



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



To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Dear Sir / Madam,

Sub: Gist of the proceedings of the 23rd Annual General Meeting of the Company.

The 23rd Annual General Meeting of the Company was held on 26th August, 2016 at 10.00 a.m. at Shri Krishnaraja Parishanmandira, Kannada Sahithya Parishat, Pampa Mahakavi Road, Chamarajpet, Bangalore – 560004, Karnataka, India.

Mr. S Gopalan, Chairman, chaired the proceedings of the meeting.


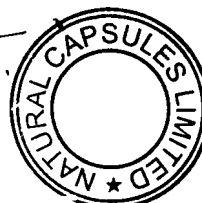
Total 89 members attended the meeting as per the records of the attendance.
Details of attendance was as below:

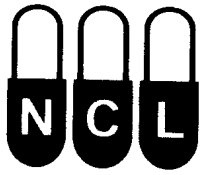
Registered As	Persons	Polios	Shares as on cut-off Date	Percentage
Members	41	41	3109168	53.67%
Proxy	0	0	0	0.00%
Auth. Rep's	0	0	0	0.0000
Total	41	41	3109168	53.67%

The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March, 2016 as a part of his speech.

The Chairman informed the members that pursuant to provisions of the Companies Act, 2013, rules framed thereunder and the Listing Agreement, the Company had extended the remote E-voting facility to the members of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 10.00 a.m. on 23th August, 2016 and ended at 5.00 p.m. on 25th August, 2016.

The Chairman informed the members that the facility for voting through electronic means (i.e. insta Poll) was made available at the meeting for Members who have not cast their vote through remote e-voting.



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He further informed that the Board of Directors have engaged the services of Central Depository Services India Limited as the agency to provide e-voting facility and have appointed Mr. Vijay Paliya, Practicing Chartered Accountants as the scrutinizer for the purpose of scrutinizing the Insta poll and remote E-voting process.

Thereafter, all the 6 resolutions required to be passed were proposed and seconded. Chairman ordered a Poll to be taken at the meeting electronically ("Insta Poll") and requested Mr. Vijay Paliya, Scrutinizer for an orderly conduct of the Voting.

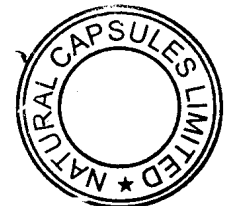
The Chairman announced that the E-Voting results along with consolidated scrutinizer's report shall be placed on the website of the Company & CDSL and shall also be communicated to the stock exchanges.

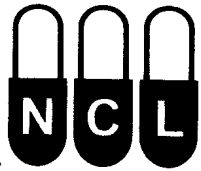
The resolutions passed by the Members with requisite majority related to the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March 2016 together with the Reports of the Directors and the Auditors thereon.
2. To declare dividend for the financial year 2015-16.
3. To appoint a Director in place of Mr. Laxminarayana Moondra (DIN 00214298), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mrs. Jyoti Mundra (DIN 07143035), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To ratify the appointment of Auditors of the company, and to fix their remuneration. To Consider and if thought fit to pass with or without modification(s) the following as an ordinary resolution :
"Resolved that, pursuant to Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under, pursuant to the recommendations of the audit committee, the appointment of M/s Gnanoba & Bhat, Chartered Accountants as the Statutory Auditors of the Company for the Accounting/Financial year 2016-2017, be and is hereby ratified, on a remuneration to be fixed by Managing Director in consultation with the said Auditors".

AML





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SPECIAL BUSINESS:

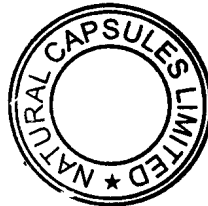
6. To approve the extension of time limit for non-promoters to convert equity share warrants / convertible securities into fully paid up equity shares from 12 months to 18 months. (Special Reslution).

Voting results at the AGM as well as those over remote e-voting are enclosed herewith as annexure "A" and scrutinizer's report on the remote e-voting as well as Insta Poll is enclosed as "Annexure B".

You are requested to take note of the same.

Thanking you,
Yours faithfully
For NATURAL CAPSULES LIMITED

D R ANAND
Company Secretary



Date: 26th August, 2016
Place: Bangalore

Annexure A

Date of the AGM	26 th August, 2016
Total number of shareholders on record date (i.e. 19 th August, 2016 – cut-off date for voting purpose)	4349
Number of share holders present in the meeting either in person or through proxy	
Promoters and promoters Group	5
Public	91
No. of shareholders attended the meeting through Video conferencing	Video Conferencing facility was not made available
Promoters & Promoter Group	
Public	

Agenda – wise

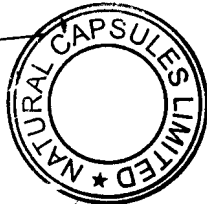
In case of Poll / Postal Ballot / E-voting:

The mode of voting of all resolutions was remote e-voting and polling at the meeting.

