

NOTICE

Notice is hereby given that the **Extra Ordinary General Meeting (“EOGM”)** of the Members of **NUTRICIRCLE LIMITED** (CIN L18100TG1993PLC015901) will be held on **Wednesday, September 25, 2024 at 11:00 a.m.** at the registered office of the company i.e. No. 5-8-272, 276 & 322, Ayesha Residency, Public Garden Road, Nampally, Hyderabad, Telangana, 500001; India to transact the following Special businesses;

SPECIAL BUSINESSES:

1. TO CONSIDER THE CONVERSION OF LOAN GIVEN BY THE PROMOTERS AND PAC’S TO THE COMPANY INTO EQUITY SHARES :

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to section 39,42 and 62 and other applicable provisions of the Companies Act, 2013, as amended (the “Companies Act 2013”) and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the shareholders be and is hereby accorded to utilize/convert the Loan(s)/Advances advanced given by the following Promoters and PAC’s to the Company on various dates and aggregating up to Rs. 5,86,24,339 as on 31.07.2024 towards any future subscription of equity Shares in one or multiple tranches, at such price and condition(s) as decided by the Board and in accordance with SEBI Act, 1992 and rules and Regulation framed thereunder including chapter V of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and subsequent amendments thereto, including but not restricted to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) and rules framed thereunder:

Sr. No	Name of Person	Loan outstanding as on 31-07.2024 (Rs.)	Loan to be (up to) adjusted towards any future subscription of equity shares upto (Rs.)
1.	Mr. Hitesh Mohanlal Patel	5,86,24,339	5,86,24,339

“RESOLVED FURTHER THAT pursuant to 62 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 and the Memorandum & Articles of Association of the Company and any other applicable laws / rules / regulation, (the company shall not be required to open a separate Bank Account as the loan already being utilised by the company)and comply the applicable provisions of section 39 & 42 of the Companies Act, 2013 and rules framed thereunder in connection with the conversion of the above loan of the promoter, in one or multiple tranches, towards future subscription of any securities including equity shares and convertible warrants into equity shares and the conversion of the shares for all accounting purpose treated as subscription of shares by cash.”

“RESOLVED FURTHER THAT pursuant to Section 42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the “Companies Act 2013”) and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded and also taken on record for the utilization of the loans aggregating up to Rs. 5,86,24,339/- (Rupees Eight crore Eighty six Lacs Twenty four Thousand Three Hundred Twenty three Only) as on 31.07.2024 given by the Mr. Hitesh Mohanlal Patel – Promoter & Director to the company on various occasions as mentioned in the Explanatory statement to this notice be and hereby treated /considered as the utilization of funds towards the subscription proceeds in any issue of share capital of the company.”

“AND RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board or any Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the redemption proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit for this purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required.”

2. PREFERENTIAL ISSUE OF 97,28,211 EQUITY SHARES TO PROMOTER AND DIRECTORS (INCLUDING PAC'S) AND PUBLIC AND 11,00,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. 10 /- EACH.

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

“RESOLVED THAT pursuant to provisions of Section 23(1)(b), 39,42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of Chapter-V of the preferential issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018 as amended (The “SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee), approval of the members of the Company through this Extraordinary General Meeting be and is hereby accorded to the Board to create, issue, offer and allot 97,28,211 equity shares at an issue price of Rs. 10 each for issue

of equity shares of face value of Rs. 10/- each to Mr. Hitesh Mohanlal Patel - Promoter and Managing Director and Public belongs to Non-promoter group aggregating to Rs. 9,72,82,110/- (Rupees Nine Crore Seventy two Lacs Eighty Two Thousand One Hundred and Ten Only) and 11,00,000 convertible warrants into equity shares of face value of Rs. 10/- each at an issue price of Rs 10/- each aggregating to Rs. 1,10,00,000/- (Rupees One Crore Ten Lacs Only) to the Promoter Mr. Hitesh Mohanlal Patel:

- a. 97,28,211 equity shares of face value of Rs.10/- each at an issue price of Rs 10/- each to Promoter and Non-promoter group :

Sr. No.	Name of the Allottees	Category	No of New Shares	Amount (Rs.)
1.	Hitesh Mohanlal Patel	Promoter	57,03,351	5,70,33,510
2.	Ramesh Chandra Mishra	Non-promoter	11,24,860	1,12,48,600
3.	Amit Jayantilal Patel	Non-promoter	10,00,000	1,00,00,000
4.	Chandra Sheker Jadhav	Non-promoter	9,00,000	9,00,00,00
5.	Sumita Mishra	Non-promoter	5,00,000	5,00,00,00
6.	Arjun Rajbhar	Non-promoter	5,00,000	5,00,00,00
	Total		97,28,211	9,72,82,110

- b. Issue of 11,00,000 (Eleven Lacs) convertible warrants into equity shares of face value of Rs 10/- each to Mr. Hitesh Mohanlal Patel - Promoter & Managing Director of the Company and the conversion will be effected on or before 18-months from the date of allotment of the convertible warrants.

Sr. No.	Name	Category	No of Proposed convertible Warrants into equity shares of face value of Rs. 10/- each	At an issue Price of (Rs.)	Total Amount (Rs.)
1.	Mr. Hitesh Mohanlal Patel	Promoter	11,00,000	10/-	1,10,00,000

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018, the “Relevant Date” shall be **Friday 23rd, August, 2024** being the date 30 days prior to date of this Extra-Ordinary General Meeting.”

“RESOLVED FURTHER THAT the issue price for the 97,28,211 equity shares and 11,00,000 convertible warrants into equity shares of face value of Rs. 10/- each as on the relevant date to the promoter and Public is of Rs. 10/- for each equity shares/convertible warrants into equity shares of face value of Rs. 10/- each and the Board in its absolute discretion modify the price of issue of

97,28,211 equity shares and 11,00,000 convertible warrants into equity shares of face value of Rs. 10/- each of face value of Rs.10/- each and to comply with Chapter V of Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018."

