

General information about company	
Scrip code	524654
NSE Symbol	Natural Capsules Limited
MSEI Symbol	
ISIN	
Name of the entity	Natural Capsules Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Ch in St G
1	Mr	SUNIL LAXMINARAYANA MUNDRA	ABQPM2191P	00214304	Executive Director	Not Applicable	MD	30-11-1964	NA		01-06-2011	22-08-2019			1	0	2	0
2	Mr	SUSHIL KUMAR MUNDRA	ACSPM4710B	00214332	Non-Executive - Non Independent Director	Not Applicable		03-12-1969	NA		20-09-1993				1	0	0	0
3	Mr	SATYANARAYANA MUNDRA	ADVPM5763A	00214349	Executive Director	Not Applicable		22-04-1951	NA		20-09-1993				1	0	0	0
4	Mr	CP RANGACHAR	ABCPR5537P	00310893	Non-Executive - Independent Director	Chairperson		23-07-1942	Yes	22-08-2019	29-06-1994	22-08-2019		60	2	1	3	1

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 Chair in A Stakeholder Comr heli enti inclu this l entity/ Regu 26(1) List Regula
5	Mrs	JYOTI MUNDRA	AGXPM3106C	07143035	Non-Executive - Non Independent Director	Not Applicable		31-07-1967	NA		30-03-2015				1	0	0	0
6	Mr	ANJAN KUMAR ROY	ADEFPR4510G	01032834	Non-Executive - Independent Director	Not Applicable		10-01-1953	NA		30-07-2018			60	1	1	2	1
7	Mr	PRAMOD KASAT	AAHPK1223A	00819790	Non-Executive - Independent Director	Not Applicable		06-08-1969	NA		30-05-2019	22-08-2019		60	3	3	3	0
8	Mr	LAXMINARAYAN MUNDRA	ADVPM5759J	00214298	Executive Director	Not Applicable		27-04-1941	NA		01-06-2011	29-08-2017			1	0	1	0

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01032834	ANJAN KUMAR ROY	Non-Executive - Independent Director	Member	10-11-2018		
2	00310893	CP RANGACHAR	Non-Executive - Independent Director	Chairperson	30-05-2019		
3	00819790	PRAMOD KASAT	Non-Executive - Independent Director	Member	30-05-2019		
4	00214304	SUNIL LAXMINARAYANA MUNDRA	Executive Director	Member	30-05-2019		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01032834	ANJAN KUMAR ROY	Non-Executive - Independent Director	Chairperson	30-05-2019		
2	00310893	CP RANGACHAR	Non-Executive - Independent Director	Member	27-08-2014		
3	00819790	PRAMOD KASAT	Non-Executive - Independent Director	Member	30-05-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01032834	ANJAN KUMAR ROY	Non-Executive - Independent Director	Chairperson	30-05-2019		
2	00214298	LAXMINARAYAN MUNDRA	Executive Director	Member	26-08-2016		
3	00214304	SUNIL LAXMINARAYANA MUNDRA	Executive Director	Member	01-06-2014		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01032834	ANJAN KUMAR ROY	Non-Executive - Independent Director	Chairperson	30-05-2019		
2	00214304	SUNIL LAXMINARAYANA MUNDRA	Executive Director	Member	01-06-2014		
3	00214332	SUSHIL KUMAR MUNDRA	Non-Executive - Non Independent Director	Member	27-08-2015		



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	12-11-2019				Yes	7	2
2	21-12-2019		38		Yes	7	2
3		08-02-2020	48		Yes	7	3

**Annexure 1**

IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	08-02-2020				Yes	4	3
2	Stakeholders Relationship Committee	08-02-2020				Yes	3	1
3	Nomination and remuneration committee	08-02-2020				Yes	3	3
4	Corporate Social Responsibility Committee	08-02-2020				Yes	3	1

**Annexure 1**

<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1**

<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	SUNIL L MUNDRA
2	Designation	Managing Director

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://naturalcapsules.com/pages/about.html">http://naturalcapsules.com/pages/about.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://naturalcapsules.com/pages/corporate-governance.html">http://naturalcapsules.com/pages/corporate-governance.html</a>
3	Composition of various committees of board of directors	Yes		<a href="http://naturalcapsules.com/pages/corporate-governance.html">http://naturalcapsules.com/pages/corporate-governance.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://naturalcapsules.com/pages/policies.html">http://naturalcapsules.com/pages/policies.html</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://naturalcapsules.com/pages/policies.html">http://naturalcapsules.com/pages/policies.html</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://naturalcapsules.com/pages/corporate-governance.html">http://naturalcapsules.com/pages/corporate-governance.html</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://naturalcapsules.com/pages/policies.html">http://naturalcapsules.com/pages/policies.html</a>
8	Policy for determining material subsidiaries	Yes		<a href="http://naturalcapsules.com/pages/policies.html">http://naturalcapsules.com/pages/policies.html</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://naturalcapsules.com/pages/corporate-governance.html">http://naturalcapsules.com/pages/corporate-governance.html</a>

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://naturalcapsules.com/pages/invertor-services.html">http://naturalcapsules.com/pages/invertor-services.html</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="mailto:company.sec@naturalcapsules.com">company.sec@naturalcapsules.com</a>
12	Financial results	Yes		<a href="http://naturalcapsules.com/pages/financials.html">http://naturalcapsules.com/pages/financials.html</a>
13	Shareholding pattern	Yes		<a href="http://naturalcapsules.com/pages/share-holding-pattern.html">http://naturalcapsules.com/pages/share-holding-pattern.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://naturalcapsules.com/pages/about.html">http://naturalcapsules.com/pages/about.html</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="http://naturalcapsules.com/pages/about.html">http://naturalcapsules.com/pages/about.html</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="http://naturalcapsules.com/pages/about.html">http://naturalcapsules.com/pages/about.html</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://naturalcapsules.com/pages/about.html">http://naturalcapsules.com/pages/about.html</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://naturalcapsules.com/pages/about.html">http://naturalcapsules.com/pages/about.html</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="http://naturalcapsules.com/pages/about.html">http://naturalcapsules.com/pages/about.html</a>



**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of independence and/or eligibility	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II**

<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <del>No</del> details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	SUNIL L MUNDRA
2	Designation	Managing Director

**Annexure II**

<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	SUNIL L MUNDRA
2	Designation	Managing Director

<b>Signatory Details</b>	
Name of signatory	SUNIL L MUNDRA
Designation of person	Managing Director
Place	Bengaluru
Date	15-04-2020