1. Adoption of accounts for the year ended 31st March, 2016, along with the Auditors Report thereon and Directors Report (Ordinary Resolution)

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3) = ((2)/(1)) *100	No. of Votes in favour (4)	% of Votes in favour on votes polled (6)=((4)/(2)) *100	Number of votes against (5)	% of Votes against on votes polled (7)=((5)/(2))*100
Promoter and Promoter group	2811683	2807883	99.86%	2807883	100%	nil	nil
Public Institutional Holders	nil	nil	nil	nil	nil	nil	nil
Public others	2981017	300684	10.09%	300684	100%	nil	nil

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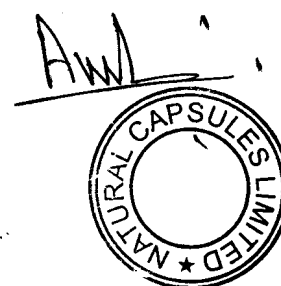


2. To declare a final dividend of Rs. 1.5/- per equity share, for the year ended 31st March, 2016.
(Ordinary Resolution)

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3) = ((2)/(1))*100	No. of Votes in favour (4)	% of Votes in favour on votes polled (6)=((4)/(2))*100	Number of votes against (5)	% of Votes against on votes polled (7)=((5)/(2))*100
Promoter and Promoter group	2811683	2807883	99.86%	2807883	100%	nil	nil
Public Institutional Holders	nil	nil	nil	nil	nil	nil	nil
Public others	2981017	300684	10.09%	300684	100%	nil	nil

3. Appointment of a director in place of Mr. Laxminarayan Mundra (DIN: 00214298), who retires by rotation and being eligible, Seeks re-appointment. (Ordinary Resolution)

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3) = ((2)/(1))*100	No. of Votes in favour (4)	% of Votes in favour on votes polled (6)=((4)/(2))*100	Number of votes against (5)	% of Votes against on votes polled (7)=((5)/(2))*100
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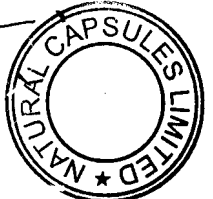
4. Appointment of a director in place of Mrs. Jyoti Mundra (DIN 07143035), who retires by rotation and being eligible, Seeks re-appointment. (Ordinary Resolution)

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3) = ((2)/(1))*100	No. of Votes in favour (4)	% of Votes in favour on votes polled (6)=((4)/(2))*100	Number of votes against (5)	% of Votes against on votes polled (7)=((5)/(2))*100
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Public Institutional Holders	nil	nil	nil	nil	nil	nil	nil
Public others	2981017	300684	10.09%	300684	100%	nil	nil

5. To ratify the appointment of M/S. Gnanoba & Bhat, Chartered Accountants as the Auditor of the Company to hold office till the conclusion of the Annual General Meeting held in 2017 and to authorize Board of Directors to fix the remuneration payable to them for the financial year ending March 31, 2017. (Ordinary Resolution)

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3) = ((2)/(1))*100	No. of Votes in favour (4)	% of Votes in favour on votes polled (6)=((4)/(2))*100	Number of votes against (5)	% of Votes against on votes polled (7)=((5)/(2))*100
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Public Institutional Holders	nil	nil	nil	nil	nil	nil	nil
Public others	2981017	300684	10.09%	300684	100%	nil	nil

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6. To approve extension of time limit for non-promoters to convert equity share warrants/convertible securities into fully paid up equity shares from 12 months to 18 months. (Special Resolution)

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3) = ((2)/(1))*100	No. of Votes in favour (4)	% of Votes in favour on votes polled (6)=((4)/(2))*100	Number of votes against (5)	% of Votes against on votes polled (7)=((5)/(2))*100
Promoter and Promoter group	2811683	2807883	99.86%	2807883	100%	nil	nil
Public Institutional Holders	nil	nil	nil	nil	nil	nil	nil
Public others	2981017	300684	10.09%	300684	100%	nil	nil

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PITALIYA & ASSOCIATES
CHARTERED ACCOUNTANTS



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E-mail : vijaypitaliya@gmail.com

VIJAY PITALIYA
B.Com., FCA

Ref.:

Date :

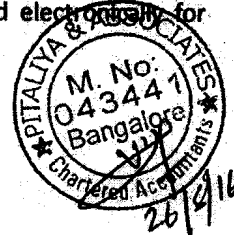
REPORT OF SCRUTINIZER
(Pursuant to section 108 of the Companies Act, 2013 and Rule 20(4) (Xii) of the Companies
(Management and Administration) Rules, 2014)

To
The Chairman,

23rd (Twenty Third) Annual General Meeting of the Equity Shareholders of Natural Capsules Limited held on Friday 26th August, 2016 at 10.00 A.M. at the Shri Krishnaraja Parishanmandira, Kannada Sahithya Parishat, Pampa Mahakavi Road, Chamarajpet, Bangalore – 560 018, Karnataka, India.