"RESOLVED FURTHER THAT pursuant to section 42 & 62 and other applicable provisions, if any, of the Companies Act, 2013,as amended ("Companies Act") read Companies (Share Capital and Debentures) Rules, 2014 read with Chapter V of the Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018 and all other applicable provisions and subsequent amendments thereto, consent of the shareholders be and is hereby accorded to utilize/convert the Loan(s)/Advances given to the Company earlier on various dates given by the Promoter cum Managing Director Mr. Hitesh Mohanlal Patel aggregating Rs. 5,86,24,339/- as on 31-07-2024 towards the subscription amount (initial/final) :

Sr. No	Name of Person	Loan outstanding as on 31.07.2024 (Rs.)	No of Proposed subscription of Shares	Loan to be (up to) adjusted towards the subscription of equity shares upto (Rs.)
1.	Mr. Hitesh Mohanlal Patel	5,86,24,339	57,03,351	5,70,33,510/- (Rupees Five Crore Seventy Lacs Three Thousand Three Hundred and Fifty One Only)

"RESOLVED FURTHER THAT pursuant to 62 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 and the Memorandum & Articles of Association of the Company and any other applicable laws / rules / regulation, in connection with the conversion of the above loan of the Promoter towards the above subscription of equity shares for all accounting purpose shall be treated as subscription of the above shares by cash .

"RESOLVED FURTHER THAT the Promoter Mr. Hitesh Mohanlal Patel will bring after adjustment of the above Loan , the Balance subscription amounts, if any, on or before the date of allotment of Shares"

"RESOLVED FURTHER THAT the Board be and hereby authorised to recompute the issue price of the shares in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and any balance subscription amount of 97,28,211 equity shares and 11,00,000 convertible warrants into equity shares of face value of Rs. 10/- each be called from the allottees before the allotment of shares."

"RESOLVED FURTHER THAT in case the preferential issue and Allotment of 97,28,211 equity shares and 11,00,000 convertible warrants into equity shares of face value of Rs. 10/- each to Promoter and Non promoters shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Loan of the promoter shall be adjusted towards the subscription of 57,03,351 equity shares and for all accounting purpose shall be treated as contribution towards subscription of the above shares by cash and the balance subscription amount, if any, will be paid to the Company on or before the allotment of shares;
- 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares;
- The 97,28,211 equity shares and 11,00,000 convertible warrants into equity shares of face value of Rs. 10/- each Shares so offered, issued and allotted to the Proposed Allottee, shall be issued by the

Company for cash consideration which includes conversion of Loan into equity shares by appropriation of the outstanding Loan of the Promoter;

- d. The Equity Shares/ Conversion of warrants into equity shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- e. The Equity Shares/ convertible warrants into equity shares shall be allotted by the Company to the Proposed Allottee in de-materialized form within the time prescribed under the applicable laws;
- f. The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- g. The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations; and
- h. The Equity Shares will be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals of the SE, as the case may be.

“RESOLVED FURTHER THAT the Proposed conversion of 11,00,000 convertible warrants into equity shares of face value of Rs 10/- each to be fully subscribed by the proposed promoter allottee in one or multiple tranches and in accordance with the SEBI ICDR 2018 with an option to:

- (i) Upto 525,000 convertible warrants of face value of Rs 10/- each in the financial year 2025-26;
- (ii) 5,25,000 convertible warrants of face value of Rs 10/- each in the financial year in the FY 2026-27;
- (iii) and the balance any convertible warrants there after but on or before 18-months from the date of allotment of the warrants or any earlier dates as convenient to the proposed promoter allottee.

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe the 97,28,211 equity shares and 11,00,000 convertible warrants into equity shares of face value of Rs. 10/- each (by Promoter and Non promoter) as the case may be.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board and KMP be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary or desirable including without limitation to vary modify or alter any of the relevant terms and conditions including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of Equity Shares to be allotted to the proposed allottees and to provide any clarifications related to issue and allotment of equity shares listing of equity shares on Stock Exchange and authorized for preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings instruments and such other documents (including documents in connection with appointment of agencies intermediaries and advisors) and further to authorized all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

"RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of its powers to any officer(s) or authorised signatory(ies) or to any committee to give effect to this resolution including execution of any documents on behalf of the Company and to appoint any professional, advisors, bankers, consultants, advocates, Company Secretary in Practice and advisors to represent the Company before any governmental ,SEBI, SE, MCA, ROC or any regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

"AND RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement, appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the MCA and Registrar of Companies."

Date: 22/08/2024

By Order of the Board

Place: Hyderabad

Sd/

**Hitesh Mohanlal Patel
Managing Director
DIN: 02080625**

**Regd. Office: No. 5-8-272, 276 & 322, Ayesha Residency
Public Garden Road, Nampally
Hyderabad, Telangana, India - 500001**

CIN : L18100TG1993PLC015901

Email : nutricirclelimited@gmail.com

Website: www.nutricircle.in

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013) IN CONFORMITY WITH THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 163 UNDER CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

ITEM NO.1 CONVERSION OF LOAN INTO SHARES/ CONVERTIBLE WARRANTS INTO EQUITY SHARES:

The Company, from time to time has obtained loans and advances from Mr. Hitesh Mohanlal Patel P& Promoter & Managing director of the Company. As on 31-07-2024 up to Rs. 586,24,339/- (Rupees Five Crore Eighty Six Lacs Twenty Four Thousand Three Hundred Thirty-nine Only) is outstanding and the company deployed the loans received from Mr. Hitesh M. Patel towards Bank obligations, working capital, general Corporate purpose and other creditors requirements, without any interest. The Borad of the Company has executed a Loan agreement dated with 12th May 2022 with Mr. Hitesh Mohanlal Patel – Promoter & Managing Director of the Company.

