



**NATURAL  
CAPSULES  
LIMITED**



**CORP & REGD OFFICE : "TRIDENT TOWERS" No. 23, 4th Floor, 100 feet Road, Jayanagar 2nd Block, Bangalore-560011**  
Phone : 080-26561562 / 1571 / 1573 / 581 URL : [www.naturalcapsules.com](http://www.naturalcapsules.com) Email : [info@naturalcapsules.com](mailto:info@naturalcapsules.com), CIN No. : L85110KA1993PLC014742

To,

**The Listing Manager  
BSE Limited  
P.J. Towers, Dalal Street  
Mumbai-400001**

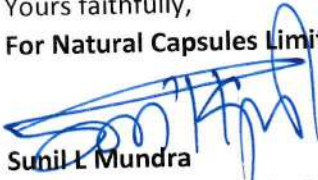
**Scrip Code: 524654**

**Dear Sir/Madam,  
Sub: Notice of 27<sup>th</sup> Annual General Meeting of the Company**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (as amended) read with Schedule III of the SEBI Listing Regulations, we are submitting the Notice of the 27<sup>th</sup> AGM of the Company scheduled to be held on Friday August 21, 2020 at 10:30 a.m. (IST) through Video Conference ("VC") or Other Audio Visual Means ("OAVM"), which is also being sent by electronic mode (emails) to the Members. The aforesaid AGM Notice is also being uploaded on the website of the Company.

This is for your information and for public at large.

Thanking you,  
Yours faithfully,  
For Natural Capsules Limited

  
**Sunil L Mundra  
Natural Capsules Limited**





**Natural Capsules Limited**  
**Trident Towers, 4<sup>th</sup> Floor,**  
**No. 23, 100 Feet Road, Jaynagar II Block,**  
**Bengaluru-560 011**  
**Tel no : +91 80 2656 1562/ 2565 1581**  
**Email : [company.sec@naturalcapsules.com](mailto:company.sec@naturalcapsules.com)**  
**CIN : L85110KA1993PLC014742.**

**Notice**

Notice is hereby given to all the members of the Company, that the **27<sup>th</sup> Annual General Meeting** of Natural Capsules Limited will be held on **Friday, the 21<sup>st</sup> day of August, 2020** at 10.30 AM through video conferencing ("VC"), or Other Audio Visual Means ("OAVM") at the registered office of the Company at **Trident Towers, 4<sup>th</sup> Floor, No. 23 100 Feet Road, Jayanagar II Block Bengaluru-560011**, to transact the following business:-

**Ordinary Business:**

1. To receive, consider and adopt the Consolidated and Standalone Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March 2020 together with the Reports of the Directors and the Auditors thereon.
2. To declare a dividend for the Financial Year 2019-20.
3. To appoint a director in place of Smt. Jyoti Mundra (DIN: 07143035), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a director in place of Shri. Laxminarayan Mundra (DIN: 00214298), who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business:**

5. To consider re-appointment Shri. Laxminarayan Mundra (DIN: 00214298) as Whole time Director for a Period of 3 Years and to revise his remuneration:

To consider and if thought fit, to pass the following as a Special Resolution:

"RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended from time to time) Clause 92 and Clause 95 of the Company's Articles of Association, the consent of the Company be and is hereby accorded for re-appointment of Shri. Laxminarayan Mundra as a Whole time Director of the company for a period of 3 years with immediate effect, on the same terms and conditions of the earlier agreement except that his remuneration shall be as per the following terms ( as approved by Nomination and Remuneration Committee):-

1. Salary of Rs. 2,80,000/- Per month on the scale of pay of Rs. 2,80,000-15,000-2,95,000
2. Car with the driver for official work
3. Medical re imbusement for self and dependent family members not exceeding 1 month's Salary in a year or 3 month's salary in block of 3 years
4. LTC once in a year not exceeding 1 month's salary for self and dependent family.
5. PF and Gratuity as applicable to the other officers of the company.
6. Commission of 1% of Profit

"RESOLVED FURTHER THAT the aforesaid remuneration shall be construed as minimum remuneration in the absence of profits/ inadequate profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible limit as per Schedule V and that the commission will not be paid."