Dear Sir,

1. I, Vijay Raj Pitaliya, Practicing Chartered Accountant, 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 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 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at 23rd Annual General Meeting of the equity share holders of the company held on 26th August, 2016 at 10.00 A.M at the Shri Krishnaraja Parishanmandira, Kannada Sahithya Parishat, Pampa Mahakavi Road, Chamarajpet, Bangalore – 560 018, 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 23rd 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 ballot 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 Central Depository Services India Limited (CDSL) and the report generated electronically for voting by use of ballots at the meeting.



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E-mail : vijaypitaliya@gmail.com

VIJAY PITALIYA
B.Com., FCA

Ref.:

Date :

3. I have rendered scrutinizer's report separately on the remote e-voting and by using ballots at the meeting and I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(XII) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.

4. The Result of the voting is a under :-

a) Resolution – 1 Ordinary Resolution

To receive, consider and adopt the Audited Annual Accounts for the year ended 31st March 2016 together with the Reports of the Director's and the Auditor's thereon.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
41	3109168	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid / Abstain votes :

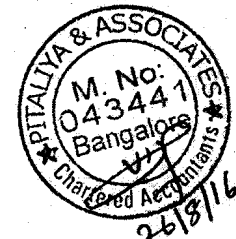
Total Number of members whose votes were declared invalid	Total number of votes cast by them
5	5

b) Resolution – 2 : Ordinary Resolution

To declare a final dividend of Rs. 1.5/- per equity share, for the year ended 31st March, 2016.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
41	3109168	100%



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VIJAY PITALIYA
B.Com., FCA

Ref.

(ii) Voted against the resolution:

Date :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid / Abstain votes :

Total Number of members whose votes were declared invalid	Total number of votes cast by them
5	5

c) Resolution – 3: Ordinary Resolution

Appointment of a director in place of Mr. Laxminarayana Moondra (DIN 0214298), who retires by rotation and being eligible, seeks re-appointment.

(i) Voted In favour of the resolution

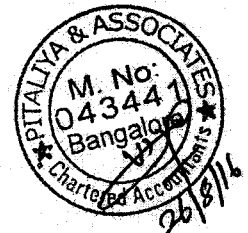
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
41	3109168	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid / Abstain votes :

Total Number of members whose votes were declared invalid	Total number of votes cast by them
5	5



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Date :

d) Resolution – 4 : Ordinary Resolution:

Appointment of a director in place of Mrs. Jyoti Mundra (DIN: 07143035), who retires by rotation and being eligible, Seeks re-appointment.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
41	3109168	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid / Abstain votes :

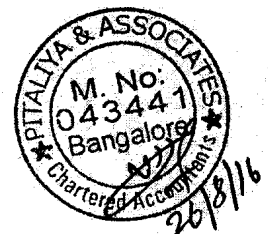
Total Number of members whose votes were declared invalid	Total number of votes cast by them
5	5

e) Resolution – 5: Ordinary Resolution

To ratify the appointment of M/S. Gnanoba & Bhat, Chartered Accountants as the Auditor of the Company to hold office till the conclusion of the Annual General Meeting held in 2017 and to authorize Board of Directors to fix the remuneration payable to them for the financial year ending March 31, 2017.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
41	3109168	100%



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 E-mail : vijaypitaliya@gmail.com

Ref.

Date :

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid / Abstain votes :

Total Number of members whose votes were declared invalid	Total number of votes cast by them
5	5

f) Resolution – 6 : Special Resolution

To approve extension of time limit for non-promoters to convert equity share warrants/convertible securities into fully paid up equity shares from 12 months to 18 months. (Special Resolution)

(i) Voted in favour of the resolution

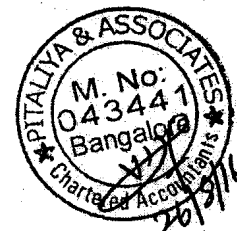
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
41	3109168	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid / Abstain votes :

Total Number of members whose votes were declared invalid	Total number of votes cast by them
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Cell : 98440507
E-mail : vijaypitaliya@gmail.co

Ref.

Date :

5. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 23rd Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully



Vijay Pitaliya

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

26.08.16

04.35 PM

Place: Bangalore
Dated: 26th August, 2016.