The Gist of the Loan agreement dated 12/05/2022 as under:

Sr. No	Loan of Mr Hitesh Mohanlal Patel (Lender) to the Company (Borrower)	Descriptions
1	As on 31 st March 2022 the Loan and Advances taken/availed by the Borrower Company which at Present outstanding	Rs. 3,16,09,715/- (Rupees Three Crore Sixteen Lacs Nine Thousand Seven Hundred Fifteen Only).
2	Maximum Loan to be given by the Lender (Mr. Hitesh Kothari) in one or multiple tranches	Further Loan of Rs 4,00,00,000/- (rupees Four crore only) in one or multiple tranches to meet with the requirements of working capital and business needs of the company.
3	This loan and advances may be used for future allotment of any shares/Convertible warrants and first right of refusal to participate in any future dilution of capital of the company.	At the option of the Lender upto the extent of Rs.6,00,00,000/- (Rupees Six Crore only) in one or multiple trances to be used as subscription amount for any equity shares or for warrants convertible into equity shares i.e conversion of Loan into equity shares.
4	interest on the Above Loan	A. The Loan and advances from Mr. Hitesh Patel for the reason of 1 st Right of refusal up

		<p>to Rs.6,00,00,000/- (Rupees Six crore only) which may be used for future allotment of any equity shares/Convertible warrants into equity shares : No interest.</p> <p>B. This facility to be reserved upto 31st March 2025 or such extended period as mutually agreed but not exceeding up to 31st March 2026.</p> <p>There after Interest @ 10% per annum payable on quarterly rest.</p> <p>C. Any Balance principal and Interest shall be repaid on or after 31st March 2026.</p> <p>D. .In case the company fail to convert the Loan into equity shares on or before 31st March 2026 and in that case the company will pay one time interest payment calculated on 31st March 2026 for past 3-years i.e. from 1st April, 2023 to 31st March 2026 @ 10%.</p> <p>E. The Borrower shall pay to the Lenders interest on the said Outstanding loan at the rate of 10% per annum, after 31st March 2026.</p>
5	Utilization of the Loan and Advances	The Loan was taken or to be taken by the company on various occasions to meet with the Financial obligations, working capital, General Corporate requirements of all the descriptions and in future the said expenses will be considered as part of the object of any future issue.
6	No of Shares/ warrants convertible into equity	Maximum 60,00,000 shares/ convertible warrants into equity shares of face value of

		Rs.10/- each against this proposed Loan apart from any other subscriptions as per SEBI (ICDR) Regulation, 2018 in one or multiple tranches in the capital of the Borrower company.
7	Proposed issue price per shares	Not Less than to Face value i.e., Rs. 10/- or such price as calculated as per SEBI (ICDR) Regulation, 2018.
8	Compliance	The Borrower will ensure the compliance of all applicable regulations of SEBI (ICDR) Regulation, 2018 in one or multiple tranches in the capital of the Borrower company and this loan conversion shall be treated as compliance of section 39, 42 & 62 of the Companies Act, 2013 and rules framed there under.
9	Board Resolution	The Borrower will give certified copy of the Board resolution evidencing approval of this Loan and member resolutions as when required.
10	Miscellaneous	
		<p>a. The Borrower agrees to issue to the lender shares/ convertible warrants into equity shares of face value Rs. 10 as per Chapter V of the SEBI ICDR Regulation 2018 or any amendment thereto;</p> <p>b. The loan given by the lender to the borrower is interest free in case of conversion of Loan into equity shares till 31st March 2026 or utilised before 31st March 2026 only for the purpose of any subscription contribution for subscription on of any shares/ convertible warrants into equity shares or for subscription of any shares .</p> <p>c. In case the borrower does not issue any convertible warrants into equity shares of any shares for any reason to the lender then the borrower will refund the loan amount back to the lender along with any applicable Interest after 31st March 2026.</p>

Sr. No	Name of Person	Loan outstanding as on 31.07.2024 (Rs.)	No of Proposed subscription of Shares	Loan to be (up to) adjusted towards the subscription of equity shares upto (Rs.)
1.	Mr. Hitesh Mohanlal Patel	5,86,24,339	57,03,351	5,70,33,510/- (Rupees Five Crore Seventy Lacs Three Thousand Three Hundred and Fifty One Only)

The Board assured him that when there will be any expansion of capital, that time he will be given an option to subscribe the capital of the company and his outstanding's will be adjusted against the subscription amount.

The Board at their meeting held on 12/5/2022 read with the Board meeting held on 22/08/2024 decided to consider conversion of Loan up to Rs.6,00,00,000/- of Mr. Hitesh Mohanlal Patel – Promoter & Managing director of the Company .

The Statutory Auditor M/S. N S V R & Associates LLP Chartered Accountants (ICAI FRN: 008801S/S200060) confirmed that as on 31-07-2024, the Company has accepted Loans from Mr. Hitesh Mohanlal Patel up to Rs. 5,86,24,339/- Promoter & Managing director of the Company.

A certificate from the Statutory Auditor about the Loans from Mr. Hitesh Mohanlal Patel up to Rs. 5,86,24,339/- of the Company is available for inspection at the registered office of the company during the business hours till the date of the meeting between 11.00 a.m. to 01.00 p.m. and the copy of the same made available to any member free of cost.

Extracts of the Board Resolution dated 22nd August, 2024 and the Loan agreement dated 12th May 2022 which includes the Term & Conditions of the Conversion of the Loan of Mr. Hitesh Mohanlal Patel into equity shares will be available for inspection at the registered office of the company during the business hours till the date of the meeting between 11.00 a.m. to 01.00 p.m. and the copy of the same made available to any member free of cost.

The Board presently proposed for the consideration of the members as under:

Sr. No	Name of Person	Loan outstanding as on 31.07.2024 (Rs.)	No of Proposed subscription of Shares	Loan to be (up to) adjusted towards the subscription of equity shares upto (Rs.)
1.	Mr. Hitesh Mohanlal Patel	5,86,24,339 (Rupees	57,03,351	5,70,33,510/- (Rupees Five Crore Seventy Lacs Three Thousand Three Hundred and Fifty One Only)

None of the Directors/KMP or their relatives are concerned or interested in the said resolution, save and except for the Promoter and Director Mr. Hitesh Mohanlal Patel.

