

Date: 26.07.2024

To

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

Subject: Declaration of voting results & Scrutinizer's Report of 31st Annual General Meeting of the company held on Friday, 26th July, 2024

Sir,

Pursuant to the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith voting results of 31st Annual General Meeting held on Friday, 26th July, 2024 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 31ST ANNUAL GENERAL MEETING OF NATURAL CAPSULES LIMITED

Date of Annual General Meeting	Friday, 26 th July 2024
Total number of Shareholders as on Record Date	10785
Number of Shareholders present in the meeting -Promoters and Promoter Group -Public	NA
No. of Shareholders attended the meeting through video conferencing	36

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 2024 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	5287962	5285701	99.95	5285701	0	100	-
Public Institutions	E-voting	16624	-	-	-	-	-	-
Public Non Institutions	E-Voting	4031148	19513	0.48	19330	183	99.06	0.93
Total	E-voting	9335734	5305214	56.82	5305031	183	99.99	0.0034



Item No. 2

Resolution required: (Ordinary Resolution)	To appoint a director in the place of Smt. Jyoti Mundra (DIN: 07143035), who retires by rotation and being eligible, offers herself 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 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	5287962	5285701	99.95	5285701	0	100	-
Public Institutions	E-voting	16624	-	-	-	-	-	-
Public Non Institutions	E-voting	4031148	19513	0.48	19330	183	99.06	0.93
Total	E-voting	9335734	5305214	56.82	5305031	183	99.99	0.0034



Item No. 3

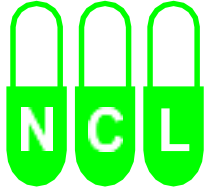
Resolution required: (Ordinary Resolution)	To appoint a director in the place of Shri Laxminarayan Moondra (DIN: 00214298), who retires by rotation and being eligible, offers himself for re-appointment							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	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- agai nst (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	5287962	5285701	99.95	5285701	-	100	-
Public Institutions	E-voting	16624	-	-	-	-	-	-
Public Non Institutions	E-Voting	4031148	19513	0.48	19330	183	99.06	0.94
	E-voting	9335734	5305214	56.82	5305031	183	99.99	0.0034



Item 4

Resolution required: (Special Resolution)	To consider reappointment of Shri Sunil Laxminarayana Mundra (DIN: 00214304) as Managing Director							
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	5287962	4696697	88.81	4696697	-	100	-
Public Institutions	E-voting	16624	-	-	-	-	-	-
Public Non Institutions	E-voting	4031148	19513	0.48	19245	268	98.62	1.37
Total	E-voting	9335734	4716210	50.51	4715942	268	99.99	0.0057





**NATURAL
CAPSULES
LIMITED**

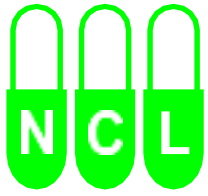


CORP & REGD OFFICE : " TRIDENT TOWERS" No. 23, 4th Floor, 100 feet Road, Jayanagar 2nd Block, Bangalore-560011
Phone : 080-26561562 / 1571 /1573 /581 URL : www.naturalcapsules.com Email : info@naturalcapsules.com, CIN No. : L85110KA1993PLC014742

Item No. 5

Resolution required: (Special Resolution)	To re-appoint Shri Pramod Kasat as independent director (DIN: 00819790) for a period of 5 years:							
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	5287962	5285701	99.95	5285701	0	100	-
Public Institutions	E-voting	16624	-	-	-	-	-	-
Public Non Institutions	E-voting	4031148	19513	0.48	19330	183	99.06	0.93
Total	E-voting	9335734	5305214	56.82	5305031	183	99.99	0.0034





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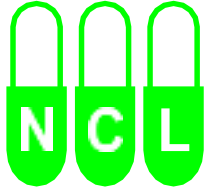


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Item No. 6

Resolution required: (Special Resolution)	To Appoint Mr. Tekkar Yashwanth Prabhu Independent Director							
Whether promoter/pr omoter group are interested in the agenda/reso lution?	No							
Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstandi ng 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	5287962	5285701	99.95	5285701	0	100	-
Public Institutions	E-voting	16624	-	-	-	-	-	-
Public Non Institutions	E-Voting	4031148	19513	0.48	19330	183	99.06	0.937
Total	E-voting	9335734	5305214	56.82	5305031	183	99.99	0.0034