"RESOLVED FURTHER THAT Mr. Sunil L Mundra, Managing Director be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

**By ORDER OF THE BOARD**

**Sunil L Mundra**  
**Managing Director**  
**DIN: 00214304**

**Place: Bangalore**  
**Date: 20.07.2020**

**Note:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“Act”), Secretarial Standard-2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business is annexed hereto.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norms and pursuant to the General Circular No. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, issued by the Ministry of Corporate Affairs (collectively “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) read with and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 27<sup>th</sup> Annual General Meeting (“AGM”) of the Company is being held through VC/OAVM Facility, which does not require physical presence of Members at the venue. The proceedings of the 27<sup>th</sup> AGM shall be deemed to be made at the Registered Office of the Company situated at **Trident Towers, 4<sup>th</sup> Floor, No. 23 100 Feet Road, Jayanagar II Block Bengaluru-560011** (deemed venue for the AGM).
3. M/s P. Chandrasekar LLP, Chartered Accountants, continues to be the Statutory Auditors of the Company for the current financial year 2020-21.
4. The register of members and share transfer books will remain closed from **14<sup>th</sup> August 2020 to 21<sup>st</sup> August 2020 (both days inclusive)** for determining the members entitled to receive dividend for the financial year ended **31st March 2020**. Subject to the provisions of the Companies Act, 2013, dividend if approved by the shareholders will be payable on or after **August 21, 2020** and will be paid to those shareholders whose names appear in the Company’s Register of Shareholders as on **13<sup>th</sup> August 2020**. In respect of the shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). HDFC Bank Limited has been appointed as the banker for the payment of dividend to the shareholders.
5. Members are requested to register/update mandate for receiving the Dividend electronically and to note the following:
  - a. Members holding shares in physical form are requested to register or intimate any change in their address, name, bank details, ECS Mandates, nominations, Power of Attorney etc. to the Company’s Registrar and Transfer Agent (RTA), **Cameo Corporate Services Limited, Subramanian Building, No. 1 Club House, Road, Chennai-600 002 (kandhimathi@cameoindia.com)**. Kindly quote the ledger folio number in all your correspondence. For updation of the Bank Account details / mandate, kindly send the scan copy of a signed request letter mentioning therein the name, folio number, Bank Account details, self-attested copy of PAN Card and a cancelled cheque leaf with pre-printed name of the Member (first shareholder) of the Company, to the RTA.
  - b. Members holding shares in dematerialized form are requested to register or intimate any change in their address, name, bank details, ECS mandates, nominations, Power of Attorney etc. to their respective Depository Participants (DPs) only. Kindly quote client ID and DP ID numbers in all your correspondence.
  - c. In the cases where the ECS mandates of the Members are not available to enable the payment of Dividend electronically, the Dividend warrant/cheques shall be dispatched only upon resumption and normalization of the postal services.
6. Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents, M/s. CAMEO CORPORATE SERVICES LIMITED, Subramanian Building, No 1, Club House Road, Chennai – 600002 or to the Company at its Registered Office at Trident Towers, 4th Floor, No. 23, 100 Feet Road, Jayanagar II Block, Bengaluru-560011.
7. The 27<sup>th</sup> Annual Report along with Notice of the AGM including general guidelines for participation at the 27<sup>th</sup> AGM through VC/OAVM, procedure for remote e-voting including during the AGM, is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depository. The same has also been uploaded on the website of the Company, i.e. [www.naturalcapsules.com](http://www.naturalcapsules.com). To support the ‘Green Initiative’ and in accordance with the MCA Circulars and SEBI Circular, copy of the Annual Report is being sent only through emails to the Members of the Company. Members who have not registered their e-mail addresses are requested to register the same with the Company or with the R&T Agent / respective Depository Participant(s).

8. Corporate Members intending to attend the meeting through VC/OAVM are requested to send a scanned copy of the certified true copy of Board Resolution / Power of Attorney from the Corporate Member's registered email address authorizing their representatives to attend the AGM on their behalf, at the email ID, company.sec@naturalcapsules.com. Further, the Corporate Members are requested to also state the Client ID/DP ID in which the Company's shares are held.
9. Members holding shares in physical form can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rules made thereunder, with the Company. Members holding shares in demat form may contact their respective Depository Participant(s) for availing this facility.
10. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL) and instructions for e-voting are given herein below. A resolution passed by members through e-voting is/are deemed to have been passed as if they've been passed at the AGM.
11. Members may also note that the Notice of the **27<sup>th</sup> AGM** of Natural Capsules Limited and the Annual Report 2019-20 will be available on the Company's website: [www.naturalcapsules.com](http://www.naturalcapsules.com)
12. Additional information, as per SEBI (LODR) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules framed thereunder.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository participant(s). Members holding shares in physical form are required to submit their PAN details to the company's Registrar and Transfer Agent. As per Regulation 40 of SEBI listing Regulations (as amended), request for effecting transfer of securities, except in case of transposition or transmission of securities shall not be processed effective from April 1, 2019 unless the securities are held in dematerialized form. Hence, the Members holding equity shares of the Company in physical form are requested to take action to dematerialize the same promptly.
14. The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) and the Company has already paid the annual listing fees for the Financial Year 2020-21 to BSE as well as custodian fees to the National Securities Depository Limited and Central Depository Services (India) Limited within the prescribed time.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection during the AGM electronically.
16. All the relevant documents referred in this Notice shall be available for inspection by the Members upto the date of 27<sup>th</sup> Annual General Meeting electronically and the Member(s) may send a request for inspection of documents to the Company Secretary (Email ID:company.sec@naturalcapsules.com) and mention the details of Folio No. or Client ID/DP ID wherein the shares of the Company are held by the Member(s).
17. General instructions for accessing or participating at the 27<sup>th</sup> AGM through Electronic Means (VC/OAVM)
  - i. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
  - ii. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

