

NATURAL CAPSULES LIMITED

25th ANNUAL REPORT 2017-18



CHAIRMAN'S ADDRESS



Dear Shareholders,

I have pleasure of announcing the completion of yet another eventful Financial Year 2017-18. The Financial Year had been a mix of challenges and your company has come out with results which are before you. Despite challenges, the company has taken all efforts for sustaining and improving its performance.

Your Company intends to maintain a decent return for shareholders and confidently looks forward for your continued support.

Thank You,

Srirangam Gopalan
Chairman

FROM MANAGING DIRECTOR'S DESK



Dear Shareholders,

Working results for the Financial Year 2017-18 are before the members for consideration. Due to continuing challenges on export front and pricing pressure in domestic front and increase in other input costs, margins remained in lower percentages. Despite these challenges Profit before Tax for 2017-18 has increased to Rs. 168.22 Lakhs compared to 31.57 Lakhs in the previous year. Despite difficult situation, we propose to declare dividend of Rs.1.00 per equity share, if approved at the AGM.

We will be much obliged to have your valuable suggestions and look forward for your continued support.

Sunil L Mundra,
Managing Director

BOARD OF DIRECTORS

| | | |
|---|---|--|
| CHAIRMAN & INDEPENDENT DIRECTOR | : | Shri Srirangam Gopalan |
| INDEPENDENT DIRECTOR | : | Shri C.P Rangachar |
| INDEPENDENT DIRECTOR | : | Dr. C.M Gurumurthy |
| WHOLE TIME DIRECTOR | : | Shri Laxminarayan Mundra |
| WHOLE TIME DIRECTOR | : | Shri Satyanarayan Mundra |
| MANAGING DIRECTOR | : | Shri Sunil Laxminarayan Mundra |
| DIRECTOR | : | Shri Sushil Kumar Mundra |
| DIRECTOR | : | Smt. Jyoti Mundra |
| COMPANY SECRETARY AND COMPLIANCE OFFICER | : | Shri Skandan. P. Jain |
| CHIEF FINANCIAL OFFICER | : | Shri Prasanna. B. Junnarkar |
| BANKERS | : | M/s. State Bank of India Bangalore Commercial Branch Hudson Circle, BENGALURU- 560 001. |
| SECRETARIAL AUDITORS | : | Shri R. Parthasarathi Company Secretary 188, 1st Floor, Aicoboanagar, 9th Main, BTM 2nd Stage, 11th Cross, BENGALURU |
| SATUTORY AUDITORS | : | M/s P Chandrasekar LLP Chartered Accountants S – 512-514, Manipal Centre (South Block),47, Dickenson Road, Bengaluru– 560042. |
| REGISTERED OFFICE | : | Trident Towers, 4 th Floor,No. 23, 100 Feet Road, Jayanagar II Block, Bengaluru-560011. company.sec@naturalcapsules.com www.naturalcapsules.com L85110KA1993PLC014742 ISIN INE936B01015 |
| REGISTRAR AND TRANSFER AGENTS | : | M/s. Cameo Corporate Services Ltd. Subramanian Building, No. 1, Club House Road, CHENNAI - 600 002. Tel : 91-044-28460390 (5 Lines) E-mail : cameo@cameoindia.com Contact Person : Ms. Kanthimathi J |

CONTENTS

| SL No. | Particulars | Page No. |
|---------------|--|-----------------|
| 1. | Notice to Shareholders. | 4 |
| 2. | Directors Report. | 12 |
| 3. | Management Discussion and Analysis Report. | 15 |
| 4. | Secretarial Audit Report | 29 |
| 5. | Report on Corporate Governance | 33 |
| 6. | Auditor's Report | 42 |
| 7. | Balance Sheet | 45 |
| 8. | Profit and Loss Account | 46 |
| 9. | Cash Flow | 47 |
| 10. | Notes to Accounts | 48 |
| 11. | Attendance Sheet. | 72 |
| 12. | Form MGT-11-Proxy Form. | 73 |
| 13. | Polling Paper | 75 |

FINANCIAL HIGHLIGHTS (8 YEARS)