The Board commends the passing of the resolution set out at Item No. 1 for the approval of members of the company by way of a Special Resolution.

ITEM NO: 2 PREFERENTIAL ISSUE OF 97,28,211 EQUITY SHARES TO PROMOTER AND DIRECTORS (INCLUDING PAC'S) AND PUBLIC AND 11,00,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. 10 /- EACH.

In accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company will allot 11,00,000 convertible warrants into equity shares at an issue price of Rs. 10 [Rs. 10/- face value per share] to Mr. Hitesh Mohanlal Patel – Promoter & Managing Director (by way of cash) through Preferential allotment in proportionate to their shareholding as on the date of allotment.

The Board of Directors of the Company in their meeting held on 22-8-2024, approved raising of funds aggregating up to Rs. 1,10,00,000/- by way of issuance of 11,00,000 convertible warrants into equity shares at an issue price of Rs. 10 [Rs. 10/- face value per share] to Mr Hitesh Mohanlal Patel –Promoter Director through Preferential allotment in proportionate to their shareholding as on the date of allotment (referred to as “the Proposed Allottees”), in one or multiple tranches by way of a preferential issue through private placement offer, that has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”).

In accordance with Sections 23(1)(b), 39,42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The Statutory Auditor M/S. N S V R & Associates LLP Chartered Accountants (ICAI FRN: 008801S/S200060) confirmed that as on 31-07-2024 the company has accepted Rs. Rs. 5,86,24,339/- approximately as Loan from Mr. Hitesh Mohanlal Patel.

A certificate from the Statutory Auditor of the in this regard available at the registered office of the company and also available at the website of the company at www.nutricircle.in. – **INVESTORS TAB-PREFERENTIAL ISSUE 2024-25.**

Board at their meeting held on 22-08-2024 considered the proposal of Conversion of Loan of Rs. 5,86,24,339/- of Mr Hitesh Mohanlal Patel, Managing Director and Promoter of the Company towards subscription in one or multiple tranches at the sole discretion of the Board or their constituted committee against the proposed issue of 11,00,000 convertible warrants into equity shares at an issue price of Rs. 10- [Rs. 10/- face value per share] to Mr. Hitesh Mohanlal Patel – Director Promoter of aggregate issue price of Rs. 1,10,00,000/-.

COMPLAINCES AS PER CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018:

1. The Company as per regulation 159 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and based on the declaration of the proposed Allottees belongs to Promoter and Non-Promoter Group confirms that :
 - 1.1. None of the Proposed Allottees have sold/ transferred any shares any equity shares of the issuer Company during the 90 trading days preceding the relevant date i.e. 23rd August,2023;
 - 1.2. The Proposed Allottees has not subscribed any convertible warrants into equity shares/ any other convertible securities as the Company has not issued any securities in the past 10-yaers;
 - 1.3. None of the promoters or Directors of the company is/are a fugitive economic offender; and
 - 1.4. As on record of the Company, there is/are no outstanding dues to the Board, the stock Exchanges or the depositories.

2. The Company as per regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 hereby undertake to ensure that :
 - a. all the convertible warrants into equity shares allotted by way of preferential issue (including the convertible warrants issued by way of conversion of loan) shall be made fully paid up at the time of the allotment;
 - b. the Proposed resolution to be passed as a special resolution;
 - c. all equity shares (pre-holdings) held by the Proposed allottees is/are in dematerialized form;
 - d. the company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange (the shares are listed at BSE) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder. The Company further confirms that even after this allotment the Company is in compliance with Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE);
 - e. the issuer has obtained the Permanent Account Numbers of the proposed allottees and confirmation that shares can be credited to their demat accounts; and
 - f. Company has made an application seeking In-principle approval to the stock exchange(s) where its equity shares are listed, on the same day when the notice has been sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

3. Relevant Date

The "Relevant Date" as per Regulation 161 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the determination of the minimum price for Equity Shares, as the case may be, for the issue is fixed the **Friday, 23rd August, 2024** i.e. 30 (thirty) days prior to the date of this Extra-ordinary General Meeting.

4. Tenure of convertible securities

The Company propose to issue 11,00,000 convertible warrants into equity shares of face value of Rs 10/- each to the Promoter and Managing Director Mr. Hitesh Mohanlal Patel. As per Regulation 162 of the SEBI

(Issue of Capital and Disclosure Requirements) Regulations, 2018 the tenure of the convertible securities shall not exceed eighteen months from the date of their allotment in one or multiple tranches.

- 4.1. The Proposed conversion of 11,00,000 convertible warrants into equity shares of face value of Rs 10/- each to be fully subscribed by the proposed promoter allottee in one or multiple tranches with an option to:
- (i) Upto 5,25,000 convertible warrants of face value of Rs 10/- each in financial year 2025-26;
 - (ii) 5,25,000 convertible warrants of face value of Rs 10/- each in the financial year 2026-27;
 - (iii) and the balance any convertible warrants thereafter but on or before 18-months from the date of allotment of the warrants;

or any earlier dates as convenient to the proposed promoter allottee

- 4.2. the issuer shall ensure that the allotment of equity shares pursuant to exercise of the convertible securities is completed within 15 days from the date of such exercise by the allottee.
- 4.3. The Issue size is less than Rs 100 Crore hence Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 not applicable to the present issue.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of ICDR Regulations, are set out below:

5. Capital of the Company

The Issue of 97,28,211 equity shares of face value of Rs. 10/- each to (a) Promoter & Managing Director Mr. Hitesh Mohanlal Patel and to Public belongs to Non-promoter group aggregating to Rs. 9,72,82,110/- (Rupees Nine Crore Seventy two Lacs Eighty Two Thousand One Hundred and Ten Only) and (b) 11,00,000 convertible warrants into equity shares of face value of Rs. 10/- each at an issue price of Rs 10/- each aggregating to Rs. 1,10,00,000/- (Rupees One Crore Ten Lacs Only) to the Promoter Mr. Hitesh Mohanlal Patel.

