinary Business:		
1.	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March 2018 together with the Reports of the Directors and the Auditors thereon.	Ordinary Resolution
2.	To Declare Dividend for the Financial Year 2017-18.	Ordinary Resolution



3.	To Appoint a Director in place of Shri Laxminarayan Mundra (DIN:00214298), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary Resolution
4.	To Appoint a Director in place of Smt Jyoti Mundra (DIN:07143035), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution
Special Business:		
5.	To Appoint Mr. Anjan K Roy as Independent Non-Executive Director (DIN:01032834) of the Company	Ordinary Resolution
6.	To Consider the Approval of Natural Capsules Limited- 'Employees Stock Option Plan 2018' (ESOP 2018)	Special Resolution

Members present were given the opportunity to ask questions and seek clarifications. The Managing Director appropriately answered the questions raised.

The Chairman informed that the results of voting will be declared on receipt of Scrutinizer's Report.

There being no other business, the Chairman concluded the meeting with vote thanks to all the members present on behalf of the Board of Directors of the Company.

This is for your information and records.

Thank You,

Yours faithfully,



Skandan.P.Jain

Company Secretary and Compliance Officer



PITALIYA & ASSOCIATES

CHARTERED ACCOUNTANTS



"Sriram Mansion"

No. 9, 2nd Floor, 4th Main Road

Subramanya Temple Road

Kumara Park (W), Bangalore - 560 020

☎ : 2331 5591, 2331 5592

Mobile : 9844050764

E-mail : vijaypitaliya@gmail.com

VIJAY RAJ PITALIYA

B.Com., FCA

Ref :

Form MGT-13

Date :

Report Of Scrutinizer on Polling Paper at the **25th Annual General Meeting** of the Equity Shareholders of Natural Capsules Limited held on **Friday 21st September, 2018** at 10.00 A.M. at **The Bangalore Gayana Samaja, Krishna Rajendra Road, Basavangudi, Bengaluru-560004**, Karnataka, (Pursuant to section 109 of the Companies Act, 2013 and Rule 21(12) of the Companies (Management and Administration) Rules, 2014):

To
The Chairman,
Natural Capsules Limited
Bangalore

For **25th (Twenty Fifth) Annual General Meeting** of the Equity Shareholders of Natural Capsules Limited held on **Friday 21st September, 2018** at 10.00 A.M. at **The Bangalore Gayana Samaja, Krishna Rajendra Road, Basavangudi, Bengaluru-560004**, Karnataka,.

Dear Sir,

1. I, Vijay Raj Pitaliya, Practicing Chartered Accountant, having our office at No. 9, 2nd Floor, Sriram Mansion, 4th Main Road, Subramanya Temple Road, Kumara Park (W)", Bangalore -560 020, 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) and voting by use of Ballot / Polling Paper (MGT-12) at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (As Amended from time to time) in respect of the below mentioned resolutions proposed at **25th Annual General Meeting** of the equity share holders of the company held on **Friday 21st September, 2018** at 10.00 A.M. at **The Bangalore Gayana Samaja, Krishna Rajendra Road, Basavangudi, Bengaluru-560004**, Karnataka, India, submit our report as under :

After the time fixed for closing of the poll by the Chairman, Ballot Box kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company & Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the company.

The poll papers, which were incomplete / which were found defective have been treated as invalid and kept separately and the same was not considered for the purpose of calculation.

The result of the Poll is as under:



PITALIYA & ASSOCIATES

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VIJAY RAJ PITALIYA
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No. 9, 2nd Floor, 4th Main Road
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☎ : 2331 5591, 2331 5592
Mobile : 9844050764
E-mail : vijaypitaliya@gmail.com

Ref :

Resolution – 1: Ordinary Resolution

Date :

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March 2018 together with the Reports of the Directors and the Auditors thereon

Particulars	Polling Paper(MGT-12)		
	No. of members	No. of Shares/Votes	% of Total No. of Valid Vote Cast
Votes in Favour	10	25240	100
Votes Against	0	0	0

Resolution – 2: Ordinary Resolution

To declare dividend for the Financial Year 2017-18.

Particulars	Polling Paper(MGT-12)		
	No. of members	No. of Shares/Votes	% of Total No. of Valid Vote Cast
Votes in Favour	10	25240	100
Votes Against	0	0	0



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Ref:

Resolution – 3: Ordinary Resolution

Date :

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

Particulars	Polling Paper(MGT-12)		
	No. of members	No. of Shares/Votes	% of Total No. of Valid Vote Cast
Votes in Favour	10	25240	100
Votes Against	0	0	0

Resolution – 4: 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	Polling Paper(MGT-12)		
	No. of members	No. of Shares/Votes	% of Total No. of Valid Vote Cast
Votes in Favour	10	25240	100
Votes Against	0	0	0



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Resolution – 5: Ordinary Resolution (Special Business)

Ref :

Date :

To appoint Mr. Anjan K Roy as Independent Non-Executive Director (DIN:01032834) of the Company.