(Rupees in Lakhs)

| Particulars | 2010-11 | 2011-12 | 2012-13 | 2013-14 | 2014-15 | 2015-16 | 2016-17 | 2017-18 |
|-------------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|-----------------|
| Sales & Other Income | 3,453.96 | 4,459.17 | 5,418.89 | 5,942.12 | 6,811.53 | 6,328.53 | 5,445.57 | 5,957.01 |
| Exports | 615.17 | 605.92 | 1,432.36 | 1,589.94 | 2,054.72 | 1,884.34 | 1,225.04 | 1,174.74 |
| P B T | 663.79 | 772.26 | 729.41 | 742.64 | 753.71 | 607.46 | 31.57 | 168.22 |
| P A T | 446.76 | 506.87 | 633.11 | 456.19 | 564.92 | 433.88 | 62.78 | 111.11 |
| EPS | 10.00 | 11.26 | 14.06 | 10.09 | 11.18 | 8.06 | 1.04 | 1.78 |
| Dividend per share (Rs) | 1.20 | 1.50 | 1.50 | 1.50 | 1.50 | 1.50 | 1.00 | 1.00 |
| Reserves & Surplus | 2,242.95 | 2,671.33 | 3,225.95 | 3,729.79 | 4,160.25 | 4,773.78 | 5,276.57 | 4,809.11 |
| Share Capital | 450.27 | 450.27 | 450.27 | 502.27 | 524.27 | 579.27 | 623.27 | 623.27 |
| Share holders fund | 2,693.22 | 3,121.60 | 3,676.22 | 4,232.06 | 4,684.52 | 5,353.05 | 5,899.84 | 5,432.38 |
| R O I (%) | 16.59 | 16.24 | 17.22 | 10.76 | 12.06 | 8.11 | 1.06 | 6.16 |

TWENTY FIFTH ANNUAL REPORT 2017-2018

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the members of Natural Capsules Limited will be held on **Friday, the 21st September 2018** at **10.00 A.M.** at **The Bangalore Gayana Samaja, Krishna Rajendra Road, Basavangudi, Bengaluru-560004** to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March 2018 together with the Reports of the Directors and the Auditors thereon.
2. To declare dividend for the Financial Year 2017-18.
3. To appoint a director in place of Shri Laxminarayan Mundra (DIN:00214298), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Smt Jyoti Mundra (DIN:07143035), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

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

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, of the Companies Act, 2013 (hereinafter referred to as 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, (as amended from time to time) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations'), Shri. Anjan K Roy (DIN :01032834), who was appointed by the Board of Directors as an Additional Director with effect from **30th July 2018** and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Non-executive Director of the Company to hold office for a term of **5 (five)** consecutive years with effect from **30th July, 2018 to 30th June, 2023**, not liable to retire by rotation."

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

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to the formulation and implementation of 'Natural Capsules Limited-Employees Stock Option Plan 2018' (hereinafter referred to as "ESOP 2018" or the "Scheme") and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination, Remuneration & Compensation Committee, which the Board has constituted to exercise certain powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding **3,00,000 (Three Lakh)** Stock Options to or for the benefit of such (i) permanent employees of the Company whether working in India or outside India; (ii) Directors of the Company, whether a Whole-time Director or not but not an Independent Director; and (iii) other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, which would give rise to the issue of equity shares not exceeding **3,00,000 (Three Lakh)** equity shares at such price, in one or more tranches and on such terms and conditions, as contained in the Scheme and summarized in the Explanatory Statement annexed hereto and to provide for grant and subsequent vesting and exercise of options by eligible employees in the manner and method contained in the Explanatory Statement, as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2018.

RESOLVED FURTHER THAT the equity shares to be issued and allotted as mentioned herein before shall rank paripassu with the existing equity shares of the Company for all purposes.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of shares, sale of division/undertaking and others, the ceiling as aforesaid of **3,00,000 (Three Lakh)** shares shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under ESOP 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under ESOP 2018, from time to time, on the Stock Exchanges where the equity shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, decide upon and bring into effect the ESOP 2018 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate ESOP 2018 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOP 2018 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint various intermediaries, Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2018 as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