The Present Authorized capital of the Company consists of 1,40,00,000 equity shares of face value of Rs.10/- each aggregating to Rs 14,00,00,000/- The Authorized capital of the Company is presently adequate to absorb the proposed issue .

6. Date of Board Resolution

August 22nd, 2024, where the Board has approved the proposed issue and preferential allotment of Issue, offer and allot (a) up to 97,28,211 equity shares of face value of Rs. 10/- each to Mr. Hitesh Mohanlal Patel - Promoter and Managing Director of the Company and to Public belongs to Non-promoter group aggregating to Rs. 9,72,82,110/- (Rupees Nine Crore Seventy two Lacs Eighty Two Thousand One Hundred and Ten Only) ; and (b) 11,00,000 convertible warrants into equity shares of face value of Rs. 10/- each at an issue price of Rs 10/- each aggregating to Rs. 1,10,00,000/- (Rupees One Crore Ten Lacs Only) to the Promoter and Managing Director Mr. Hitesh Mohanlal Patel. (C) the Number of allottees are six (6).

7. Objects of the Issue

1. To meet with working capital and general corporate purposes of the Company;
2. Invest in technology, human resources and other infrastructure or working capital to support the Businesses of the Company and any of its proposed group companies and subsidiaries ;
3. Purchase of machineries, computers and for customized software developments including Air conditioners, safety equipment's, Videos & other machineries;
4. To Invest in the New Projects;
5. Conversion of Laon into equity to improve the debt: equity ratio;
6. This proposed allotment will help the company to improve its debt –equity ratio. By this allotment, the wealth of the Shareholders and other stake holders will increase.
7. To enlarge its core businesses and to meet with that requirement mainly needs short term requirements, tax obligations; and
8. For settlement of dues, Loans and Advances, Bank Guarantee, performance guarantee;

8. The total number of securities, kinds of securities and price at which security is being offered

Issue, offer and allot (a) up to 97,28,211 equity shares of face value of Rs. 10/- each to Mr. Hitesh Mohanlal Patel - Promoter and Managing Director of the Company and Public belongs to Non-promoter group aggregating to Rs. 9,72,82,110/- (Rupees Nine Crore Seventy two Lacs Eighty Two Thousand One Hundred and Ten Only) ;
and (b) 11,00,000 convertible warrants into equity shares of face value of Rs. 10/- each at an issue price of Rs 10/- each aggregating to Rs. 1,10,00,000/- (Rupees One Crore Ten Lacs Only) to the Promoter and Managing Director Mr. Hitesh Mohanlal Patel.

The Equity shares will be issued at par i.e. one equity share of face value of Rs 10/- each will be issued at an issue price of Rs 10/- each And 11,00,000 Convertible warrants into equity shares at an issue price of Rs. 10/- face value of each warrants into equity share at an issue price of Rs 10/- each in one or multiple tranches to Promoter Director aggregating to Rs. 1,10,00,000/- (Rupees One Crore Ten Lacs only) . The price can be modified as per Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018, if required by the Board to comply the applicable provisions of valuation.

9. The Present promoter propose to issue and subscribe the shares/warrants to improve the business activities of the company as the same was moving at a slow pace. This issue will help the company's liquidity and of the working capital needs.
10. Time frame within which the preferential issue shall be completed: (a) the issue of shares will be completed within 15 days from the date of EGM or the date of receipt of the in principal approval from the SE whichever is later.

The Warrants will be subscribed by the Promoter Director by making 25% of the issue consideration and the same will be completed within 15 days from the date of EOGM or the date of receipt of the in principal approval from the SE whichever is later. The Balance 75% of the subscription money will be paid within 18-months from the date of subscription/allotment of the warrants in one or multiple tranches.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees : All the Proposed subscribers are natural individual person.
12. The issuer or any of its promoters or directors is/are not a willful defaulter or a fraudulent borrower.

13. The Issuer Company hereby undertakes that as per the ICDR Regulations, 2018 the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and the Proposed allottees accordingly readjust their subscription amount;

14. The Issuer Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations by the allottees, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees. All allottees have been intimated the same at the time of placing their name for the consideration of the Board and all the allottees agreed un conditionally for the same.

15. Identity of the Allottees:

15.1. The Company propose to Issue 97,28,211 equity shares of face value of Rs 10/- each at an issue price of Rs 10/- each to the following allottees belongs to Promoter and Non-Promoter Group :

Sr. No.	Identity of Proposed allottee	PAN	Category	Pre-Issue Holding & (%)	No of proposed equity shares to be issued	No of convertible warrants into equity shares to be allotted through preferential issue*	Post Issue Holdings	Post-issue holding only considering allotment of shares (%)
1.	Hitesh Mohanlal Patel	AMMPP6335M	Promoter	1,46,649 (53.96%)	57,03,351	11,00,000	58,50,000	58.50%
2.	Ramesh Chandra Mishra	AFDPJ6671G	Non-promoter	500	11,24,860	-	11,25,360	11.25%
3.	Amit Jayantilal Patel	ACPPM8652F	Non-promoter	-	10,00,000	-	10,00,000	10%
4.	Chandra Sheker Jadhav	AFDPJ6671G	Non-promoter	-	9,00,000	-	9,00,000	9%
5.	Sumita Mishra	AJSPM7729F	Non-promoter	-	5,00,000	-	5,00,000	5%
6.	Arjun Rajbhar	BFXPR3967J	Non-promoter	-	5,00,000	-	5,00,000	5%

15.2. *Issue of 11,00,000 (Eleven Lacs) convertible warrants into equity shares of face value of Rs 10/- each to Mr. Hitesh Mohanlal Patel Promoter & Managing Director of the Company. The conversion of warrants will be in one or more tranches:

Sr. No.	Identity of Proposed allottee	PAN	Category	Pre-Issue Holding & (%) FY wise	No proposed convertible warrants into equity shares to be issued	Post Issue Holdings And Financial year considering conversion	Post-issue holding % And Financial year including New Shares issued
1	Hitesh Mohanlal Patel	AMMPP6335M	Promoter	146,649 (53.96%)	11,00,000	NIL (FY 2024-25)	58,50,000 (58.50%)

****11,00,000 convertible warrants will be issued to the Promoter Mr. Hitesh Mohanlal Patel in the financial year 2024-25. The conversion of the warrants will be in one or multiple tranches after the FY 2024-25.***

16. This allotment is in compliance with Regulation 3 and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and no open offer is required for this allotment. There will be no change of management of the Company.

