

Date: 20.09.2022

To

**The Manager-Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001**

Subject: Declaration of voting results & Scrutinizer's Report of 29th Annual General Meeting of the company held on Tuesday, 20th September, 2022

Sir,

Pursuant to the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith voting results of 29th Annual General Meeting held on Tuesday, 20th September, 2022 at 11.00 am at the Registered office of the Company at No. 23, Trident towers, 4th Floor, 100 Feet Road, Jayanagar II Block Bangalore-560011 through Video Conferencing (VC) or Other AudioVisual Means (OAVM) along with the copy of Scrutinizer's Report.

You are requested to kindly take the note of the same.

Yours truly,

For Natural Capsules Limited



**Shilpa Burman
Company Secretary & Compliance Officer
Enclosure: As Above**



VOTING RESULTS OF THE 29TH ANNUAL GENERAL MEETING OF NATURAL CAPSULES LIMITED

Date of Annual General Meeting	Tuesday, 20 th September 2022
Total number of Shareholders as on Record Date	7235
Number of Shareholders present in the meeting -Promoters and Promoter Group -Public	NA
No. of Shareholders attended the meeting through video conferencing	41

Agenda-wise disclosure

Item No: 1

Resolution required: (Ordinary Resolution)	To receive, consider and adopt the Consolidated and Standalone Audited Financial Statements for the Financial Year ended 31st March 2022 together with the Reports of the Directors and the Auditors thereon.							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of Shares held	No. of Shares polled	% of votes polled on	No. of votes in favour	No. of Votes- s-	% of votes in favour on	% of votes against on



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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 **Email :** info@naturalcapsules.com, **CIN No. :** L85110KA1993PLC014742

		(1)	(2)	outstan ding shares (3)=[(2))/(1)] *100	(4)	agai nst (5)	votes polled (6)=[(4)/ (2)]*100	votes polle d (7)=[(5)/(2)]*10 0
Promoter and Promoter Group	E-voting	3387272	3180509	93.8949	3180509	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
Public Non Institutions	E-voting	2731444	18687	0.6841	18649	38	99.7967	0.2033
Total	E-voting	6232700	3199196	51.3292	3199158	38	99.9988	0.0012

Item No. 2

Resolution required: (Ordinary Resolution)	To declare a dividend @10% for the Financial Year 2021-22.							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstan	No. of votes in favour (4)	No. of Vote s-	% of votes in favour on votes polled	% of votes against on votes polle

				ding shares (3)=[(2))/(1)] *100		agai nst (5)	(6)=[(4/ (2)]*100	d (7)=[(5)/(2)]*10 0
Promoter and Promoter Group	E-voting	33872 72	31705 09	93.600 7	317050 9	0	100	0
Public Institutions	E-voting	11398 4	0	0	0	0	0	0
Public Non Institutions	E-voting	27314 44	28687	0	28461	226	99.2122	0.787 8
Total	E-voting	62327 00	31991 96	51.329 2	319897 0	226	99.9929	0.007 1

Item No. 3

Resolution required: (Ordinary Resolution)	To appoint a director in place of Shri Laxminarayan Moondra (DIN: 00214298), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/promo ter group are interested in the agenda/resolutio n?	No							
Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstan	No. of votes in favour (4)	No. of Vote s- agai nst	% of votes in favour on votes polled	% of votes again st on votes polle

				ding shares (3)=[(2))/(1)] *100		(5)	(6)=[(4/ (2)]*100	d (7)=[(5)/(2)]*10 0
Promoter and Promoter Group	E-voting	33872 72	30102 16	88.868 4	301021 6	0	100	0
Public Institutions	E-voting	11398 4	0	0	0	0	0	0
Public Non Institutions	E- Voting	27314 44	28584	1.0465	28578	6	99.9790	0.021 0
Total	E-voting	62327 00	30388 00	48.755 8	303879 4	6	99.9998	0.000 2

Item No. 4

Resolution required: (Ordinary Resolution)	To appoint a director in place of Smt. Jyothi Mundra (DIN: 07143035), who retires by rotation and being eligible, offers herself for re-appointment.
Whether promoter/promo ter group are interested in the agenda/resolutio n?	No

Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of Vote s- against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polle d (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3387272	3170515	93.6008	3170515	0	100	0
Public Institutions	E-voting	113984	0	0	0	0	0	0
Public Non Institutions	E-voting	2731444	28681	1.0500	28643	38	99.8675	0.1325
Total	E-voting	6232700	3199196	51.3292	3199158	38	99.9988	0.0012

Item No. 5

Resolution required: (Ordinary Resolution)	To re-appoint Statutory Auditors of the company, and to fix their remuneration.
Whether promoter/promoter group are interested in the agenda/resolution?	No