Place : Bengaluru

Date : 30th July 2018

By Order of the Board

Sd/-
Skandan Prakash Jain

Company Secretary

NATURAL CAPSULES LIMITED

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 Appointment of New Director and Directors Retiring by Rotation & Seeking Reappointment:

| Name | Shri Laxminarayan Mundra | Smt. Jyoti Mundra | Shri Anjan K Roy |
|---|--|--|--|
| Age | 77 Years | 57 Years | 65 Years |
| Date of Birth | 27 th April 1941 | 31 st July 1961 | 10 th January 1953 |
| Date of Appointment | 1 st September 2014 | 30 th March 2015 | 30 th July 2018 (As Additional Director) |
| Purpose | Retiring director seeking re-appointment | Retiring director seeking re-appointment | Appointment as Independent Non-Executive Director |
| Type of Business and Resolution | Ordinary Business – Ordinary Resolution | Ordinary Business – Ordinary Resolution | Special Business - Ordinary Resolution |
| DIN | 00214298 | 07143035 | 01032834 |
| Qualification | B.Com | B.Com | Masters in Science (Organic Chemistry) |
| Expertise and Experience | 30 years of experience in Banking, Finance, Human Resource and Management. | 20 years of experience in Accounts and Finance. | More than 32 years of experience in Managing large API manufacturing facilities complying with requirements of US FDA, EU GMP etc. |
| Other Info | Shri Laxminarayan Mundraserves 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. | Smt. Jyoti Mundra serves as Non-Executive Director of Natural Capsules Limited. She has extensive experience in the areas of business administration, financial control. | As mentioned in Explanatory Statement. |
| Directorship In Other Listed Entities & Committee Membership In Listed Entities (Other Companies) | NIL | NIL | NIL |
| Directorship in Other Companies | 1. Tajos Investment (P) Ltd. 2. Square Plus Life Science (P) Ltd. | N.A | 1. Ray Chemicals (P) Limited 2. Trray Life Sciences (P) Limited |
| Share Holdings In The Company as on 31 st March 2018 | 160294 Shares of Rs.10/- Each | 204463 Shares of Rs. 10/- Each | NIL |

Relationship amongst Promoter Directors and Other Directors:

| SL No. | Name of Promoter Director | Other Promoter Director | Relationship Between Director and other Directors |
|--------|----------------------------|---|--|
| 1. | Shri Laxminarayan Mundra | Shri Sathyanarayan Mundra Shri Sunil L Mundra | Brother Son |
| 2. | Shri Sathyanarayana Mundra | Shri Sushil Kumar Mundra Shri Laxminarayan Mundra Shri Sunil L Mundra | Son Brother Brother's Son |
| 3. | Shri Sushil Kumar Mundra | Shri Laxminarayan Mundra Shri Sathyanarayan Mundra Shri Sushil Kumar Mundra | Brother's Son Father Father's Brother |
| 4. | Shri Sunil L Mundra | Shri Sushil Kumar Mundra Shri Laxminarayan Mundra Shri Sathyanarayan Mundra | Brother Father Father's Brother |
| 5. | Smt. Jyoti Mundra | Shri Sushil Kumar Mundra Shri Sunil L Mundra Shri Laxminarayan Mundra Shri Sathyanarayana Mundra Shri Sushil Kumar Mundra | Brother Husband Husband's Father Husband's Uncle Husband's Brother |

TWENTY FIFTH ANNUAL REPORT 2017-2018

| | | |
|----|--|--|
| 6. | S Gopalan, Chairman and Independent Non-Executive Director | There is no Inter-se relationship among executive directors and Independent Non-Executive Directors. |
| 7. | C. P Rangachar, Independent Non-Executive Director | |
| 8. | CM Gurumurthy, Independent Non-Executive Director | |
| 9. | ShriAnjan K Roy, Independent Non-Executive Director | |

Note:

