

**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: 30.08.17  
Place: Bangalore

The BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
Scrip Code: 524654

Attn: Listing Department

Dear Sir/Madam,

**Sub: Scrutinizer's Report on E-Voting and Voting by Poll (MGT-12).**

We have enclosed the Consolidated Scrutinizer Report on remote E-Voting & Voting by Polling process (Form MGT-12).

This is for your information and record.

Thanking you,  
Yours truly,

**For Natural Capsules Limited**

  
Company Secretary



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,

24<sup>th</sup> (Twenty Fourth) Annual General Meeting of the Equity Shareholders of Natural Capsules Limited held on Friday 29<sup>th</sup> August, 2017 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, 2<sup>nd</sup> Floor, Sriram Mansion, 4<sup>th</sup> 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 24<sup>th</sup> Annual General Meeting of the equity share holders of the company held on 29<sup>th</sup> August, 2017 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 24<sup>th</sup> 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 ballots at the meeting.



3. 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 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**

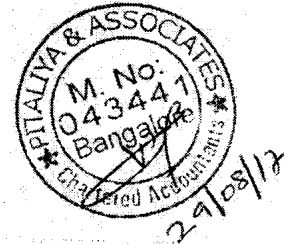
To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March 2017 together with the Reports of the Directors and the Auditors thereon

Particulars	Remote E-Voting		Polling Paper(MGT-12)		Total		
	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	%age
Votes in Favour	27	3252264	10	667	37	3252931	100.00
Votes Against	0	0	0	0	0	0	0
Total	27	3252264	10	667	37	3252931	100.00

**b) Resolution - 2 : Ordinary Resolution**

To declare dividend for the Financial Year 2016-17.

Particulars	Remote E-Voting		Polling Paper(MGT-12)		Total		
	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	%age
Votes in Favour	27	3252264	10	667	37	3252931	100.00
Votes Against	0	0	0	0	0	0	0
Total	27	3252264	10	667	37	3252931	100.00



**c) Resolution - 3: Ordinary Resolution**

To appoint a director in place of Mr. 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 Shares/ Votes	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	%age
Votes in Favour	26	3252263	10	667	36	3252930	99.90
Votes Against	1	1	0	0	1	1	0.10
Total	27	3252264	10	667	37	3252931	100.00

**d) Resolution - 4 : Ordinary Resolution:**

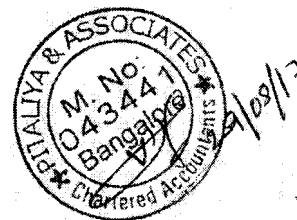
To appoint a director in place of Mr. Satyanarayan Mundra (DIN: 00214349), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote E-Voting		Polling Paper(MGT-12)		Total		
	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	%age
Votes in Favour	27	3252264	10	667	37	3252931	100
Votes Against	0	0	0	0	0	0	0
Total	27	3252264	10	667	37	3252931	100

**e) Resolution - 5: Ordinary Resolution**

Appointment of Auditors of the company, and to fix their remuneration.

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	%age
Votes in Favour	27	3252264	10	667	37	3252931	100
Votes Against	0	0	0	0	0	0	0
Total	27	3252264	10	667	37	3252931	100



**f) Resolution - 6 : Special Resolution**

To revise the remuneration of Mr. Sunil L Mundra (Managing Director, DIN: 00214304).

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	%age
Votes in Favour	26	3252263	10	667	36	3252930	99.90
Votes Against	1	1	0	0	1	1	0.10
Total	27	3252264	10	667	37	3252931	100.00

**g) Resolution - 7 : Special Resolution**

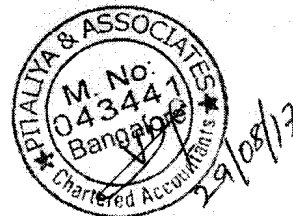
To re-appoint Mr. Laxminarayan Moondra (DIN: 00214298) as Whole Time Director and to fix his remuneration.

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	%age
Votes in Favour	26	3252263	10	667	36	3252930	99.90
Votes Against	1	1	0	0	1	1	0.10
Total	27	3252264	10	667	37	3252931	100.00

**h) Resolution - 8 : Special Resolution**

To revise the remuneration Mr. Satyanarayan Mundra (DIN: 00214349).

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	%age
Votes in Favour	26	3252263	10	667	36	3252930	99.90
Votes Against	1	1	0	0	1	1	0.10
Total	27	3252264	10	667	37	3252931	100.00



**i) Resolution - 9 : Special Resolution**

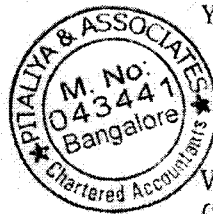
To fix the remuneration of Non-Executive Directors.

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	No. of members	No. of Shares/ Votes	%age
Votes in Favour	27	3252264	10	667	37	3252931	100.00
Votes Against	0	0	0	0	0	0	0
Total	27	3252264	10	667	37	3252931	100.00

5. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 24<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully



*Vijay Raj Pitaliya*  
29/08/2017

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

Place: Bangalore  
Dated: 29<sup>th</sup> August, 2017.