



NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the members of **Nutricircle Limited** will be held as under:

Day : Monday

Date : 30th September, 2019

Time : 10.00 a.m

Venue: 5-8-272, Flat No.201

Ayesha Residency,

Public Garden Road,

Nampally, Hyderabad-1(T.S)

To transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2019, the Reports of the Board of Directors and Auditors thereon;

SPECIAL BUSINESS:

2. Re-Appointment of Mr. Hitesh Patel (DIN:0208625) - as Managing Director .

To consider and if thought fit, pass with or without modification(s), following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Hitesh Patel (DIN 0208625) as Managing Director of the Company for a period of five years, with effect from 1st October 2019, not liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Companies Act, 2013 with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and the MD.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of Mr. Patel’s appointment, he will be paid or provided the salary, the allowances, and the perquisites as set out in the foregoing part of this resolution as the ‘Minimum Remuneration’.”

“AND RESOLVED FURTHER THAT the Board of Directors (the ‘Board’ which term includes a duly constituted Committee of the Board) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

3. Appointment of Mr. Gaurav Pankaj Shah (DIN 00832258) - as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution with or without modification as a “Special Resolution”:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr. Gaurav Pankaj Shah (DIN 00832258), who is appointed as an Independent Director of the Company and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 5-years commencing with effect from 30th September 2019 up to 29th September 2024, not liable to retire by rotation.”

4. Appointment of Mr. Yezdi Jal Batliwala (DIN 03018605) - as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution with or without modification as a “Special Resolution”:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr. Yezdi Jal Batliwala (DIN 03018605) who is appointed as an Independent Director of the Company and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term



of 5-years commencing with effect from 30th September 2019 up to 29th September 2024, not liable to retire by rotation , not liable to retire by rotation.”

5. ALTERATION IN OBJECT CLAUSE IN MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass the following resolution with or without modification/s, as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 13 (9) and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014 and other relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to alter the object clause in the Memorandum of Association of the Company by expanding the existing object clause No.9 by way of insertion of New Object in place of existing object clause no. 9, the Object Clause of the Memorandum of Association of the Company be and is hereby amended in the manner set out hereunder.

The existing Object Clause III(A) of the Memorandum of Association of the Company be and is hereby altered by way of insertion of the following new clause III after the existing Clause No. III (A) (9) and number as :

“To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, promoting, marketing , trading as distributors and dealers in all types of metals, alloys, semi metal , raw or processed, Coal and coke, Steel, Aluminum, copper, ferrous, non-ferrous, gold, silver and other precious metals and stones, electrical fittings, electronic and electrical goods of every description including units such as computers, calculators, systems of communication control and monitoring radios, television, video sets, entertainment, electronics and other appliances, apparatus, equipment of all descriptions and instruments and components and spares parts thereof and to carry on business of buyers, sellers, packers, importers, exporters, indentors, assemblers, stockiest, distributors, traders and dealers in all kinds of cereals, pulses food grains, edible, non-edible oils, ghee, vanaspati, milk foods and powers, spices, jams, jellies, syrups, pickles, vegetables and other varieties of processed and natural food products and substances, household provisions, articles, industrial products, industrial components, electronic parts and devices, forest products, raw materials, metals, industrial and other wastes by products, industrial and other ghee, alcohol, wines and beverages, hardware & stores, plant and machinery, stores, spare parts, commodities and merchandise, all kinds of dress materials, ready-made garments, apparels, furnishing materials, outfits, neck-ties and fashion wears made out of any type of material including fur, leather textiles as cotton, silk, hemp, jute, art silk, viscose, staple, fiber, nylon, tereylene, terrene, polyester or any fiber natural or man-made whether used or made today other consumer goods such as jams, jeweler, cutlery, crockery, drugs and chemicals, cosmetics and health care products and consumer durable products such as kitchen and home appliances and also to act as broker, traders, agent, C&F agent, shipper, commission agent, distributors, representative, franchiser, consultant, export house of goods, merchandise on retail as well as on wholesale.”

AND RESOLVED FURTHER THAT the Board be and are hereby authorized Mr. Hitesh M. Patel (DIN 02080625)- Managing Director and Mr. Gaurav P. Shah (DIN 00832258) - Director of the company jointly and severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Dated : 03-09-2019

Registered Office:

Place: 5-8-272, Flat No. 201,
Ayesha Residency,
Public Garden Road, Nampally,
Hyderabad - 500 001.

By Order of the Board

Sd/-

HITESH M. PATEL
Managing Director
DIN: 02080625

NOTES:

(a) The Statement, pursuant to Section 102 of the Companies Act, 2013 (‘Act’) with respect to Item Nos. 2 to 5 forms part of this Notice. Additional information, pursuant to applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (‘Meeting’ or ‘AGM’) is furnished as annexure to the Notice.

