

**NATURAL
CAPSULES
LIMITED**

Regd. Office :
102, 'SHRESHTA BHUMI', 1st Floor,
No. 87, K.R. ROAD, BANGALORE - 560 004.
Tel : 080-26671573, 26671571, 26671581,
Fax : 080-26671562
Email - info@naturalcapsules.com
URL - http://www.naturalcapsules.com
CIN No. : L85110KA1993PLC014742



Date: 08/01/2016
Bangalore

Ref: NCL/2015-16

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

Dear Sir,

Sub: Submission of Corporate Governance Report.

Please find enclosed herewith the Corporate Governance report for the quarter ended 31st December 2015, as per the regulation 27 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your kind information and records.

Thanking you,
For Natural Capsules Limited

D R Anand
Company Secretary & Compliance officer.

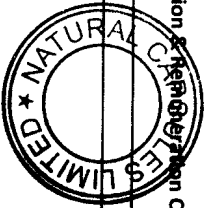
1. Name of Listed Entity : M/S. NATURAL CAPSULES LIMITED
2. Quarter ending : 31/12/2015

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive/Independent/Nominee)	Date of Appointment in the current term/Cessation	Tenure	No of Directorship in listed entities including this listed entity (refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	LAXMINARAYAN MUNDRA	00214298	Executive Director	01/09/2014	3 Years	1	1	0
Mr.	SUNIL LAXMINARAYANA MUNDRA	ABQPM2191P & 00214304	Executive (Managing Director)	01/06/2014	5 Years	1	1	0
Mr.	SUSHIL KUMAR MUNDRA	ACSPM4710B & 00214349	Non Executive Director	20/09/1993		1	0	0
Mr.	SATYANARAYAN MUNDRA	ADVPM5763A & 00214349	Executive Director	01/06/2014	3 Years	1	0	0
Mr.	SIRANGAM GOPALAN	AAMP9685M & 00287219	Independent Director	29/06/1994		1	1	1
Mr.	CHIKKANAYAKANAHALLI MUDDLINGAI AH GURUMURTHY	AAVPS5522R & 00287294	Independent Director	29/06/1994		1	2	1
Mr.	CATTANCOLETORE PADMANABHAN RANGACHAR	ABCPRS537P & 00310893	Independent Director	29/06/1994		2	2	0
Mrs.	JYOTI MUNDRA	AGXPM3106C & 07143035	Additional Director	30/03/2015		1	0	0

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. S.Gopalan	Independent
	Mr. C.P.Rangachar	Independent
	Dr. C.M.Gurumurthy	Independent
2. Nomination & Remuneration Committee	Mr. S.Gopalan	Independent
	Mr. C.P.Rangachar	Independent
	Dr. C.M.Gurumurthy	Independent



(Handwritten signature)

3. Risk Management Committee (if applicable)

Dr. C.M.Gurumurthy	Independent
Mr. Sunil L Mundra	Executive (MD)
Mr. Sathyanarayana Mundra	Executive
Mr. Sushil Kumar Mundra	Non-Executive

4. Stakeholders Relationship Committee

Dr. C.M.Gurumurthy	Independent
Mr. Laxminarayana Mundra	Executive
Mr. Sunil L Mundra	Executive (MD)

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14th August 2015	9th September 2015	26 days
9th September 2015	29th October 2015	53 days

IV. Meetings of Committees

Committee Name	Date (s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days.
1. Audit Committee	29th October 2015	Yes. All members present	29th July 2015	92 days

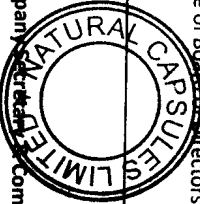
V. Related Party Transactions

Whether prior approval of audit committee obtained	Subject	Compliance status (Yes/No/NA)
Whether shareholder approval obtained for material RPT		Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes
		Yes

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk Management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (LODR) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors.
Any comments/observations/advice of Board of Directors may be mentioned here:

(Signature)



Name & Designation : D R ANAND, Company Compliance Officers.