



# NUTRICIRCLE LIMITED

(Formerly Shreeyash Industries Limited)

Regd. Office : # 5-8-272, Flat No. 201, Ayesha Residency, Opp. City Convention Centre,  
Public Garden Road, Nampally, Hyderabad - 500 001 (Telangana) India  
Ph. : 040-64528805 Email : shreeyashindustries@gmail.com, info@nutricircle.com  
CIN No. : L18100TG1993PLC015901

NCL/BSE/2015-2016

Dated :24th March, 2016


**To**  
**The Secretary**  
**The BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

**Subject: Scrutinizer Report – on E-voting**  
**BSE Script Code: 530219**  
**Dear Sir/Madam,**

Please find enclosed herewith the Scrutinizer Report for e-voting for declaring the result of Extra Ordinary General Meeting General Meeting of the company held on 21<sup>st</sup> March 2016, at 1.00 PM at No. 5-8-272, 276 & 322, Ayesha Residency, Public Garden Road, Nampally. Hyderabad, Telangana, 500001

Please acknowledge and take on record the same.

**for Nutricircle Limited**  
**(formally Shreeyash Industries Limited)**

  
**Sunil Kumar Agarwal**  
**Compliance Officer**



Ecnl:- as above

# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

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## SCRUTINIZER'S REPORT ON E-VOTING

To  
The Chairman  
Nutricircle Limited  
Mumbai

**Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, **Mr. Ramesh Chandra Mishra**, a Company Secretary in Practice, have been appointed by the Board of Directors of **Nutricircle Limited** ("the Company") as Scrutinizer for the purpose of scrutinizing the e-voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2015, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Extra Ordinary General Meeting (EGM) of the members of the Company, to be held on Monday, 21<sup>st</sup> March 2016 at No. 5-8-272, 276 & 322, Ayesha Residency, Public Garden Road, Nampally, Hyderabad- 500001

The EGM Report containing the notice convening the Extra Ordinary General Meeting of the company along with the statement setting out the material facts in respect of resolutions proposed to be passed under section 108 of the Companies Act, 2013 was sent to shareholders on time.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Company Rules, 2014, as amended from time to time. My responsibility as Scrutinizer is restricted to make a scrutinizer's report of votes cast "in favour" or "against" the resolutions and "invalid" votes based on report generated from the electronic platform provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

1. The e-voting period remained open from Friday, 18<sup>th</sup> March, 2016 (9.00 a.m.) to Sunday, 20<sup>th</sup> March, 2016 (5.00 p.m.).
2. The members of the Company as on cut-off date i.e. Monday, 14<sup>th</sup> March, 2016 were entitled to vote on the resolutions in the notice of the Extra Ordinary General Meeting.



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3. The votes cast were unblocked on 24<sup>th</sup> March 2016 in the presence of two witnesses, Mr. Loknath Mishra and Ms. Neha Shah who are not in the employment of the Company.

4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.com/>)

5. Based on such e-voting records received, I hereby report as under:

Resolution No: 1

Nature of Resolution Special Resolution

Subject Matter: CONSIDERATION OF REDUCTION OF CAPITAL WITH OR WITHOUT MODIFICATION

| Details of Voting | No. of Shareholders Voted | Assent (For) No. of votes Ratio          | Dissent (Against) No. of votes Ratio   | Invalid Votes                          |
|-------------------|---------------------------|--|--|--|
| E- voting         | 360                       | Folio-333<br>(No. of Shares-<br>3404957) | Folio-13<br>(No. of Shares-<br>701780) | Folio-14<br>(No. of shares-<br>353698) |

Resolution No: 2

Nature of Resolution Special Resolution

Subject Matter: IMPLEMENTATION OF REDUCTION OF CAPITAL WITH OR WITHOUT MODIFICATION

| Details of Voting | No. of Shareholders Voted | Assent (For) No. of votes Ratio          | Dissent (Against) No. of votes Ratio   | Invalid Votes                          |
|-------------------|---------------------------|--|--|--|
| E- voting         | 360                       | Folio-333<br>(No. of Shares-<br>3404957) | Folio-13<br>(No. of Shares-<br>701780) | Folio-14<br>(No. of shares-<br>353698) |



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1. M/s. Arihant Capital Mkt Limited represented by their Authorized representative at the meeting insisted to not to count their vote in favour of the resolution casted by e-voting and to consider vote voted by poll and against the resolution .The management directed the scrutinizer to accept the request of Arihant Capital Mkt Limited.

2. Also further ,I have considered 13 votes as invalid aggregating to 206177 shares casted in favour of resolution.

FOR RAMESH CHANDRA MISHRA & ASSOCIATES

  
RAMESH MISHRA

C. P. No. 5477



Membership No.5477

Place: Mumbai

Date : 24/03/2016

# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

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## Consolidated Report of Scrutinizer on Remote E-Voting and Voting Through Polling Paper

[Pursuant to section 108 and 109 of Companies Act 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules 2014 and Rule 20 as substituted by the Companies (Management and administration) amendment rules, 2015]]

To,  
The Chairman  
Nutricircle Limited  
No. 5-8-272, 276 & 322,  
Ayesha Residency,  
Public Garden Road, Nampally.  
Hyderabad- 500001