17. Pre-Holdings of proposed allottee's

As on date the following allottee's have pre-holdings:

Sr. No	Name of Allottees	No. of. Shares	%	Pre-holding Lock-in Release Date
1	Hitesh Mohanlal Patel	1,46,649	53.96%	28-02-2025
2	Ramesh Chandra Mishra	500	0.18%	28-02-2025

Further, the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval. The shares are not pledged.

18. Shareholding pattern of the issuer before and after the preferential issue

The Pre-shareholdings of Promoter is 1,46,649 (53.96%) and Non-promoter (public) is 1,25,131 (46.04%) and the post subscription of shares, the post shareholdings will be consisting of 58,50,000 (58.50%) and 41,50,000 (41.50%) equity shares of face value of Rs.10/- each, respectively.

Sr. No	Category	Pre Holding		Post Holding Financial Year 2024-25		*& Post Holdings after Financial Year 2024-25 based on allotment	
		No of Shares	%	No of Shares	%	No of Shares	%
(A)	PROMOTERS						
1.1	(a) Individuals	1,46,649	53.96%	58,50,000	58.50%	6950000	62.61%
1.2	(b) Body Corporates	-	-	-	-	-	-
	TOTAL (A)	1,46,649	53.96%	58,50,000	58.50%	6950000	62.61%
(B)	PUBLIC						
2.1	Individuals	1,04,817	38.57%	41,29,686	41.29%	41,29,677	37.20%
2.2	Body Corporates	7081	2.61%	7,081	0.072	7081	0.07%
2.3	NRI	1800	0.66%	1,800	0.018	1800	0.02%
2.4	Others	11433	4.21%	11,433	0.12	11433	0.10%
	TOTAL (B)	125131	46.04%	41,50,000	41.29%	41,50,000	37.39%
	Total (c) = A + B	271780	100%	1,00,00,000	100%	1,11,00,000	100%

***& The Conversion of the warrants are in one or multiple trashes within 18-months and in accordance with Chapter V of the SEBI ICDR, 2018.**

19. The Company will place a copy of the certificate that is obtained from Practicing company secretary M/s. Amarendra Mohapatra & Associates, Practicing Company Secretary (FRN S2015MH333200 & CP No. 14901) dated 29th August, 2024 before the general meeting of the shareholders considering the proposed preferential issue is being made in accordance with the requirements of these regulations. The above certificate is available on website www.nutricircle.in
20. Specified securities i.e. issue of shares and warrants to be issued on a preferential basis is for consideration in cash and other than cash.
21. The Proposed resolution shall be placed for the consideration of the members by way of special resolution and the relevant date is mentioned as 23rd August, 2024 on the basis of which price of the equity shares to be allotted on conversion or exchange of convertible securities shall be calculated were properly explained and prepared by the IBBI Valuer Mr. Jay A Shah - IBBI registered valuer having registration No. (IBBI/RV/07/2022/14720). The Valuation report was dated 22nd August, 2024.

22. Basis or justification for the price (including the premium, if any) has been arrived at

The shares of the company shares are in-frequently as on the relevant date and as per Regulation 165 of the Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018.

23. The company has taken into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies and a certificate stating that the issuer is in compliance of this regulation, obtained from an independent registered valuer **Mr. Jay A Shah - IBBI registered valuer having registration No. (IBBI/RV/07/2022/14720)** valuation report dated 22nd August, 2024. The same is also submitted to the stock exchange where the equity shares of the issuer are listed. The valuation report can be seen in the company website www.nutricircle.in

Method of determination of price as per the Articles of Association of the company: -

The Articles of Association of the company is silent on the determination of a floor price / minimum price of the equity shares and convertible warrants into equity shares issued on preferential basis.

24. Pricing

The issue price is Rs. 10/- Per equity shares and convertible warrants into equity shares of face value of Rs.10/- each and is in accordance with regulation 165 read with Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the Relevant Date is Friday, 23rd August, 2024.

Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Regulation 166A (1): Other conditions for pricing: applicable

Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

A certificate stating that the issuer is in compliance with regulation, obtained from an independent registered valuer Mr. Jay A Shah - IBBI registered valuer having registration No. (IBBI/RV/07/2022/14720) valuation report dated 22nd August, 2024 and the same is attached with this Notice.

25. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.

The Company has not made any preferential allotment during the current financial year 2023-24.

26. Change in Control :

The issue of shares and the convertible warrants into Equity Shares will not result/ change in the Management or control of the Company. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this increase of the holding in any individual allottees will not result into any open offer.

27. Lock-in period:

The Equity Shares allotted pursuant to this resolution equity shares shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

Promoters:

The specified securities, allotted on a preferential basis to the promoters or promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on a preferential basis to the promoters or the promoter group, shall be locked-in for a period of 18 months from the date of trading approval granted for the specified securities or equity shares allotted pursuant to exercise of the option attached to warrant, as the case may be

Provided that not more than twenty percent of the total capital of the issuer shall be locked-in for 18 months from the date of trading approval.

The convertible warrants shall be locked in for a period of one year from the allotment of convertible warrants and will be extent ended upto the conversion to equity shares.

None of the Directors/KMP or their relatives except Mr. Hitesh Mohanlal Patel – Promoter & Managing Director of the company is concerned or interested in the said resolution.

The Board commends the passing of the resolution set out at Item No. 1 & 2 for the approval of members of the company by way of Special Resolution.