**NATURAL
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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

Item No. 7

Resolution required: (Ordinary Resolution)	To Consider and approve Related Party transactions with subsidiary, Natural Biogenex Private Limited							
Whether promoter/pr omoter group are interested in the agenda/reso lution?	Yes							
Category	Mode of voting	No. of Shares held (1)	No. of Shares polled (2)	% of votes polled on outstan ding 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	5287962	5285701	99.95	5285701	-	100	-
Public Institutions	E-voting	16624	-	-	-	-	-	-
Public Non-Institutions	E-Voting	4031148	17648	0.43	17465	183	98.96	1.03
Total	E-voting	9335734	5303349	56.80	5303166	183	99.99	0.0035



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, 9th cross, JP Nagar,
2nd phase, Bangalore - 560078

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 **31st Annual General Meeting** of the Equity Shareholders of Natural Capsules Limited held on **26th July, 2024** 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 **31st (Thirty First) Annual General Meeting** of the Equity Shareholders of Natural Capsules Limited held on **26th July, 2024** 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 **31st Annual General Meeting** of the equity shareholders of the company held on **26th July, 2024 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. The Management of the Company is responsible to ensure compliance with Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015 and as amended from time-to-time and in accordance with the terms of circulars issued by Ministry of Corporate Affairs i.e. General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 20/2021 dated December 9, 2021, 21/2021 dated December 14, 2021, 03/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, and September 2023 (collectively referred to as "MCA Circulars") Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules, regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force in respect of e-voting conducted through electronic means on the resolutions contained in the Notice to the ANNUAL GENERAL MEETING (AGM) of the members of the company.

3. 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 **July 23, 2024 at 09:00 A.M. and ends on July 25, 2024 at 05:00 P.M. and from 11:00 A.M to 15 minutes after conclusion of Annual General Meeting on 26th July, 2024 at 11:45 A.M** on the resolutions as per Annexure by the members of the Company.
4. The Notice dated **June 28th, 2024** 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 02nd, 2024** 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 04th, 2024**.
5. 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, record date 19th July 2024.
6. The votes cast through e-voting process were unblocked by me on **26th July, 2024** after the completion of Annual General Meeting.
7. 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 **31st** 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, 2024 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	45	5305031	45	5305031	99.9966
Votes Against	02	183	02	183	0.00345
Invalid votes	-	-	-	-	-
Total	47	5305214	47	5305214	100

Resolution – 2: Ordinary Resolution (Ordinary Business)

To appoint a director in the place of Smt. Jyoti 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	45	5305031	45	5305031	99.9966
Votes Against	02	183	02	183	0.00345
Invalid votes	-	-	-	-	-
Total	47	5305214	47	5305214	100

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	45	5305031	45	5305031	99.9966
Votes Against	02	183	02	183	0.00345
Invalid votes	-	-	-	-	-
Total	47	5305214	47	5305214	100

Resolution – 4: Special Resolution (Special Business)

To consider reappointment of Shri Sunil Laxminarayana Mundra (DIN: 00214304) as Managing Director;

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	43	4715942	43	4715942	99.9943
Votes Against	03	268	03	268	0.005683
Invalid votes	-	-	-	-	-
Total	46	4716210	46	4716210	100

Resolution – 5: Special Resolution (Special Business)**To re-appoint Shri Pramod Kasat as Independent Director (DIN: 00819790) for a period of 5 years.**

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	45	5305031	45	5305031	99.9966
Votes Against	02	183	02	183	0.00345
Invalid votes	-	-	-	-	-
Total	47	5305214	47	5305214	100

Resolution – 6: Special Resolution (Special Business)**To Appoint Mr. Tekkar Yashwanth Prabhu Independent Director;**

Particulars	Remote E-Voting		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	%Total Age
Votes in Favour	45	5305031	45	5305031	99.9966
Votes Against	02	183	02	183	0.00345
Invalid votes	-	-	-	-	-
Total	47	5305214	47	5305214	100

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
Votes in Favour	44	5303166	44	5303166	99.9965
Votes Against	02	183	02	183	0.00345
Invalid votes	-	-	-	-	-
Total	46	5303349	46	5303349	100

8. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the **31st** 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
SADHU**  Digitally signed by
DEEPAK SADHU
Date: 2024.07.26
12:18:58 +05'30'

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

UDIN: **A039541F000827922**
Peer Review Number: **2387/2022**

**Place : Bangalore
Date : 26th July, 2024.**