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Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of Vote s- against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polle d (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3387272	3170510	93.6007	3170510	0	100	0
Public Institutions	E-voting	113984	0	0	0	00	0	0
Public Non Institutions	E-voting	2731444	28486	1.0429	28448	38	99.8666	0.1334
Total	E-voting	6232700	3198996	51.3260	3198958	38	99.9988	0.0012

Item No. 6

Resolution required: (Special Resolution)	To consider reappointment of Shri. Sathyanarayana Mundra (DIN: 00214349) as Whole time Director for a term of 3 years and to revise his remuneration.
Whether promoter/promoter group are interested in the agenda/resolution?	Yes



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Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of Vote s- against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polle d (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3387272	2131945	62.9399	2131945	0	100	0
Public Institutions	E-voting	113984	0	0	0	0	0	0
Public Non Institutions	E-Voting	2731444	28687	1.0503	28649	38	99.8675	0.1325
Total	E-voting	6232700	2160632	34.6661	2160594	38	99.9982	0.0018

Item No. 7

Resolution required: (Special Resolution)	To consider payment of commission to Non-executive Directors
Whether promoter/promoter group are interested in the agenda/resolution?	Yes



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Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of Vote s- against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polle d (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3387272	2292239	67.6721	2292239	0	100	0
Public Institutions	E-voting	113984	0	0	0	0	0	0
Public Non Institutions	E-Voting	2731444	28487	1.0429	28129	358	98.7433	1.2567
Total	E-voting	6232700	2320726	37.2347	2320368	358	99.9846	0.0154

Item No. 8

Resolution required: (Special Resolution)	To appoint independent director
Whether promoter/promoter group are interested in the agenda/resolution?	No



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Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of Vote s- against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polle d (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3387272	3170511	93.6007	3170511	0	100	0
Public Institutions	E-voting	113984	0	0	0	0	0	0
Public Non Institutions	NA	2731444	28685	1.0502	28647	38	99.9988	0.0012
Total	E-voting	6232700	3199196	51.3292	3199158	38	99.9988	0.0012

Item No. 9

Resolution required: (Ordinary Resolution)	To consider Related Party Transactions with wholly owned subsidiary- Natural Biogenex Private Limited
Whether promoter/promoter group are interested in the	Yes



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agenda/resolution?								
Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3387272	2415494	71.3109	2415494	0	100	0
Public Institutions	E-voting	113984	0	0	0	0	0	0
Public Non Institutions	E-Voting	2731444	26527	0.9712	265216	6	99.9774	0.0226
Total	E-voting	6232700	2442021	39.1808	2442015	6	99.9998	0.0002

Unit - I : Plot No. 7A2, KIADB Industrial Area, Attibele-562 107, Bangalore. Tel : 08110-645068, Fax : 080-27820325

Unit- II : R.S. No. 84, Perambai Road, Pitchaveeranpet, Pondicherry - 605 010. Tel : 0413-2290833, Fax : 0413-2293251

DEEPAK SADHU
MBA (Finance), A.C.S.



DEEPAK SADHU
COMPANY SECRETARIES

No.450, 9th cross, JP Nagar,
2nd phase, Bangalore - 560078

COMPANY SECRETARY
CP No: **14992**, ACS No: **39541**

MOBILE: **9115731257 / 9886096664**

E-mail: deepakksadhu@gmail.com

Web: www.dscorplaw.com

Consolidated Report of E-Voting

Consolidated Report Of Scrutinizer on E-Voting at the **29th Annual General Meeting** of the Equity Shareholders of Natural Capsules Limited held on **Tuesday 20th September, 2022** at 11.00 A.M. at **Trident Towers, 4th Floor (level 3), No. 23, 100 Feet Road, Jaynagar II Block, Bengaluru 560011, Karnataka, INDIA** (Pursuant to section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014) via Video Conferencing:

To
The Chairman,
Natural Capsules Limited
Bangalore

For **29th (Twenty Nineth) Annual General Meeting** of the Equity Shareholders of Natural Capsules Limited held on **Tuesday 20th September, 2022** at 11.00 A.M at **Trident Towers, 4th Floor (level 3), No. 23, 100 Feet Road, Jayanagar II Block, Bengaluru 560011, Karnataka, INDIA**

