

AJAY. S. SHRIVASTAVA

M.Com., LLB, FCS
Company Secretary in Practice

Flat No. D-1, Orange Homes Impressions,
Plot No: 8-2-293/82/JIII/443-A-16,
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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
NUTRICIRCLE LIMITED,
(Formerly Shreeyash Industries Limited)
No. 5-8-272, 276 & 322, Ayesha Residency,
Public Garden Road, Nampally,
Hyderabad, Telangana-500001

Dear Sir,

**Sub: Consolidated Scrutinizer's Report for passing of resolutions through Remote E-voting
Process and Voting by poll at 22nd Annual General Meeting held on 30th September,
2015**

I, Ajay S. Shrivastava, Company Secretary in Practice was appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting process and ballot voting through poll carried out by the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for passing of the resolutions as mentioned as mentioned under item no 1 to 7 as set out in the Notice of the 22nd Annual General Meeting (AGM) of the Equity Shareholders of the Company dated 30th September, 2015

1. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and voting through ballot process- poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the said Notice, based on the reports generated from the e-voting



system provided by the CDSL, the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted in the AGM.

2. The notice dated 31st August, 2015 along with statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through Flight Despatch couriers on 07th day, September, 2015 and through email to shareholders whose email IDs were registered with the Company / Depository Participant on 08th day of September, 2015. The said Notice was dispatched on the basis of the Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz National Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 26th August, 2015
3. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of the meeting and providing e-voting facility in Business Standard and Nava Telangana on 10th September, 2015.
4. In terms of the aforesaid notice, voting through electronic means was kept open for three days from 9.00 AM on September 27, 2015 to September 29, 2015 upto 5.00 PM.
5. The details of the members' details such as their names folio, number of shares held who cast their votes through remote-e voting were downloaded from the e voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com/>) in order to ensure that such members did not vote again in the through ballot- Poll voting in the 22nd Annual General Meeting.
6. The voting rights of members were considered in proportion to their shares in the paid up equity share capital of the Company as on the cutoff date i.e 23rd September, 2015.



7. After the time fixed for closing of Poll by the Chairman, one Ballot box kept for polling were locked in my presence and the members who were present.
8. The locked ballot box was subsequently opened in my presence of two witness and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company/ Registrar of Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
9. As required under the said rules, after the closure of the voting of the Annual General Meeting, the votes cast through poll were unblocked in the presence of Mr. Bharat Shah and Mr. Praful Chavda who are not in employment with the Company.
10. I have found 4 (Four) poll papers to be invalid holding 83 Shares.
11. Summary of the remote e-voting and poll are as follows-

✓ **ORDINARY BUSINESS:**

Resolution No. 1- To consider and adopt the Audited Balance Sheet as on 31st March, 2015 And the audited Statement of Profit and Loss for the year ended 31st March, 2015 together with reports of Directors and Auditors thereon:

i. Vote in favour of the resolution			
Particulars	No of Members voted	No of votes cast by them	% of total number of valid votes cast
Poll at the AGM	102	152941	5.55
Remote E-voting	85	2604358	94.45
Total	187	2757299	100.00

ii. Vote in against the resolution			
Particulars	No of Members voted	No of votes cast by them	% of total number of valid votes cast
Poll at the AGM	NIL	NIL	NIL
Remote E-voting	1	7	0.00
Total	NIL	NIL	NIL



iii Invalid votes			
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them	
Poll at the AGM	4	83	
Remote E-voting	NIL	--	
Total	4	83	

Resolution No. 2-Appointment of a Director in place of Mr.C.S. Jadhav, who retired by rotation and being eligible offered himself for re-appointment:

i. Vote in favour of the resolution			
Particulars	No of Members voted	No of votes cast by them	% of total number of valid votes cast
Poll at the AGM	102	152941	5.55
Remote E-voting	85	2604358	94.45
Total	187	2757299	100.00

ii. Vote in against the resolution			
Particulars	No of Members voted	No of votes cast by them	% of total number of valid votes cast
Poll at the AGM	NIL	NIL	NIL
Remote E-voting	1	7	0.00
Total	NIL	NIL	NIL

iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	83
Remote E-voting	NIL	--
Total	4	83

