



NUTRICIRCLE 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

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: NUTRICIRCLE LIMITED (Formerly Shreeyash Industries Limited)

Quarter ending on : 30.06.2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No/NA	Remarks
II. Board of Directors	49 (II)	-	AS PER THE NOTES ANNEXED HERETO
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)	-	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)	-	
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues etc.	49 (VIII F)	NA	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	



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Note 1: Clause 49 (II) - BOARD OF DIRECTORS

Clause 49 (IIA)

Composition of Board

- | | |
|---------------------------------|------------------------------|
| 1. Mr. Hitesh Mohanbhai Patel | - Managing Director* |
| 2. Mr. Mudigonda Phaneesh | - Director** |
| 3. Mr. Gaurav Pankaj Shah | - Director** |
| 4. Mr. C.S.Jhadav | - Director** |
| 5. Mr. Manoj Kumar | - Director*** |
| 6. Mr Yezdi jal Batliwala | - Director** |
| 7. Mr Sandeep Gaurishankar Modi | - Director** |
| 8. Mr Monish Pravin Ghatalia | - Director** |
| 9. Ms. Bhanu Kumar Maganti | - Woman Additional Director# |

*Executive Directors

** Independent and Non-Executive Directors

*** Non Independent Non Executive Director.

#Note: Women Director pursuant to the requirement of Clause 49(II)(A)(1) of Listing Agreement appointed on 30.03.2015

Clause 49 (IIB)

Independent Directors

The Board of Directors of the Company is comprised of requisite number of Independent Directors as per Clause 49(II)(A) and further, all the directors fulfill the criteria of Independent Director as mentioned under Clause 49(II)(B) of the listing agreement.

Clause 49 (IIC)

Non-executive Directors' compensation & disclosures

The Non- executive Directors of the Company are not entitled for any remuneration other than fee payable for attending Board and Committee meetings.

Clause 49 (IID)

Other provisions as to Board and Committees

1. The Company is conducting the Board Meetings regularly and it is also ensured that the gap between two Board Meetings conducted does not exceed a period of one hundred and twenty days.
2. No Director is a Member of more than 10 committees or chairman of more than 5 committees across all companies in which he is a director.



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Clause 49 (IIE)

Code of Conduct

Code of conduct for all the Board members and senior management was adopted by the Board. Affirmation of compliance to the Code on annual basis by the Board and senior management is complied with in the Annual Report and the same is updated in the Company's website.

Clause 49 (IIF)

Whistle Blower Policy

The Company has established a Vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy and also to provide for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism. The Whistle Blower Policy has be updated in the Company's website.

Note 2: Clause 49 (III)- AUDIT COMMITTEE

Clause 49 (IIIA)

Qualified & Independent Audit Committee

The following are the members of the Audit Committee:

- | | | |
|----|--------------------|-------------|
| 1. | Mr. Gaurav P. Shah | - Chairman* |
| 2. | Mr. M. Phaneesh | - Member* |
| 3. | Mr. C.S Jhadav | - Member* |

* Independent and Non Executive Directors

Clause 49 (IIIB)

Meeting of Audit Committee

The Audit Committee met as and when required and all the members were present at the meeting and it is ensured that at least four meetings are held in a year with not more than four months gap between two meetings.

Clause 49 (IIIC) (III D) (III E)

Powers, Role of and Review of Information by Audit Committee

The power, role of and review of information by the Audit Committee are as per the Listing Agreement and the Companies Act, 2013.



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Note 3: Clause 49 (IV)- NOMINATION AND REMUNERATION COMMITTEE

The Committee constituted by the Company is responsible for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

The following are the members of the Nomination and Remuneration Committee:

1. Mr. Mudigonda Phaneesh - Chairman*
2. Mr. Hitesh M. Patel - Member**
3. Mr. Gaurav P. Shah - Member*

* Independent and Non Executive Directors

** Executive Director

Note 4: Clause 49 (V)- SUBSIDIARY COMPANIES

The Company has a subsidiary Company known as Inner Being Wellness Pvt Ltd under the Company Act, 2013.

- i. At least one independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of material non listed Indian subsidiary companies. – Yes
- ii. The Audit Committee of the listed holding company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary companies. – Yes.
- iii. The Minutes of the Board Meetings of the unlisted subsidiary companies shall be placed at the Board meeting of the listed holding company. The management should periodically bring to the attention of the Board of Directors of the listed holding company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary Companies. – Yes.

Note 5: Clause 49 (VI)- RISK MANAGEMENT

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures and the Board is responsible for framing, implementing and monitoring the risk management plan for the company.

Note 6: Clause 49 (VII)- RELATED PARTY TRANSACTIONS

The basis of related party transactions are reviewed and approved by the Audit Committee and none of the transactions are in potential conflict with the interests of the Company. The Company shall obtain the approval of members by special resolution at the ensuing Annual General Meeting for related party transactions proposed to be entered amongst its associate companies.



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Note 7: Clause 49 (VIII)- DISCLOSURES

Clause 49 (VIII A)-

Related Party Transactions

The basis of related party transactions are reviewed and approved by the Audit Committee and none of the transactions are in potential conflict with the interests of the Company.

Clause 49 (VIII B)-

Disclosure of Accounting Treatment

The Company follows Accounting Standards notified under the Companies Act, 2013 in the preparation of financial statements. The Company has not adopted a treatment different from that prescribed in an Accounting Standards.

Clause 49 (VIII C)-

Remuneration of Directors

The details of remuneration paid to the Directors are complied with in the Annual Report. No remuneration is paid except sitting fees.

Clause 49 (VIII D)-

Management

The Management Discussion and Analysis Report are complied in the Annual Report.

Clause 49 (VIII E)-

INVESTORS GRIEVANCE COMMITTEE

The following are the members of Investor Grievance Committee:

1. Mr. Hitesh M. Patel - Chairman
2. Mr. M. Phaneesh - Member
3. Mr. C.S. Jadhav - Member

Shareholders

1. Quarterly results are being sent to the stock exchange on timely basis.
2. There are no pending investor grievances.
3. The share transfers work has been delegated to the Registrars which are attended once in a fortnight.



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4. Pursuant to the Extra Ordinary Meeting held on 09.02.2015 and Issue of the Fresh Certificate of Incorporation by Registrar of Companies dated 22.04.2015, the name of the Company was changed from "SHREEYASH INDUSTRIES LIMITED to "NUTRICIRCLE LIMITED".

Clause 49 (VIII F)-

Proceeds from public issues, rights issue, preferential issues etc.

There was no public, rights or preferential issue proceeds outstanding and hence the compliance of the sub clause does not arise.

Note 8: Clause 49 (IX)- CEO/CFO CERTIFICATION

The CEO/CFO certification is included in the Annual Report.

Note 9: Clause 49 (X)- REPORT ON CORPORATE GOVERNANCE

The corporate governance report is complied with in the Annual Report.

Note 10: Clause 49 (XI)- COMPLIANCE

Certificate from the Auditors for compliance with clause 49 is complied with in the Annual Report.

Yours truly,
For NUTRICIRCLE LIMITED
(Formerly Shreeyash Industries Limited)


SUNIL KUMAR AGARWAL
Compliance Officer