The following documents are attached herewith for your kind perusal :

1. Valuation certificate of the independent registered valuer **Mr. Jay A Shah - IBBI registered valuer having registration No. (IBBI/RV/07/2022/14720)** valuation report dated 22nd August, 2024;

Date: 22/08/2024

Place: Hyderabad

By Order of the Board

Sd/

**Hitesh Mohanlal Patel
Managing Director
DIN: 02080625**

NOTES:

- 1) Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to **Item Nos. 1 & 2** is annexed hereto.
- 2) The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors retires by rotation and seeking appointment/reappointment at this Extraordinary General Meeting (“EGM”) are annexed to the notice.
- 3) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself at the venue of the meeting and such proxy need not be a member of the company. The proxies to be effective should be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Accordingly, the facility for appointment of proxies by the Members will be available for the EGM and hence the Proxy Form and Attendance Slip are annexed to this Notice.
- 4) In the case of Corporate Member, it is requested to send a scanned copy of the Board Resolution/Authorization authorizing the representative to attend the EGM physically and vote on its behalf at the meeting. The said Resolution / Authorization shall be sent to the Company Secretary by email through its registered email address to nutricirclelimited@gmail.com
- 5) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended remote e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for remote e-voting are provided in this notice. The remote e-voting commences on **Sunday, 22nd September, 2024 at 9.00 a.m. and end on Tuesday 24th September, 2024 at 5.00 p.m. (IST)**. The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date, i.e., Wednesday 18th September, 2024**.
- 6) Any person who is not a member post cut-off date should be treated this notice for information purposes only.
- 7) 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 (by poll) at the EGM.
- 8) Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the **cut-off date, i.e., Wednesday 18th September, 2024** may obtain the login ID and password by sending a request to the Registrar and Share Transfer Agent (RTA) **Bigshare Services Pvt. Ltd.** at bsshyd1@bigshareonline.com for casting the vote.

- 9)** Appointed M/s. Amarendra Mohapatra & Associates, Practicing Company Secretary (FRN S2015MH333200 & CP No. 14901) as a Scrutinizer to Scrutinize e-voting and submit their report as prescribed under Companies Act, 2013, vide Board Resolution dated 22nd August, 2024 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 10)** The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company or a person authorized by him in writing.
- 11)** The Results shall be declared after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz www.nutricircle.in and on the website of RTA within 2 (Two) working days of passing of the resolutions at the EGM of the Company and the same will also be communicated to the Stock Exchanges.
- 12)** To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) or Bigshare Services Private Limited ("RTA") in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
- 13)** Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants.
- 14)** In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice will also be available on the Company's website www.nutricircle.in websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Company will also be publishing an advertisement in newspaper containing the details about the EGM, date and time of EGM, availability of notice of EGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
- 15)** Members attending the EGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 16)** In case of joint holders, only one of the members whose name appears the Register of Members of the Company will be entitled to vote in respect of the resolutions proposed at the EGM.
- 17)** The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM but shall not be entitled to cast their vote again.
- 18)** The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of EGM by the members based on the request being sent on the registered mail id of the company.
- 19)** Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
- 20)** As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be

transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.

- 21)** In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- 22)** Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
- 23)** Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:

- i. The remote e-voting period begins on **Sunday, 22nd September, 2024 at 9:00 am and ends on Tuesday 24th September, 2024 at 5:00 pm**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Wednesday 18th September, 2024** may cast their vote electronically. The e-voting module shall be disabled by **Bigshare** for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the

ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen

	will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.
NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.
-

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

RTA Address:

Bigshare Services Pvt. Ltd.
306, 3rd Floor, Right Wing, Amrutha Villa,
Opp. Yashoda Hospital, Rajbhawan Road,
Somajiguda, Hyderabad (T.S.)
Email- bsshyd1@bigshareonline.com

**By Order of the Board of Directors
For Nutricircle Limited**

Sd/-

**Hitesh Patel
Managing Director
DIN: 02080625**

Date: 22ND August, 2024

Place: Hyderabad

Registered Office:

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

E-mail Address: nutricirclelimited@gmail.com

Website: www.nutricircle.in



C.S. Amarendra Mohapatra
M. Com, L.L.M., A.C.S.

***Amarendra Mohapatra & Associates**
Practicing Company Secretaries*
PH: +91 9004886465 & +917873117777

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment/modification thereof)

To,
The Board of Directors,
Nutricircle Limited,
Address: NO. 5-8-272, 276 & 322, Ayesha Residency, Public Garden
Road, Nampally., Hyderabad, Telangana, India, 500001.

Dear Sir,

We, **M/s. Amarendra Mohapatra & Associates**, Practicing Company Secretary (FRN S2015MH333200 & CP No. 14901) have been appointed by the **Nutricircle Limited** (hereinafter referred to as 'Company') having CIN: L18100TG1993PLC015901 and having its Registered Office at No. 5-8-272, 276 & 322, Ayesha Residency, Public Garden Road, Nampally, Hyderabad, Telangana, India, 500001 India to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In connection with the proposed issuance of 97,28,211 Equity shares of Rs.10/- each at an issue price of Rs. 10/- each of Nutricircle Limited to Promoter & Non Promoters of the company by way of Preferential Issue aggregating to Rs. 9,72,82,110 /-(Rupees Nine crore Seventy two lakhs Eighty two thousand one hundred and ten only) and Issue of 11,00,000 (Eleven Lacs) convertible warrants into equity shares of face value of Rs 10/- each to Mr. Hitesh Mohanlal Patel -Promoter & Managing Director of the Company, the Company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, as amended (the "ICDR Regulations").

Accordingly, this certificate is being issued under the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018.