(b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

(c) Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 in number and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10%



of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

(d) The instrument of proxy, in order to be effective, must be received at the Registered Office of the Company at 5-8-272, Flat No. 201, Ayesha Residency, Public Garden Road, Nampally, Hyderabad - 500 001, not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.

(e) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.

(f) In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.

(g) Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.

(h) The Register of Members of the Company will be closed from Tuesday September 24, 2019 to Monday, September 30, 2019 [both days inclusive) for the purpose of AGM for Financial Year 2018-19.

(i) Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the AGM and will also be kept open at the venue of the AGM till the conclusion of the AGM.

(j) Members desiring any information as regards the Accounts are requested to write to the Company at an earlier date so as to enable the Management to keep the information ready at the AGM.

(k) As per the provisions of the Companies Act, 2013, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members who hold shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

(l) During Financial Year 2018-19, the Securities and Exchange Board of India ('SEBI') and the Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required.

(m) members are requested to carry the copy of the Annual Report sent to them. Electronic copy of the Annual Report for 2018-2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a print copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-2019 is being sent in the permitted mode. Members are requested to register/update their email address for receiving all communication including Annual Report, Notices etc. from the Company electronically.

(n) Members may also note that the notice of the 26th Annual General Meeting and the Annual report for 2018-2019 will also be available on the Company's website www.nutricircle.biz for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days from 11.00 a.m. to 1.00 p.m. from Monday to Friday. Members are requested to bring their copies of the Annual report at the time of attending the Annual General Meeting.

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

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 by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 40th 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 Central Depository Services Limited (CDSL).
- II. The facility for voting through Poling Paper 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 Poling Paper.



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.

The Instructions for shareholders voting electronically are as under:

IV. The remote e-voting period commences on **Friday 27th September, 2019** (9:00 am) and ends on **Sunday, 29th September, 2019** (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 **Monday, 23 September, 2019** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL 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. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

VI. The shareholders should log on to the e-voting website www.evotingindia.com.

VII. Now to cast your vote: Click on Shareholders.

VIII. Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. Members holding shares in Physical Form should enter Folio Number registered with the Company.

IX. Next enter the Image Verification as displayed and Click on Login.

X. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

XI. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / Folio number in the Dividend Bank details field as mentioned in instruction (v).

XII. After entering these details appropriately, click on "SUBMIT" tab.

XIII. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

XIV. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

XV. Click on the EVSN for the relevant "Nutricircle Limited" on which you choose to vote.

XVI. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

XVII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XVIII. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



XIX. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

XX. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

XXI. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XXII. Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

XXIII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

XXIV. The Company has appointed M/s. Ramesh Chandra Mishra & Associates, Practicing Company Secretaries (C.P. No. 3987 and FCS No. 5477) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.

XXV. A copy of this notice has been placed on the website of the Company and the website of CDSL.

XXVI. In case of Members who are entitled to vote but have not electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, AS AMENDED (‘ACT’) THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO ITEM NOS. 2 TO 5 MENTIONED IN THE ACCOMPANYING NOTICE.

Item No. 2: The Board of Directors (‘Board’), revised the term of appointment of Mr. Hitesh M. Patel (DIN 02080625) on 12-2-2018 & 3-9-2019.

The Company has received from Mr. Hitesh Patel (DIN 0208625) (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

The profile and specific areas of expertise of Mr. Hitesh M Patel (DIN 0208625) are provided as annexure to this Notice.

The Board on 12th February 2018 re-appointed Mr. Hitesh Patel (DIN 0208625) as the Managing Director of the Company, not liable to retire by rotation, for a further period of five years effective 1st April, 2018 through 31st March 2019. However on mutual discussion with Mr. Hitesh M. Patel (DIN 0208625) considered and subject to approval of the Shareholders re-consider his re-appointment from 1st October 2019 till 30th September 2024 for a period of 5-years.

The Board, while re-appointing Mr. Hitesh Patel (DIN 0208625) as the Managing Director of the Company, considered his background, experience.

The main terms and conditions relating to the appointment and terms of remuneration Mr. Hitesh Patel (DIN 0208625) MD are as follows:

(A) Period: For a period of 5 years i.e., from 1st October 2019 through 30th September 2024.

(B) Nature of Duties: The MD shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company .



(C) 1. Remuneration:

Basic Salary: Rs. 30,000 – Rs. 10,000 – Rs. 50,000 per month .

2. Perquisites: The Director shall be entitled to the following perquisites

2.1 Housing: Rs.10,000/- per month or the expenditure incurred by the company on hiring furnished accommodation for the appointee shall be subject to the ceiling of 60% of the salary, over and above 10% payable by the appointee. If the rent is lower than 10% of the salary the amount payable by the appointee will be limited to such rent. In case the accommodation is owned by the company, 10% of the salary of the appointee shall be deducted by the company.