Dear Sir,

1. I, **Mr. Ramesh Chandra Mishra**, a Company Secretary in Practice, have been appointed by the Board of Directors of **Nutricircle Limited** ("the Company") as Scrutinizer for the purpose of scrutinizing the e- voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2015, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Extra Ordinary General Meeting (EGM) of the members of the Company, to be held on Wednesday, 21<sup>st</sup> March 2016 at No. 5-8-272, 276 & 322, Ayesha Residency, Public Garden Road, Nampally , Hyderabad- 500001
2. The Company has also provided the facility of voting through polling paper to the member present at the Extra Ordinary General meeting and who has not caste their vote through the remote e-voting.
3. The Company has engaged the Central Depository Services Limited (CDSL)as the authorized agency to provide system for e-voting process.
4. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act 2013 and Rules relating to voting through electronic means on the resolution containing the notice of the Extra Ordinary General Meeting of the Company. My responsibility as a Scrutinizer is restricted to make the Scrutinizer Report of the votes cast in "favour" or "against" the resolution stated in the notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited and the polling papers received from the members at the EGM



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5. M/s. Arihant Capital Mkt Ltd holding 147521 shares casted in favor of resolution through CDSL. However the authorized representative of Arihant Capital Mkt Ltd appeared before the meeting and casted vote again against the resolution and informed the Board and scrutinizer with a request to only consider the votes against the resolution not voted through e-voting. After discussion and due deliberation, the Board of the company requested scrutinizer to consider the voting by Arihant Capital Mkt Ltd. Hence with mutual consent of all the people including Arihant Capital Mkt Ltd the scrutinizer consider the voting of Arihant Capital Mkt Ltd against the resolution.

As per section 113 of Companies Act 2013 the resolution is passed with requisite majority

Resolution No. 1

Nature of Resolution Special Resolution

Subject Matter: CONSIDERATION OF REDUCTION OF CAPITAL WITH OR WITHOUT MODIFICATION

| Details of Voting | Assent (For)        |                  | Dissent (Against)   |                  | Invalid poll No. of Votes |
|-------------------|---------------------|------------------|---------------------|------------------|---------------------------|
|                   | No. of votes        | Ratio            | No. of votes        | Ratio            |                           |
|                   | No. Of Shareholders | Number of shares | No. Of Shareholders | Number of shares |                           |
| By Poll           | 19                  | 6802             | 1                   | 147521           | NIL                       |
| By E Voting       | 333                 | 3404957          | 13                  | 701780           | 14                        |
| Total             | 352                 | 3411759          | 14                  | 849301           | 14                        |

Resolution No. 2

Nature of Resolution Special Resolution

Subject Matter: IMPLEMENTATION OF REDUCTION OF CAPITAL WITH OR WITHOUT MODIFICATION

| Details of Voting | Assent (For)        |                  | Dissent (Against)   |                  | Invalid poll No. of Votes |
|-------------------|---------------------|------------------|---------------------|------------------|---------------------------|
|                   | No. of votes        | Ratio            | No. of votes        | Ratio            |                           |
|                   | No. Of Shareholders | Number of shares | No. Of Shareholders | Number of shares |                           |
| By Poll           | 19                  | 6802             | 1                   | 147521           | NIL                       |
| By E Voting       | 333                 | 3404957          | 13                  | 701780           | 14                        |
| Total             | 352                 | 3411759          | 14                  | 849301           | 14                        |

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Based on the abovementioned details, the Resolutions No. 1 to 2 were passed with majority at the Extra Ordinary General Meeting of the company by way of poll and e- voting.

Place: Mumbai  
Date: 24/03/2016

For Ramesh Chandra Mishra & Associates



Ramesh Mishra

Company Secretary  
Membership No.- FCS 5477  
C.P. No.- 3987

# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

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FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,

The Chairman  
Extra Ordinary General Meeting  
Equity Shareholders of **Nutricircle Limited**  
Held on 21<sup>st</sup> March 2016 at No. 5-8-272, 276 & 322,  
Ayesha Residency, Public Garden Road, Nampally,  
Hyderabad- 500001

Dear Sir,

I, **Mr. Ramesh Chandra Mishra** appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Extra Ordinary General Meeting of the Equity Shareholders of **Nutricircle Limited**, held on 21<sup>st</sup> March 2016 at No. 5-8-272, 276 & 322, Ayesha Residency, Public Garden Road, Nampally. Hyderabad- 500001, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The same were not considered in calculation.





# RAMESH CHANDRA MISHRA & ASSOCIATES

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4. The result of the Poll is as under:

a) Resolution No. 1: CONSIDERATION OF REDUCTION OF CAPITAL WITH OR WITHOUT  
MODIFICATION

(i) Voted in favor of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 19   | 6802                         | 100%                                  |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1  | 147521                       | 100%                                  |

(iii) Invalid Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| NIL   | NIL                          |



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b) Resolution No.2: IMPLEMENTATION OF REDUCTION OF CAPITAL WITH OR WITHOUT MODIFICATION

(i) Voted in favor of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 19   | 6802                         | 100%                                  |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1  | 147521                       | 100%                                  |

(iii) Invalid Votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| NIL   | NIL                          |



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Company Secretary in Practice & Corporate Legal Advisor

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5. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary of the Company.

Place: Mumbai  
Date: 24/03/2016

For Ramesh Chandra Mishra & Associates



Ramesh Chandra Mishra  
Membership No.- 5759  
C.P. No.- 4997