

Date: 24.05.2022

To
M/s BSE Limited,
Department of Corporate Services,
Phiroz Jeejeebhoy Towers,
Dalal Street
Mumbai-400001.

Scrip Code: 524654

Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2022

With reference to the captioned subject, please find the enclosed Annual Secretarial Compliance Report for the year ended 31st March 2022, issued by Mr. R Parthasarathi, Practicing Company Secretary.

This is for your information and records.

Thanking You

Yours sincerely,

For Natural Capsules Limited

Shilpa Burman

Shilpa Burman

Company Secretary & Compliance Officer



Encl;

As stated above.

R. PARTHASARATHY, M.Com. A.C.S
Company Secretary

Office:
188, 1st floor, Aicoboonagar,
9th Main, II cross, BTM II stage,
BANGALORE -560076.

Phone : 080- 26686553
Telefax : 080- 26686553
Mobile : 09341219203
E-Mail : rpsrathi@gmail.com

Date: 09.05.2022

To,
The Board of Directors,
Natural Capsules Ltd,
Trident Towers, 4th floor,
No.23, 100Feet Road, Jayanagar 2nd Block,
Bengaluru-560011.

Dear Sir,

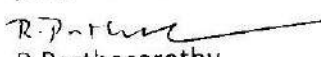
Sub: Annual Secretarial Compliance Report for the Financial Year 2021-22

I have been engaged by Natural Capsules Limited, (hereinafter referred to as the Company) bearing CIN: L85110KA1993PLC014742, whose equity shares are listed on BSE Limited to conduct an audit in term of Regulation 24a of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and to issue annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued there under from time to time, and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliance by the Company with provisions of all applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and issue report thereon.

My audit was conducted in accordance with guidance note on "Annual Secretarial Compliance Report" issued by the Institute of Company Secretaries of India (ICSI) and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. The Annual Secretarial Compliance Report is enclosed as Annexure.


R Parthasarathy
Company Secretary
ACS: 3667, CP No. 838
P/R No. 768/2020



R. PARTHASARATHY, M.Com. A.C.S
Company Secretary

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Annex-A

Secretarial compliance report of *Natural Capsules Limited* for the year ended 31.03.2022

I have examined:

(a) all the documents and records made available to us and explanation provided by Natural Capsules Limited ("the listed entity");

(b) the filings/ submissions made by the listed entity to the stock exchanges;

(c) website of the listed entity;

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2022 ("Review Period") in respect of compliance with the provisions of:

- I. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- II. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- e) The Depositories Act, 1996 and Regulations and Bylaws Framed thereunder.
- f) The Securities and Exchange Board of India (Share based Employee benefits) Regulations, 2014;



- g) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- h) The following Regulations relating to Issue of Debt Securities, Redeemable Preference Shares and Buy Back of Securities etc. are excluded as the same is not applicable to the company:
- SEBI (Issue and Listing of Debt Securities) Regulations, 2008
 - SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013.
 - SEBI (Buy-back of Securities) Regulations, 2018

and circulars/ guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity in general has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Some of the Promoter Shareholders holding 3100 Share/s is yet to be dematerialized.	Non-Compliance is self-Explanatory

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1		-None-		

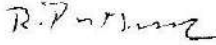
d) The Company has taken the following actions to comply with the observations made in previous report:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015	Some of the Promoter Shareholders holding 3600 Share/s is yet to be dematerialized.	The Company is still in the process of getting the relevant shares dematerialized.	Continuing default

Place: Bangalore

Date: 09.05.2022

Signature: 

Name of the PCS: R. Parthasarathy

ACS: 3667, C.P. No. 838

UDIN: A003667D000289414

P/R No:768/2020