2.2 Leave Travel Concession & Medical Reimbursement:

(a) Leave Travel Expenses: Expenses incurred for the appointee and his family subject to a ceiling of Rs. 25,000/- in a year, in accordance with the rules specified by the company.

(b) Medical Reimbursement: Expenses incurred for the appointee and his family subject to a ceiling of Rs. 15,000/- in a year, in accordance with the rules specified by the company.

Explanation: For the purposes of a “family”, family means the spouse, dependent children and dependent parents of the appointee.

(c) Encashment of leave: As per company’s rules. The Director shall be entitled to leave on full pay and allowances as per the rules of the Company but not more than one month in each year during the period of agreement. Leave can be accumulated upto the period of 60 working days. Encashment of leave, if any, in accordance with the rules of the Company shall be allowed only at the time of retirement or at the end of tenure as the case may be and it will not be included in the computation of ceiling for perquisites.

(d) Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on his duties and reimbursement of entertainment expenses actually and properly incurred in the course of the Company’s business.

(e) Other benefits to which senior officers of the company are normally entitled to, according to the rules of the company

(f) The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof.

(g) ENTERTAINMENT

You shall be entitled for reimbursement of entertainment expenses actually and properly incurred in the course of the Company’s business.

(h) PERFORMANCE BONUS

The Board of Directors or its committee for each year will determine the amount to be paid by way of commission/performance bonus to the Managing Director and also the frequency of the payment. Provided however that the commission/Performance bonus will be payable on pro-rata basis, in the event of earlier cessation or termination of the appointment.

(i) ESOP : The Director shall not be eligible for ESOP plan of the company .

In case the Director dies during the course of his employment, the Company shall pay to his heirs/ legal representatives the remuneration and / or other perquisites due and payable upto the date of death of the Director.

The Director shall not either during the continuance of his employment hereunder or thereafter except in the proper course of his duties hereunder divulge to any person whomsoever and shall use his best endeavours to prevent the publication or disclosure of any trade secret industrial process or any information concerning the business or finances of the Company or any other Company for whom he is directed to perform services hereunder or of any of their dealings transactions or affairs which may come to his knowledge during or in the course of his employment.

It is hereby agreed and declared that so long as the Director is in the employment of the Company she shall have no interest directly or indirectly in any manner whatsoever including but without limiting the generality thereof in any financing arrangements in or with any person, firm, company or corporation engaged in any business that is competitive with any business which the Company or any other Company which is subsidiary or is affiliated to or is associated with the Company carries or from time to time. In the event that the Director breaches this Clause, the Company may terminate the Director’s employment hereunder without notice and such termination shall not affect any of the Director’s other obligations mentioned and the same shall survive such termination.

The profile and specific areas of expertise of Mr. Hitesh Patel (DIN 0208625) are provided as annexure to this Notice. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Hitesh Patel (DIN 0208625), to whom the resolution relates, is concerned or interested in the Resolution.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board, approval of the Members is sought for the appointment and terms of remuneration of Mr. Hitesh Patel (DIN 0208625) as Managing Director as set out above. The Board recommends the Resolution set forth in Item No. 2 for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Patel, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the Resolution set forth in Item No. 2 for the approval of the Members.



Item No. 3: Mr. Gaurav Pankaj Shah (DIN 00832258) was appointed as a Non-Executive Director of the Company effective 6th April, 2014. On April 1, 2014, the Ministry of Corporate Affairs notified Section 149 of the Act and related Rules. Pursuant to the said provisions, Mr. Shah was appointed as an Independent Director of the Company by the Shareholders of the Company. The Board on September 3, 2019, based the performance evaluation of Mr. Shah as a Member of the Board and considering that the continued association of Mr. Shah would be beneficial to the Company, proposed to re-appoint Mr. Gaurav Pankaj Shah (DIN 00832258) as an Independent Director of the Company, not liable to retire by rotation, for a second term effective 30th September 2019 up to 29th September 2024.

Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Shah for the office of Director. The Company has received from Mr. Shah (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority. In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mr. Shah as an Independent Director of the Company for a second term commencing 30th September 2019 through 29th September 2024 is being placed before the Shareholders for their approval by way of a special resolution. Mr. Gaurav Pankaj Shah (DIN 00832258), once appointed, will not be liable to retire by rotation. In the opinion of the Board, Mr. Gaurav Pankaj Shah (DIN 00832258) is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. A copy of the draft letter of appointment of Mr. Gaurav Pankaj Shah (DIN 00832258) as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the Annual General Meeting ('AGM') and will also be kept open at the venue of the AGM till the conclusion of the Meeting.