Resolution No. 3-Appointment of a Director in place of Mr.Gaurav P.Shah, who retired by rotation and being eligible offered himself for re-appointment:



i. Vote in favour of the resolution			
Particulars	No of Members voted	No of votes cast by them	% of total number of valid votes cast
Poll at the AGM	102	152941	5.55
Remote E-voting	85	2604358	94.45
Total	187	2757299	100.00

ii. Vote in against the resolution			
Particulars	No of Members voted	No of votes cast by them	% of total number of valid votes cast
Poll at the AGM	NIL	NIL	NIL
Remote E-voting	1	7	0.00
Total	NIL	NIL	NIL

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	83
Remote E-voting	NIL	--
Total	4	83

Resolution No. 4- Ratification of appointment of M/s S.K. Bang & Co., Chartered Accountants as Statutory Auditors of the Company to hold office upto the conclusion of 24th Annual General Meeting of the Company at a remuneration to be decided/approved by the Board of Directors:

i. Vote in favour of the resolution			
Particulars	No of Members voted	No of votes cast by them	% of total number of valid votes cast
Poll at the AGM	102	152941	5.55
Remote E-voting	85	2604358	94.45
Total	187	2757299	100.00



ii. Vote in against the resolution			
Particulars	No of Members voted	No of votes cast by them	% of total number of valid votes cast
Poll at the AGM	NIL	NIL	NIL
Remote E-voting	1	7	0.00
Total	NIL	NIL	NIL

iii. Invalid votes			
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them	
Poll at the AGM	4		
Remote E-voting	NIL	83	
Total	4	83	

✓ **SPECIAL BUSINESS:**

Resolution No. 5- Regularization of Bhanu Kumari Maganti (Additional and Women Director) as the Director of the Company

i. Vote in favour of the resolution			
Particulars	No of Members voted	No of votes cast by them	% of total number of valid votes cast
Poll at the AGM	102	152941	5.55
Remote E-voting	85	2604358	94.45
Total	187	2757299	100.00

ii. Vote in against the resolution			
Particulars	No of Members voted	No of votes cast by them	% of total number of valid votes cast
Poll at the AGM	NIL	NIL	NIL
Remote E-voting	1	7	0.00
Total	NIL	NIL	NIL



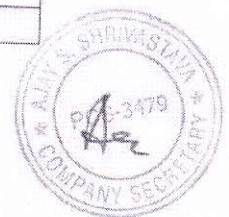
iii Invalid votes			
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them	
Poll at the AGM	4	83	
Remote E-voting	NIL	--	
Total	4	83	

Resolution No. 6-Purchase of shares from Related parties to take over Management of Company
M/s Inner Being Nutricare Private Limited

i. Vote in favour of the resolution			
Particulars	No of Members voted	No of votes cast by them	% of total number of valid votes cast
Poll at the AGM	102	152941	5.55
Remote E-voting	85	2604358	94.45
Total	187	2757299	100.00

ii. Vote in against the resolution			
Particulars	No of Members voted	No of votes cast by them	% of total number of valid votes cast
Poll at the AGM	NIL	NIL	NIL
Remote E-voting	1	7	0.00
Total	NIL	NIL	NIL

iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	83
Remote E-voting	NIL	--
Total	4	83



Resolution No. 7-To raise loan/finance from the Director/promoter/or their Relatives/Associates

i. Vote in favour of the resolution			
Particulars	No of Members voted	No of votes cast by them	% of total number of valid votes cast
Poll at the AGM	102	152941	5.55
Remote E-voting	85	2604358	94.45
Total	187	2757299	100.00

ii. Vote in against the resolution			
Particulars	No of Members voted	No of votes cast by them	% of total number of valid votes cast
Poll at the AGM	NIL	NIL	NIL
Remote E-voting	1	7	0.00
Total	NIL	NIL	NIL

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	83
Remote E-voting	NIL	--
Total	4	83

The Register, all other papers relevant records relating to remote e-voting and poll will remain in my custody until the Chairman considers, approves and sign the minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company – The Company Secretary, authorized for safe keeping.

Thanking You,
Yours faithfully,



AJAY S SHRIVASTAVA
Practicing Company Secretary
Membership No. 3489
COP: 3479



Place: Hyderabad
Date: 01.10.2015

For Nutricircle Limited,



(Hitesh M Patel)
Chairman of the Meeting

