

**Date: 28.07.2023**

To

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

**Subject: Declaration of voting results & Scrutinizer's Report of 30<sup>th</sup> Annual General Meeting of the company held on Friday, 28<sup>th</sup> July, 2023**

Sir,

Pursuant to the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith voting results of 30<sup>th</sup> Annual General Meeting held on Friday, 28<sup>th</sup> July, 2023 at 11.00 am at the Registered office of the Company at No. 23, Trident towers, 4<sup>th</sup> 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 30<sup>TH</sup> ANNUAL GENERAL MEETING OF NATURAL CAPSULES LIMITED

Date of Annual General Meeting	Friday, 28 <sup>th</sup> July 2023
Total number of Shareholders as on Record Date	10742
Number of Shareholders present in the meeting -Promoters and Promoter Group -Public	NA
No. of Shareholders attended the meeting through video conferencing	43

Agenda-wise disclosure

Item No: 1

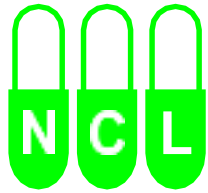
Resolution required: (Ordinary Resolution)	To receive, consider and adopt the Consolidated and Standalone Audited Financial Statements for the Financial Year ended 31st March 2023 together with the Reports of the Directors and the Auditors thereon.							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of Shares held (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 polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	5279676	5267217	99.76	5267217	0	100	-
Public Institutions	E-voting	122123	-	-	-	-	-	-
Public Non Institutions	E-Voting	3860328	72976	1.89	72926	50	99.93	0.07
<b>Total</b>	<b>E-voting</b>	<b>9262127</b>	<b>5340193</b>		<b>5340143</b>	<b>50</b>	<b>99.99</b>	<b>0.01</b>

**Item No. 2**

Resolution required: (Ordinary Resolution)	To declare a dividend @10% for the Financial Year 2022-23.							
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 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	5279676	5267217	99.76	5267217	0	100	-
Public Institutions	E-voting	122123	-	-	-	-	-	-
Public Non Institutions	E-voting	3860328	72978	1.89	70104	2874	96.06	3.94
<b>Total</b>	<b>E-voting</b>	<b>9262127</b>	<b>5340195</b>		<b>5337321</b>	<b>2874</b>	<b>99.94</b>	<b>0.06</b>

Item No. 3

Resolution required: (Ordinary Resolution)	To appoint a Director in place of Shri Satyanarayana Mundra (DIN: 00214349), who retires by rotation and being eligible, offers himself for re-appointment.							
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 outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of Vote 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	5279676	5082335	96.26	5082335	0	-	-
Public Institutions	E-voting	122123	-	-	-	-	-	-
Public Non Institutions	E-Voting	3860328	72976	1.89	72926	50	99.93	0.07
<b>Total</b>	<b>E-voting</b>	<b>9262127</b>	<b>5155311</b>		<b>5155261</b>	<b>50</b>	<b>99.99</b>	<b>0.01</b>



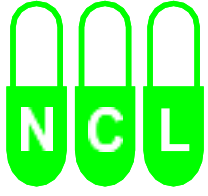
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LIMITED**



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

Item 4

Resolution required: (Ordinary Resolution)	To appoint a director in place of Shri Sushil Kumar Mundra (DIN: 00214332), who retires by rotation and being eligible, offers himself for re-appointment.							
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 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 polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	5279676	5267217	99.76	5267217	0	100	-
Public Institutions	E-voting	122123	-	-	-	-	-	-
Public Non Institutions	E-voting	3860328	72976	1.89	72926	50	99.93	0.07
<b>Total</b>	<b>E-voting</b>	<b>9262127</b>	<b>5340193</b>		<b>5340143</b>	<b>50</b>	<b>99.99</b>	<b>0.01</b>



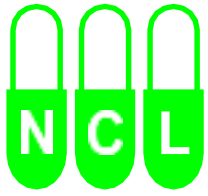
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Item No. 5

Resolution required: (Special Resolution)	To consider re-appointment Shri.Laxminarayana Moondra (DIN: 00214298) as Whole time for a term of 3 years and to revise his remuneration, and if thought fit, to pass the following as a Special Resolution:							
Whether promoter/promoter group are interested in the agenda/resolution?	yes							
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 polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	5279676	4960523	93.96	4960523	0	100	-
Public Institutions	E-voting	122123	-	-	-	-	-	-
Public Non Institutions	E-voting	3860328	72976	1.89	70082	2894	96.03	3.97
Total	E-voting	<b>9262127</b>	<b>5033499</b>		<b>5030605</b>	<b>2894</b>	<b>99.9425</b>	<b>0.0575</b>