The profile and specific areas of expertise of Mr. Gaurav Pankaj Shah (DIN 00832258) is provided as annexure to this Notice hereunder.

Item No. 4: Mr. Yezdi Jal Batliwala (DIN 03018605) was appointed as a Non-Executive Director of the Company effective 6th April, 2014.

On April 1, 2014, the Ministry of Corporate Affairs notified Section 149 of the Act and related Rules. Pursuant to the said provisions, Mr. Yezdi Jal Batliwala was appointed as an Independent Director of the Company by the Shareholders of the Company. The Board on September 3, 2019, based the performance evaluation of Mr. Yezdi Jal Batliwala as a Member of the Board and considering that the continued association of Mr. Yezdi Jal Batliwala would be beneficial to the Company, proposed to re-appoint Mr. Yezdi Jal Batliwala as an Independent Director of the Company, not liable to retire by rotation, for a second term effective 30th September 2019 up to 29th September 2024.

Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Yezdi Jal Batliwala for the office of Director. The Company has received from Mr. Batliwala (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority. In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mr. Batliwala as an Independent Director of the Company for a second term commencing 30th September 2019 through 29th September 2024 is being placed before the Shareholders for their approval by way of a special resolution. Mr. Yezdi Jal Batliwala (DIN 03018605), once appointed, will not be liable to retire by rotation. In the opinion of the Board, Mr. Yezdi Jal Batliwala is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. A copy of the draft letter of appointment of Mr. Yezdi Jal Batliwala as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the Annual General Meeting ('AGM') and will also be kept open at the venue of the AGM till the conclusion of the Meeting.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 1, 2019, requires that any Non-Executive Director who has attained the age of 75 years or more cannot be appointed or continued



as a NonExecutive Director in any listed company until and unless approval of members has been obtained for the same by way of special resolution. Considering said regulation Mr. Yezdi Jal Batliwala , Non-Executive Independent Director of the Company is covered under the aforesaid provision being aged more than 75 years, the Company is required to obtain approval of members by way of special resolution for continuing his Directorship in the Company post 30th September 2019 .

The profile and specific areas of expertise of Mr. Yezdi Jal Batliwala (DIN 03018605) is provided as annexure to this Notice hereunder.

ITEM NO. 5 : ALTERATION TO OBJECT CLAUSE

The resolution mentioned at Item No. 5 of the Notice relates to the Alteration of the Object Clause of the Memorandum of Association of the Company with respect to insertion of new object clause in place of existing clause No. 9 of the main object to the Memorandum of association of the company. The aforesaid proposed objects more particularly described in the proposed Clause III (A) (9) can be conveniently and advantageously be utilized and carried out by the Company.

To enable the Company to capitalize such opportunities which may arise from such activities, as it is proposed to amend the Object Clause by inserting new modified new Clauses i.e. - Clause III (A) (9) of the Memorandum of Association of the Company In terms of the provisions of Section 13 (9) and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, for alteration of object clause in Memorandum of Association of the company requires the approval of Members by way of Special Resolution by Postal Ballot. Since the company is providing e-voting facility as per section 108 of the companies Act, 2013 , there is no need to seek the approval by way of postal ballot.

The Board therefore recommends the Resolution as set out at Item No. 5 for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting [Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]

DESCRPTIONS	Mr. Gaurav Pankaj Shah	Mr. Yezdi Jal Batliwala	Hitesh M. Patel
1.Designation	Independent Director	Independent Director	Managing Director
2. Date of Birth	31.12.1981	07.12.1942	14.06.1975
3.DIN	00832258	03018605	02080625
4. Qualification(s)	Graduate in Commerce	Graduate in Economics & Commerce	Graduate
5. Bodies Corporate (other than NutriCircle Limited) in which the Appointee holds Directorships and Committee positions	Gaurav Caplease Limited	1. Deccan Health Care Ltd. 2. SS Inclusive Development Finance Private Limited 3. SS Human Development Foundation	Deccan Health Care Ltd.
5.1. Directorships			
5.2. Member/Chairmanship of Board Committees			
(a) Audit Committee			
(b) Stakeholders			
(c) Nomination			
(d) CSR	NA	NA	NA
6. Disclosure of Relationship inter-se between Directors Manager and other Key Managerial Personnel	There is no inter-se relationship between Mr. Gaurav Pankaj Shah, other members of the Board and Key Managerial Personnel of the Company.	There is no inter-se relationship between Mr. Yezdi Jal Batliwala, other members of the Board and Key Managerial Personnel of the Company.	
7. Shareholding in the company & % of Holdings	NA	NA	11.74
1. Particulars of experience, attributes or skills			