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of him / her, and the proxy need not be member of the company. A person can act as a proxy on behalf of not exceeding 50 (fifty) members and holding in aggregate not more than 10 (ten) percent of the total share capital of the company. Corporate members intending to send their authorized representatives to attend the meeting shall be supported by appropriate resolutions/authority as applicable.
2. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 (Forty Eight) hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
3. The statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed hereto.
4. **M/s P. Chandrasekar LLP, Chartered Accountants, were appointed as the Statutory Auditors of the Company for a term of five consecutive years at the 24th Annual General Meeting held on 29th August 2017 subject to annual ratification by shareholders. However with the advent of Companies (Amendment) Act, 2017 the requirement of annual ratification of the appointment of the Statutory Auditors of the Company by the shareholders at the Annual General meeting has been done away with. Accordingly, M/s P. Chandrasekar LLP, Chartered Accountants will continue to be the Statutory Auditors of the Company for the FY 2018-19 and thereafter. Hence, no resolution is proposed for ratification of the appointment of Auditors, who were appointed at the Annual General Meeting, held on 29th August 2017.**
5. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. The register of members and share transfer books will remain closed from **15th September 2018 to 21st September 2018** (both days inclusive) for a total of 7(Seven) days for determining the members entitled to receive dividend for the financial year ended **31st March 2018**. Subject to the provisions of the Companies Act, 2013, dividend if approved by the shareholders will be payable on or after **September 21st, 2018** and will be paid to those shareholders whose names appear in the Company's Register of Shareholders as on **14th September 2018**. 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.
7. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details. National Electronic clearing service (NECS), Electronic Clearing Service (ECS), mandates nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's registrars and Transfer Agents, CAMEO CORPORATE SERVICES LIMITED (CCSL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to CCSL.
8. 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. Ph# 28460390 (5 Lines) or to the Company at its Registered Office at Trident Towers, 4th Floor, No. 23, 100 Feet Road, Jayanagar II Block, Bengaluru-560011.
9. Members are requested to note that as per Section 124 of The Companies Act, dividends not claimed within **7(Seven)** years from the date of transfer to the Company's unpaid dividend account, shall be transferred to the investor education and protection Fund. As per the Amended Rules, the due date for transfer of Equity Shares was **October 31, 2017**. Accordingly the Company transferred equity shares whose dividend had remained unpaid or unclaimed for a period of seven consecutive years as on **October 31, 2017** to IEPF. The List of shares transferred to the IEPF Account can be found on the Company's website. Further equity shares held pertaining to the unpaid/unclaimed dividend for **FY 2010-11** and which has remained unpaid/unclaimed for a consecutive period of 7 years will be transferred to the IEPF account after the conclusion of this **25th Annual General Meeting**. List of such shares which are liable to be transferred to the IEPF account can also be found on the Company's website on <http://www.naturalcapsules.com/pages/unpaid-dividend.html> any further dividend on such shares shall be credited to the IEPF. The members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in respective Form (s) available on www.iepf.gov.in. Members who have not yet encashed their dividend warrant(s) for the financial years as indicated above are requested to claim the amounts forthwith from the company by writing to the company's registrar and share transfer agents-Cameo India Limited.
10. With a view to using natural resources responsibly as a part of Green Initiative, we request shareholders who have not registered their email to register the same with CCSL/Depositories to enable the company to send communications electronically. The Annual report **2017-18** is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report **2017-18** are being sent by the permitted mode.
11. 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. The facility for voting, through polling paper (**Form MGT-12**), will also be made available at the AGM and for members who have not cast their votes by remote E-Voting.

12. The Notice of the **25th AGM** and instructions for e-voting, along with the Attendance Slip, Proxy form and other necessary documents is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
13. Members may also note that the Notice of the 25th AGM and the Natural Capsules Limited Annual Report 2017-18 will be available on the Company's website: www.naturalcapsules.com.
14. 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.
15. 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.
16. Securities and Exchange Board of India (SEBI) vide Circular ref. No. MRD/DoP/CIR-05/2007 dated April 27, 2007 made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market / private transactions involving transfer of shares of Listed Companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company / RTA for registration of such transfer of shares.
17. As per SEBI notification SEBI/LAD-NRO/GN/2018/24 dated **June 8, 2018** & BSE circular No. LIST/COMP/15/2018-19 dated July 5, 2018; no requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall be processed after **December 5, 2018**, unless the securities are held in the dematerialized form with the depositories. Hence you are requested to dematerialize your physical securities at the earliest.
18. 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 2018-19 to BSE and NSE as well as custodian fees to the National Securities Depository Limited and Central Depository Services (India) Limited within the prescribed time.
19. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
20. Attendance registration: **Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.**
21. Route map for the venue of the AGM to be held on **21st September 2018** is attached:

E-Voting Facility:

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:

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 **25th 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 facility for voting through Polling paper (Form MGT-12) shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling paper (Form MGT-12).
- III. 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.
- IV. The remote e-voting period commences on **18th September, 2018 (10:00 am)** and ends on **September, 20th 2018 (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 **14th September, 2018**, 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.
- V. The process and manner for remote e-voting are as under:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
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. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> 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. Your User ID details will be as per details given below :
 - 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*****).
 - 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*****).
 - 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 then user ID is 101456001***).

TWENTY FIFTH ANNUAL REPORT 2017-2018

5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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 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:
 - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

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. 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. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
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.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

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 vijaypaliya@gmail.com with a copy marked to evoting@nsdl.co.in.
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 www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.