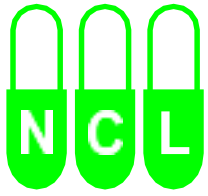
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Item No. 6

Resolution required: (Special Resolution)	To consider Revision in Renumeration of Shri Sunil Laxminarayana Mundra (DIN:00214304) Managing Director							
Whether promoter/promoter group are interested in the agenda/resolution?	Yes							
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 polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	5279676	4371519	82.80	4371519	0	100	-
Public Institutions	E-voting	122123	-	-	-	-	-	-
Public Non Institutions	E-Voting	3860328	72976	1.89	70082	2894	96.03	3.97
Total	E-voting	<b>9262127</b>	<b>4444495</b>		<b>4441601</b>	<b>2894</b>	<b>99.9349</b>	<b>0.0651</b>



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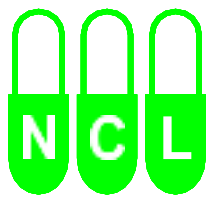
**Item No. 7**

Resolution required: (Ordinary Resolution)	To Consider Related Party transactions with subsidiary, Natural Biogenex private Limited							
Whether promoter/promoter group are interested in the agenda/resolution?	Yes							
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 polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	5279676	4960523	93.96	4960523	-	100	-
Public Institutions	E-voting	122123	-	-	-	-	-	-
Public Non-Institutions	E-Voting	3860328	71113	1.84	71061	52	99.92	0.08
<b>Total</b>	<b>E-voting</b>	<b>9262127</b>	<b>5031636</b>		<b>5031584</b>	<b>52</b>	<b>99.9990</b>	<b>0.0010</b>



**Item No. 8**

Resolution required: (Special Resolution)	To increase Company's Borrowing powers upto 200 crores							
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 outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of Vote 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	5279676	5267217	99.76	5267217	0	100	-
Public Institutions	E-voting	122123	-	-	-	-	-	-
Public Non Institutions	NA	3860328	72978	1.89	72907	71	99.90	0.01
<b>Total</b>	<b>E-voting</b>	<b>9262127</b>	<b>5340195</b>		<b>5340124</b>	<b>71</b>	<b>99.9987</b>	<b>0.0013</b>



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**Item No. 9**

Resolution required: (Special Resolution)	To Provide Corporate Guarantee Upto Rs. 200 crores							
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 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	5279676	5267217	99.76	5267217	0	100	-
Public Institutions	E-voting	122123	-	-	-	-	-	-
Public Non Institutions	E-Voting	3860328	72978	1.89	72907	71	99.90	0.01
<b>Total</b>	<b>E-voting</b>	<b>9262127</b>	<b>5340195</b>		<b>5340124</b>	<b>71</b>	<b>99.9987</b>	<b>0.0013</b>

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



**DEEPAK SADHU COMPANY SECRETARIES**  
**A Peer-Reviewed Firm**

**COMPANY SECRETARY**  
CP No: **14992**, ACS No: **39541**  
Peer Review Number: **2387/2022**

No.450, 9<sup>th</sup> cross, JP Nagar,  
2<sup>nd</sup> phase, Bangalore - 560078

MOBILE: **9115731257 / 9886096664**

E-mail: [deepakksadhu@gmail.com](mailto:deepakksadhu@gmail.com)

Web: [www.dscorplaw.com](http://www.dscorplaw.com)

### **Consolidated Report of E-Voting**

Consolidated Report Of Scrutinizer on E-Voting at the **30<sup>th</sup> Annual General Meeting** of the Equity Shareholders of Natural Capsules Limited held on **28<sup>th</sup> July, 2023** 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 **30<sup>th</sup> (Thirty) Annual General Meeting** of the Equity Shareholders of Natural Capsules Limited held on **28<sup>th</sup> July, 2023** 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, 9<sup>th</sup> cross, JP Nagar 2<sup>nd</sup> 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 **30<sup>th</sup> Annual General Meeting** of the equity shareholders of the company held on **28<sup>th</sup> July, 2023 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 July 24<sup>th</sup>, 2024 to 5.00 pm on July 27<sup>th</sup>, 2023 and from 11:00 am to 15 minutes after conclusion of Annual General Meeting on July 28<sup>th</sup>, 2023 at 11:30 am** on the resolutions as per Annexure by the members of the Company.
3. The Notice dated **July 04<sup>th</sup>, 2023** 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 **July 04<sup>th</sup>, 2023** 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 **July 05<sup>th</sup>, 2023**.
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

Requirements) Regulations 2015 that the Register of Members of the Company and Share Transfer Books will remain closed from **July 21, 2023 to July 28, 2023 (both days inclusive)**.