- iii. The members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
- vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.naturalcapsules.com](http://www.naturalcapsules.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
- vii. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

#### **18. Voting through electronic means:**

The Company is pleased to provide remote e-voting facility through National Securities Depository Limited (NSDL) for the Members of the Company to enable them to cast their votes electronically on the resolutions mentioned in this Notice of 27<sup>th</sup> Annual General Meeting of the Company dated (“**Notice**”). The details and instructions for remote e-voting are furnished in Note No. 20 of the AGM Notice. These details form an integral part of this Notice of 27<sup>th</sup> AGM.

#### **19. Procedure for Remote E-Voting: The instructions for the shareholders / Members voting electronically are as under:**

##### **Voting through electronic means:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI (LODR) 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 27<sup>th</sup> Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on **18<sup>th</sup> August 2020 (10:00 am)** and ends on **August 20<sup>th</sup>, 2020 (5:00 pm)**. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13<sup>th</sup> August 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The process and manner for remote e-voting are as under:



As per the section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (as amended from time to time), e-voting facility is a mandatory requirement for listed companies. The instructions for shareholders voting electronically are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below			
<a href="https://www.evoting.nSDL.com/">Step I: Log-in to NSDL e-Voting system at https://www.evoting.nSDL.com/</a>		Step II: Cast your vote electronically on NSDL e-Voting system	
Details on Step I is mentioned below		Details on Step 2 is given below	
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile		1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles	
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section		2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status	
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen		3. Select “EVEN” of company for which you wish to cast your vote	
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nSDL.com/">https://eservices.nSDL.com/</a> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.		4. Now you are ready for e-Voting as the Voting page opens	
5. Your User ID details are given below		5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted	
		6. Upon confirmation, the message “Vote cast successfully” will be displayed.	
		7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page	
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:		
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.	8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote	
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****	General Guidelines for shareholders	
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456	<a href="#">1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to</a>	

		then user ID is 101456001***	<a href="mailto:csdeepaksadhu@gmail.com">csdeepaksadhu@gmail.com</a> with a copy marked to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>
5. Your password details are given below		2. It is strongly recommended not to share your password With any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> to reset the password	
a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote		3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free no.: 1800-222-990 or send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>	
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password			
c) How to retrieve your 'initial password'?			
(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'			
(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address			
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password			
If you are unable to retrieve or have not received the "Initial password" or have forgotten your password			
a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>			
b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>			

c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address	
d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL	
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box	
8. Now, you will have to click on "Login" button	
9. After you click on the "Login" button, Home page of e-Voting will open	

**Explanatory Statement to Section 102(2) of the Companies Act, 2013:**

**Item No.5). To consider re-appointment Shri. Laxminarayan Mundra (DIN: 00214298) as Whole time Director for a Period of 3 Years and to revise his remuneration:**

Shri. Laxminarayan Mundra aged about 79 years, is Promoter and Whole time Director of the Company and considering his immense contribution to the progress of the Company, knowledge on various aspects relating to the company's affairs and long business experience, the Board of Directors is of the opinion that his continuance as Whole time Director on the terms as stated in the resolution is necessary.

His reappointment is duly approved by both the Board and Nomination and Remuneration & Compensation Committee

In terms of the provisions of the companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee, the Board and the Board of Directors have at their meeting held on 05<sup>th</sup> June 2020 re-appointed him as Whole time Director of the Company for further period of 3 years effect on the same terms and conditions of the earlier agreement except that his remuneration shall be as per the following terms.