Dear Sir,

1. I, **Deepak Sadhu, Practicing Company Secretary**, having our office at No. 450, 9th cross, JP Nagar 2nd phase, Bangalore - 560078 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) at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (As Amended from time to time) in respect of the below mentioned resolutions proposed at **29th Annual General Meeting** of the equity share holders of the company held on **Tuesday 20th September, 2022 at 11.00 A.M at Trident Towers, 4th Floor (level 3), No. 23, 100 Feet Road, Jayanagar II Block, Bengaluru 560011, Karnataka, INDIA**, submit our report as under :
2. 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 substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Company provided remote e-voting facility to cast vote through electronic mode which commenced from **10.00 am on September 16th, 2022 to 5.00 pm on September 19th, 2022 and 15 minutes after conclusion of Annual General Meeting on September 20th, 2022** on the resolutions as per Annexure by the members of the Company.
3. The Notice dated **25th August, 2022** as per section 101 of the Companies Act, 2013 along with the statement setting out material facts under section 102 of the Act was sent to the Members on **26th August, 2022** in respect of the resolutions passed at the AGM of the Company. The Notice was also published in "Business Line" (English) and "Sanjevani" (Kannada) on **27th August, 2022**.
4. The Notice was also hereby given pursuant to Section 91 of the Companies Act, 2013, Rule 10 of the Companies [Management and Administration Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure

**DEEPAK
SADHU**

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Requirements) Regulations 2015 that the Register of Members of the Company and Share Transfer Books will remain closed from **13th September, 2022 to 20th September 2022 (both days inclusive)**.

5. The votes cast through e-voting process were unblocked by me on **20th September, 2022** after the completion of Annual General Meeting.
6. The compliances with the provisions of the Companies Act, 2013 and the Rules made there-under relating to voting through electronic means [by remote e-voting] by the shareholders on the resolutions proposed in the Notice of the **29th** Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means 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.

I have rendered scrutinizer's report separately on the remote e-voting at the meeting and I hereby submit consolidated Scrutinizer's report pursuant to 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.

The result of voting is as under:

Resolution – 1: Ordinary Resolution (Ordinary Business)

To receive, consider and adopt the Consolidated and Standalone Audited Financial Statements for the Financial Year ended 31st March 2022 together with the Reports of the Directors and the Auditors thereon.

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	51	3199158	51	3199158	99.9988
Votes Against	06	38	06	38	0.0012
Invalid votes	-	-	-	-	-
Total	57	3199196	57	3199196	100

Resolution – 2: Ordinary Resolution (Ordinary Business)

To declare a dividend for the Financial Year 2021-22.

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	50	3198970	50	3198970	99.9929
Votes Against	07	226	07	226	0.0071
Invalid votes	-	-	-	-	-
Total	57	3199196	57	3199196	100

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SADHU**

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Resolution - 3: Ordinary Resolution (Ordinary Business)

To appoint a director in the place of Shri Laxminarayan Moondra (DIN: 00214298), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	49	3038794	49	3038794	99.9998
Votes Against	05	06	05	06	0.0002
Invalid votes	-	-	-	-	-
Total	54	3038800	54	3038800	100

Resolution - 4: Ordinary Resolution (Ordinary Business)

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

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	51	3199158	51	3199158	99.9988
Votes Against	06	38	06	38	0.0012
Invalid votes	-	-	-	-	-
Total	57	3199196	57	3199196	100

Resolution - 5: Ordinary Resolution (Ordinary Business)

To re-appoint Statutory Auditors of the company, and to fix their remuneration.

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	50	3198958	50	3198958	99.9988
Votes Against	06	38	06	38	0.0012
Invalid votes	-	-	-	-	-
Total	56	3198996	56	3198996	100

Resolution – 6: Special Resolution (Special Business)

To consider reappointment of Shri. Sathyanarayana Mundra (DIN: 00214349) as Whole time Director for a term of 3 years and to revise his remuneration.

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	47	2160594	47	2160594	99.998
Votes Against	06	38	06	38	0.002
Invalid votes	-	-	-	-	-
Total	53	2160632	53	2160632	100

Resolution – 7: Special Resolution (Special Business)

Payment of commission to Non-executive Directors.

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	44	2320368	44	2320368	99.985
Votes Against	09	358	09	358	0.015
Invalid votes	-	-	-	-	-
Total	53	2320726	53	2320726	100

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Resolution – 8: Special Resolution (Special Business)**Appointment of Independent Director Mr. S. G. Belapure (DIN: 02219458)**

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	51	3199158	51	3199158	99.9988
Votes Against	06	38	06	38	0.0012
Invalid votes	-	-	-	-	-
Total	57	3199196	57	3199196	100

Resolution – 9: Special Resolution (Special Business)**Related Party transactions with Wholly Owned subsidiary, Natural Biogenex private Limited**

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	49	2442015	49	2442015	99.9998
Votes Against	05	06	05	06	0.0002
Invalid votes	-	-	-	-	-
Total	54	2442021	54	2442021	100

7. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 29th 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

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SADHU Date: 2022.09.20
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DEEPAK SADHU
DEEPAK SADHU & CO,
COMPANY SECRETARIES
Membership# ACS 39541
CP No. 14992

Place : Bangalore
Date : 20th September, 2022.

UDIN: A039541D001003031
Peer Review Number: 2387/2022