5. The votes cast through e-voting process were unblocked by me on **28<sup>th</sup> July, 2023** 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 **30<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 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 March 31, 2023 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	44	5340143	44	5340143	99.9991
Votes Against	01	50	01	50	0.0009
Invalid votes	-	-	-	-	-
<b>Total</b>	<b>45</b>	<b>5340193</b>	<b>45</b>	<b>5340193</b>	<b>100</b>

**Resolution – 2: Ordinary Resolution (Ordinary Business)**

**To declare a dividend for the Financial Year 2022-23.**

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	44	5337321	44	5337321	99.94
Votes Against	02	2874	02	2874	0.06
Invalid votes	-	-	-	-	-
<b>Total</b>	<b>44</b>	<b>5340195</b>	<b>02</b>	<b>5340195</b>	<b>100</b>

**Resolution – 3: Ordinary Resolution (Ordinary Business)**

To appoint a director in the place of Shri Sathyanarayana Mundra (DIN: 00214349), 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	43	5155261	43	5155261	99.9990
Votes Against	01	50	01	50	0.0010
Invalid votes	-	-	-	-	-
<b>Total</b>	<b>44</b>	<b>5155311</b>	<b>44</b>	<b>5155311</b>	<b>100</b>

**Resolution – 4: Ordinary Resolution (Ordinary Business)**

To appoint a director in the place of Shri Sushil Kumar Mundra (DIN: 00214332), 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	44	5340143	44	5340143	99.9991
Votes Against	01	50	01	50	0.0009
Invalid votes	-	-	-	-	-
<b>Total</b>	<b>45</b>	<b>5340193</b>	<b>45</b>	<b>5340193</b>	<b>100</b>

**Resolution – 5: Special Resolution (Special Business)**

To consider reappointment of Shri Laxminarayana Moondra (DIN: 00214298) Was 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	41	5030605	41	5030605	99.9425
Votes Against	03	2894	03	2894	0.0575
Invalid votes	-	-	-	-	-
<b>Total</b>	<b>44</b>	<b>5033499</b>	<b>44</b>	<b>5033499</b>	<b>100</b>

**Resolution – 6: Special Resolution (Special Business)****To consider Revision in Remuneration of Shri Sunil Laxminarayana Mundra (DIN: 00214304).**

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
<b>Votes in Favour</b>	40	4441601	40	4441601	99.9349
<b>Votes Against</b>	03	2894	03	2894	0.0651
<b>Invalid votes</b>	-	-	-	-	-
<b>Total</b>	<b>43</b>	<b>4444495</b>	<b>43</b>	<b>4444495</b>	<b>100</b>

**Resolution – 7: Ordinary Resolution (Special Business)****To Consider and approve Related Party transactions with subsidiary, Natural Biogenex Private Limited.**

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
<b>Votes in Favour</b>	42	5031584	42	5031584	99.9990
<b>Votes Against</b>	02	52	02	52	0.0010
<b>Invalid votes</b>	-	-	-	-	-
<b>Total</b>	<b>44</b>	<b>5031636</b>	<b>44</b>	<b>5031636</b>	<b>100</b>

**Resolution – 8: Special Resolution (Special Business)****To Increase Company's Borrowing Powers upto ₹ 200 crores**

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
<b>Votes in Favour</b>	43	5340124	43	5340124	99.9987
<b>Votes Against</b>	03	71	03	71	0.0013
<b>Invalid votes</b>	-	-	-	-	-
<b>Total</b>	<b>46</b>	<b>5340195</b>	<b>46</b>	<b>5340195</b>	<b>100</b>

**Resolution – 9: Special Resolution (Special Business)**

**To Provide Corporate Guarantee upto ₹ 200 crores:**

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
<b>Votes in Favour</b>	43	5340124	43	5340124	99.9987
<b>Votes Against</b>	03	71	03	71	0.0013
<b>Invalid votes</b>	-	-	-	-	-
<b>Total</b>	<b>46</b>	<b>5340195</b>	<b>46</b>	<b>5340195</b>	<b>100</b>

7. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 30<sup>th</sup> 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**

**DEEPAK** Digitally signed by  
DEEPAK SADHU  
**SADHU** Date: 2023.07.28  
17:10:29 +05'30'

**DEEPAK SADHU  
DEEPAK SADHU,  
COMPANY SECRETARIES  
Membership# ACS 39541  
CP No. 14992**

**Place : Bangalore  
Date : 28<sup>th</sup> July, 2023.**

UDIN: A039541E000693689  
Peer Review Number: 2387/2022