Particulars	Polling Paper(MGT-12)		
	No. of members	No. of Shares/Votes	% of Total No. of Valid Vote Cast
Votes in Favour	10	25240	100
Votes Against	0	0	0



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VIJAY RAJ PITALIYA
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Ref :

Date :

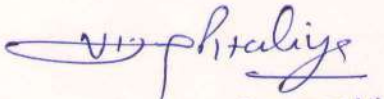
Resolution – 6: Special Resolution (Special Business)

To consider the approval of Natural Capsules Limited- 'Employees Stock Option Plan 2018' (ESOP 2018)

Particulars	Polling Paper(MGT-12)		
	No. of members	No. of Shares/Votes	% of Total No. of Valid Vote Cast
Votes in Favour	10	25240	100
Votes Against	0	0	0

2. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 25th 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


22-09-18

Vijay Raj Pitaliya
(Scrutinizer)
Pitaliya & Associates
Chartered Accountants
FCA 043441
CP No. 005030S



Place : Bangalore
Date : 22nd September, 2018.

PITALIYA & ASSOCIATES
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VIJAY RAJ PITALIYA
B.Com., FCA

Ref :

Consolidated Report of E-Voting and Polling Paper

Date :

Consolidated Report Of Scrutinizer on E-Voting Polling Paper at the 25th Annual General Meeting of the Equity Shareholders of Natural Capsules Limited held on **Friday 21st September, 2018** at 10.00 A.M. at **The Bangalore Gayana Samaja, Krishna Rajendra Road, Basavangudi, Bengaluru-560004**, Karnataka, (Pursuant to section 108, 109 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21(12) of the Companies (Management and Administration) Rules, 2014):

To
The Chairman,
Natural Capsules Limited
Bangalore

For 25th (Twenty Fifth) Annual General Meeting of the Equity Shareholders of Natural Capsules Limited held on **Friday 21st September, 2018** at 10.00 A.M. at **The Bangalore Gayana Samaja, Krishna Rajendra Road, Basavangudi, Bengaluru-560004**, Karnataka.

Dear Sir,

1. I, Vijay Raj Pitaliya, Practicing Chartered Accountant, having our office at No. 9, 2nd Floor, Sriram Mansion, 4th Main Road, Subramanya Temple Road, Kumara Park (W)", Bangalore -560 020, 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) and voting by use of Ballot / Polling Paper (MGT-12) at the meeting pursuant to Section 108 , 109 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21(12) of the Companies (Management and Administration) Rules, 2014) (As Amended from time to time) in respect of the below mentioned resolutions proposed at 25th Annual General Meeting of the equity share holders of the company held on **Friday 21st September, 2018** at 10.00 A.M. at **The Bangalore Gayana Samaja, Krishna Rajendra Road, Basavangudi, Bengaluru-560004**, Karnataka, India, submit our report as under :
2. The compliances with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means [by remote e-voting] and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 25th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of Polling Paper (FORM MGT-12) at the meeting 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 for voting by use of ballots/ Polling Paper (MGT-12) at the meeting. After the time fixed for closing of the poll by the Chairman, Ballot Box kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company & Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the company.

I have rendered scrutinizer's report separately on the remote e-voting and by using Polling Paper (FORM MGT-12) at the meeting and I hereby submit consolidated Scrutinizer's report pursuant to 108, 109 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21(12) of the Companies (Management and Administration) Rules, 2014 on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.

The poll papers, which were incomplete / which were found defective have been treated as invalid and kept separately and the same was not considered for the purpose of calculation.

The result of voting is as under:



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Resolution – 1: Ordinary Resolution

Ref:

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March 2018 ^{Date:} together with the Reports of the Directors and the Auditors thereon

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	19	3726556	10	25240	29	3751796	100
Votes Against	0	0	0	0	0	0	0
Total	19	3726556	10	25240	29	3751796	100

Resolution – 2: Ordinary Resolution

To declare dividend for the Financial Year 2017-18.

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	19	3726556	10	25240	29	3751796	100
Votes Against	0	0	0	0	0	0	0
Total	19	3726556	10	25240	29	3751796	100

Resolution – 3: Ordinary Resolution

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

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	19	3726556	10	25240	29	3751796	100
Votes Against	0	0	0	0	0	0	0
Total	19	3726556	10	25240	29	3751796	100



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Resolution – 4: Ordinary Resolution

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

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	19	3726556	10	25240	29	3751796	100
Votes Against	0	0	0	0	0	0	0
Total	19	3726556	10	25240	29	3751796	100

Resolution – 5: Ordinary Resolution (Special Business)

To appoint Mr. Anjan K Roy as Independent Non-Executive Director (DIN:01032834) of the Company.

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	18	3726555	10	25240	28	3751795	99.99
Votes Against	1	1	0	0	1	1	0.01
Total	19	3726556	10	25240	29	3751796	100

Resolution – 6: Special Resolution (Special Business)

To consider the approval of Natural Capsules Limited- 'Employees Stock Option Plan 2018' (ESOP 2018)

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	19	3726556	10	25240	29	3751796	100
Votes Against	0	0	0	0	0	0	0
Total	19	3726556	10	25240	29	3751796	100

3. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 25th 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

Vijay Raj Pitaliya
Vijay Raj Pitaliya
Pitaliya & Associates
Chartered Accountants
FCA 043441
CP No. 005030S



Place : Bangalore
Date : 22nd September, 2018.