



VIJAY RAJ PITALIYA
B.Com., FCA

Ref : **Consolidated Report of E-Voting and Polling Paper** Date :

Consolidated Report Of Scrutinizer on E-Voting Polling Paper at the 25th Annual General Meeting of the Equity Shareholders of Natural Capsules Limited held on **Friday 21st September, 2018** at 10.00 A.M. at **The Bangalore Gayana Samaja, Krishna Rajendra Road, Basavangudi, Bengaluru-560004**, Karnataka, (Pursuant to section 108, 109 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21(12) of the Companies (Management and Administration) Rules, 2014):

To
The Chairman,
Natural Capsules Limited
Bangalore

For 25th (Twenty Fifth) Annual General Meeting of the Equity Shareholders of Natural Capsules Limited held on **Friday 21st September, 2018** at 10.00 A.M. at **The Bangalore Gayana Samaja, Krishna Rajendra Road, Basavangudi, Bengaluru-560004**, Karnataka,.

Dear Sir,

1. I, Vijay Raj Pitaliya, Practicing Chartered Accountant, having our office 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 / Polling Paper (MGT-12) at the meeting pursuant to Section 108 , 109 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21(12) of the Companies (Management and Administration) Rules, 2014) (As Amended from time to time) in respect of the below mentioned resolutions proposed at 25th Annual General Meeting of the equity share holders of the company held on **Friday 21st September, 2018** at 10.00 A.M. at **The Bangalore Gayana Samaja, Krishna Rajendra Road, Basavangudi, Bengaluru-560004**, 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 25th 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/ Polling Paper (MGT-12) at the meeting. After the time fixed for closing of the poll by the Chairman, Ballot Box kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company & Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the company.

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 108, 109 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21(12) of the Companies (Management and Administration) Rules, 2014 on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.

The poll papers, which were incomplete / which were found defective have been treated as invalid and kept separately and the same was not considered for the purpose of calculation.

The result of voting is as under:





VIJAY RAJ PITALIYA
 B.Com., FCA

Resolution - 1: Ordinary Resolution

Ref:

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March 2018 ^{Date:} 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 Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	19	3726556	10	25240	29	3751796	100
Votes Against	0	0	0	0	0	0	0
Total	19	3726556	10	25240	29	3751796	100

Resolution - 2: Ordinary Resolution

To declare dividend for the Financial Year 2017-18.

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	19	3726556	10	25240	29	3751796	100
Votes Against	0	0	0	0	0	0	0
Total	19	3726556	10	25240	29	3751796	100

Resolution - 3: Ordinary Resolution

To appoint a director in place of Shri Laxminarayan Mundra (DIN:00214298), who retires by rotation and being eligible, offers himself for reappointment.

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	19	3726556	10	25240	29	3751796	100
Votes Against	0	0	0	0	0	0	0
Total	19	3726556	10	25240	29	3751796	100





VIJAY RAJ PITALIYA

B.Com., FCA

Resolution - 4: Ordinary Resolution

Ref:

To appoint a director in place of Smt Jyoti Mundra (DIN:07143035), who retires by rotation and being eligible, offers herself for re-appointment. Date

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	19	3726556	10	25240	29	3751796	100
Votes Against	0	0	0	0	0	0	0
Total	19	3726556	10	25240	29	3751796	100

Resolution - 5: Ordinary Resolution (Special Business)

To appoint Mr. Anjan K Roy as Independent Non-Executive Director (DIN:01032834) of the Company.

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	18	3726555	10	25240	28	3751795	99.99
Votes Against	1	1	0	0	1	1	0.01
Total	19	3726556	10	25240	29	3751796	100

Resolution - 6: Special Resolution (Special Business)

To consider the approval of Natural Capsules Limited- 'Employees Stock Option Plan 2018' (ESOP 2018)

Particulars	Remote E-Voting		Polling Paper (MGT-12)		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	19	3726556	10	25240	29	3751796	100
Votes Against	0	0	0	0	0	0	0
Total	19	3726556	10	25240	29	3751796	100

3. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 25th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Managing Director/ Company Secretary for safe keeping.

Thanking you,
Yours faithfully

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



Place : Bangalore
Date : 22nd September, 2018.