1. Salary of Rs. 2,80,000/- Per month on the scale of pay of Rs. 2,80,000-15000-2,95,000
2. Car with the driver for official work
3. Medical reimbursement for self and dependent family members not exceeding 1 month's Salary in a year or 3 month's salary in block of 3 years
4. LTC once in a year not exceeding 1 month's salary for self and dependent family.
5. PF and Gratuity as applicable to the other officers of the company.
6. Commission of 1% of Profit

The aforesaid remuneration shall be for a period of 3 years which shall be construed as minimum remuneration in the absence of profits/ inadequate profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible limit as per schedule v and that the commission will not be paid."

Except **the promoter directors**, none of the other directors /Key Managerial Personnel of the Company and their relatives, is / are in any way concerned / interested in the resolution set out at item No. 5 of the accompanying Notice of the AGM.

The board recommends the passing of the resolution as set out at Item No. 5 of the Notice of the AGM as an **Special resolution**.

**Listing Requirements:-**

As mandated under Regulation 36(3) of SEBI Listing Obligation and Disclosure Requirements (LODR) Regulation 2015 and Secretarial Standards on General Meetings (SS-2), the required details are given below:

**Information Relating to Re-Appointment of Whole time Director and Director/s Retiring by Rotation & Seeking Reappointment:**



<b>Name</b>	<b>Smt. Jyoti Mundra</b>	<b>Shri Laxminarayan Mundra</b>
<b>Age</b>	53 Years	79 years
<b>Date of Birth</b>	31.07.1967	27.04.1941
<b>Date of Appointment</b>	27.08.2015	01.06.2011
<b>Purpose</b>	Retiring director seeking re-appointment	Retiring director seeking re-appointment
<b>Type of Business and Resolution</b>	Ordinary Business –Ordinary Resolution	Ordinary Business –Ordinary Resolution/ Special Business-Special Resolution
<b>DIN</b>	07143035	00214298
<b>Qualification</b>	B.Com	B.Com
<b>Expertise and Experience</b>	20 years of experience in Accounts and Finance.	30 years of experience in Banking, Finance, Human Resource and Management.
<b>Brief Resume</b>	Smt. Jyoti Mundra serves as Non-Executive Director of Natural Capsules Limited. She has extensive experience in the areas of business administration, financial control.	Mr. Laxminarayan Mundra serves as Whole Time Director of Natural Capsules Limited. He is a Commerce graduate. He advises the company on matters relating to finance, management and control of human resource.
<b>Committee Membership In Listed Entities</b>	NIL	1. Stakeholder's Relationship Committee 2. Share Transfer Committee 3. Performance & performance Evaluation Committee
<b>Directorship in Companies</b>	1. Natural Capsules Limited	1. Natural Capsules Limited 2. Tajos Investments Private Limited 3. Square Plus Life Sciences Private Limited
<b>Share Holdings in The Company as on 31<sup>st</sup> March 2020</b>	204463 equity shares of Rs. 10/- each	160294 equity shares of Rs. 10/- each

**Relationship amongst Promoter Directors and Other Directors:**

<b>SL No.</b>	<b>Name of Promoter Director</b>	<b>Other Promoter Director</b>	<b>Relationship Between Director and other Directors</b>
1.	Shri Laxminarayan Mundra	Sri Sathyanarayan Mundra Sri Sunil L Mundra Sri Sushil Kumar Mundra	Brother Son Son
2.	Shri Sathyanarayana Mundra	Sri Laxminarayan Mundra Sri Sunil L Mundra Sri Sushil Kumar Mundra	Brother Brother's Son Brother's Son
3.	Shri Sushil Kumar Mundra	Sri Laxminarayan Mundra Sri Sathyanarayan Mundra Sri Sushil Kumar Mundra	Father Father's Brother Brother
4.	Shri Sunil L Mundra	Sri Laxminarayan Mundra Sri Sathyanarayan Mundra	Father Father's Brother

		Sri Sushil Kumar Mundra	Brother
5.	Smt. Jyoti Mundra	Sri Sunil L Mundra Sri Laxminarayan Mundra Sri Sathyanarayan Mundra Sri Sushil Kumar Mundra	Husband Husband's Father Husband's Uncle Husband's Brother
6.	Shri CP Rangachar, Chairman and Independent Non-Executive Director	There is no Inter-se relationship among executive directors and Independent Non-Executive Directors.	
7.	Shri Anjan Kumar Roy, Independent Non-Executive Director		
8.	Shri Pramod Kasat, Independent		