



DEEPAK SADHU & Co

COMPANY SECRETARIES

DEEPAK SADHU

MBA (Finance), A.C.S.

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Consolidated Report of E-Voting and Polling Paper

Consolidated Report Of Scrutinizer on E-Voting Polling Paper at the **26th Annual General Meeting** of the Equity Shareholders of Natural Capsules Limited held on **Thursday 22nd August, 2019** at 10.00 A.M. at **The Bangalore Gayana Samaja, Krishna Rajendra Road, Basavangudi, Bengaluru-560004, Karnataka, INDIA** (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 **26th (Twenty Sixth) Annual General Meeting** of the Equity Shareholders of Natural Capsules Limited held on **Thursday, 22nd August, 2019** at 10.00 A.M. at **The Bangalore Gayana Samaja, Krishna Rajendra Road, Basavangudi, Bengaluru-560004, 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) and voting by use of 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 **26th Annual General Meeting** of the equity share holders of the company held on **Thursday, 22nd August, 2019** at 10.00 A.M. at **The Bangalore Gayana Samaja, Krishna Rajendra Road, Basavangudi, Bengaluru-560004, 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 19th, 2019 to 5.00 pm on August 21st, 2019** on the resolutions as per Annexure by the members of the Company.
3. The Notice dated **15th July, 2019** 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 Standard" (English) and "Sanjevani" (Kannada) on **29th July, 2019**.
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

Company and Share Transfer Books will remain closed from **August 15th, 2019 to August 22nd, 2019 (both days inclusive)**.

5. The votes cast through e-voting process were unblocked by me on **22nd August, 2019** 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] and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the **26th** 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 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:

Resolution – 1: Ordinary Resolution

To receive, consider and adopt the Consolidated and Standalone Audited Financial Statements for the Financial Year ended 31st March 2019 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	27	3252974	34	972	61	3253946	100
Votes Against	0	0	0	0	0	0	0
Invalid votes	-	-	01	-	01	-	-
Total	27	3252974	35	972	62	3253946	100

Resolution – 2: Ordinary Resolution**To declare dividend for the Financial Year 2018-19**

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	27	3252974	34	972	61	3253946	100
Votes Against	0	0	0	0	0	0	0
Invalid votes	-	-	01	-	01	-	-
Total	27	3252974	35	972	62	3253946	100

Resolution – 3: Ordinary Resolution**To appoint a director in place of Shri.Sushil Kumar Mundra (DIN: 00214332), who retires by rotation and being eligible, offers himself for re-appointment.**

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	26	3252972	34	972	60	3253944	100
Votes Against	0	0	0	0	0	0	0
Invalid votes	-	-	01	-	01	-	-
Total	26	3252972	35	972	61	3253944	100

Resolution – 4: Ordinary Resolution**To appoint a director in place of Shri. Satyanarayan Mundra (DIN: 00214349), who retires by rotation and being eligible, offers himself for re-appointment.**

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	26	3252972	34	972	60	3253944	100
Votes Against	0	0	0	0	0	0	0
Invalid	-	-	01	-	01	-	-

votes							
Total	26	3252972	35	972	61	3253944	100

Resolution – 5: Ordinary Resolution (Special Business)

To appoint Shri. Pramod Kasat as Independent Director (DIN: 00819790) 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	26	3252972	34	972	60	3253944	100
Votes Against	0	0	0	0	0	0	0
Invalid votes	-	-	01	-	01	-	-
Total	26	3252972	35	972	61	3253944	100

Resolution – 6: Special Resolution (Special Business)

Re-appointment of Shri. C P Rangachar as Independent Director for a period of 5 Years.

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	26	3252972	34	972	60	3253944	100
Votes Against	0	0	0	0	0	0	0
Invalid votes	-	-	01	-	01	-	-
Total	26	3252972	35	972	61	3253944	100

Resolution – 7: Special Resolution (Special Business)

Re-appointment of Shri.Sunil L Mundra (DIN: 00214304) as Managing Director and revision of his remuneration for 3 years.

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	26	3252972	34	972	60	3253944	100
Votes	0	0	0	0	0	0	0

Against							
Invalid Votes	-	-	01	-	01	-	-
Total	26	3252972	35	972	61	3253944	100

Resolution – 8: Special Resolution (Special Business)

Re-appointment of Shri.Satyanarayan Mundra (DIN: 00214349) as Whole time Director for a Period of 3 Years and to revise his remuneration .

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	26	3252972	34	972	60	3253944	100
Votes Against	0	0	0	0	0	0	0
Invalid Votes	-	-	01	-	01	-	-
Total	26	3252972	35	972	61	3253944	100

Resolution – 9: Special Resolution (Special Business)

Increasing the Borrowing Powers.

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	26	3252972	34	972	60	3253944	100
Votes Against	0	0	0	0	0	0	0
Invalid Votes	-	-	01	-	01	-	-
Total	26	3252972	35	972	61	3253944	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 26th 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**

**Place : Bangalore
Date : 22nd August, 2019.**

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