* House No.56/1, MIG-II, Phase-I, Chandrasekharapur Housing Board
Colony CS. Pur, Bhubaneswar, Odisha- 751016.
Mumbai Office: 129B, Ansa Industrial Estate, Saki Vihar Road, Sakinaka,
Andheri East, Mumbai - 400072
E-Mail: Associateconsultancy@Gmail.Com & Csamarendra@Gmail.Com*

List of Proposed Allottees

Sr. No.	Name of Proposed Allottees	Category	PAN
1	Hitesh Mohanlal Patel	Promoter	AMMPP6335M
2	Ramesh Chandra Mishra	Non-promoter	AFDPJ6671G
3	Amit Jayantilal Patel	Non-promoter	ACPPM8652F
4	Chandra Sheker Jadhav	Non-promoter	AFDPJ6671G
5	Sumita Mishra	Non-promoter	AJSPM7729F
6	Arjun Rajbhar	Non-promoter	BFXPR3967J

MANAGEMENT'S RESPONSIBILITY:

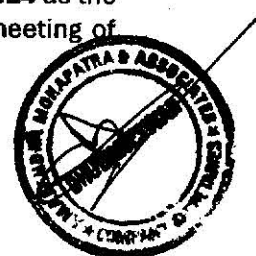
The Management of the Company is responsible for ensuring the compliance of the requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018 detailed as under:

- i. Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue;
- ii. Determination of the minimum price of Equity Share in terms of **Regulation 165** of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018;
- iii. Compliance with the conditions/ requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018.

Verification:

For the purpose of confirming that the proposed preferential issue is in compliance of the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, we have examined the following limited documents as provided by the Company and available on the date of this certificate:

- a. Certified copy of Board Resolution dated 22nd August, 2024 approving Preferential Issue of 97,28,211 Equity shares of Rs.10/- each at an issue price of Rs. 10/- each of Nutricircle Limited to Promoter & Non Promoters of the company by way of Preferential Issue aggregating to Rs. 9,72,82,110 /-(Rupees Nine crore Seventy two lakhs Eighty two thousand one hundred and ten only) and Issue of 11,00,000 (Eleven Lacs) convertible warrants into equity shares of face value of Rs 10/- each to Mr. Hitesh Mohanlal Patel Promoter of the Company.
- b. Confirmation from the Company that :
 - i. The Board of Directors of the Company have decided **Friday, 23rd August, 2024** as the "Relevant Date" being the date thirty days prior to the date on which the meeting of



shareholders is expected to be held i.e., **25th September, 2024** to consider and approve the Preferential Issue;

ii. The Company has determined the minimum price of equity shares in terms of Regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018;

iii. The Board of Directors of the Company at its meeting held on 22nd August, 2024 approved Notice convening the Extraordinary General Meeting of the Company and approved the Preferential Issue on 22nd August, 2024 respectively;

iv. The proposed Preferential Issue is being made to Promoter & Non promoters of the Company;

v. None of the Proposed Allottees are ineligible for allotment in terms of Regulation 159 of the ICDR Regulations;

vi. The equity shares held by the Proposed Allottee are already in dematerialized form;

vii. The pre-preferential equity shares held by the Proposed Allottees have already been placed under lock-in;

viii. The Proposed Allottees have not sold or transferred any equity shares of the Company during the ninety trading days preceding the Relevant Date;

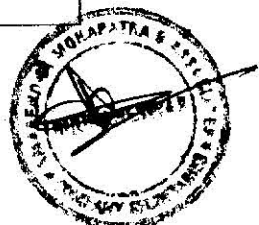
ix. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Securities and Exchange Board of India thereunder;

x. The Company will file an application seeking in-principal approval for the proposed Preferential Issue on the same day when the notice is being sent in respect of the Extraordinary general meeting seeking shareholders' approval for the proposed Preferential Issue;

xi. The Company has no outstanding dues to the Securities and Exchange Board of India, Stock Exchanges where the securities of the Company are listed i.e. BSE Ltd. and the Depositories (i.e. NSDL/ CDSL).

Pre-preferential holding details:

Sr. No	Name of Allottees	No. of. Shares
1	Mr Hitesh Mohantal Patel	146649
2	Mr Ramesh Chandra Mishra	500



Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the proposed Preferential Issue is being made in compliance with the conditions/ requirements of SEBI (Issue of Capital and Disclosure Requirements) regulations 2018 stated above under the heading of verification.

Assumption & Limitation of Scope and Review:

Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.

Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Our scope of work did not include verification of compliance with other requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.

This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission in the general meeting of the shareholders considering the proposed preferential issue and should not be used by any other person or for any other purpose.

For Amarendra Mohapatra & Associates,
Practicing Company Secretary

CS Amarendra Mohapatra
Proprietor
Membership No. 1880/2022
C.P. No. 14901



UDIN: _ A026257F001069871
Peer Review Certificate No.: 1880/2022

Date: 29th August, 2024
Place: Bhubaneshwar

NUTRICIRCLE LIMITED

CIN: L18100TG1993PLC015901

**Regd. Office: 5-8-272, Flat No. 201, Ayesha Residency,
Public Garden Road, Nampally, Hyderabad-500001.**

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING

EVSNO IS 333

I hereby record my presence at the Extraordinary General Meeting of the Company to be held on Wednesday, September 25, 2024 at 11:00 a.m. at the registered office of the Company i.e. No. 5-8-272, 276 & 322, Ayesha Residency, Public Garden Road, Nampally, Hyderabad, Telangana 500001.

Name of the Member:_____

Folio/Client ID No.:_____

Name of the Proxy/ Representative (in Block Letters)

(To be fill in if the Proxy/Representative attends

Instead of the Member)_____

I certify that I am a member / proxy / authorized representative for the member of the Company.

Signature of the Member or Proxy/Representative:_____

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than **FORTY-EIGHT HOURS** before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

NUTRICIRCLE LIMITED
CIN: L18100TG1993PLC015901
REGD. OFFICE: - 5-8-272, Flat No. 201, Ayesha Residency,
Public Garden Road, Nampally, Hyderabad-500001

PROXY FORM

EXTRAORDINARY GENERAL MEETING

[Pursuant to this Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **NUTRICIRCLE LIMITED**

Registered office: **5-8-272, Flat No. 201, Ayesha Residency,**
Public Garden Road, Nampally, Hyderabad-500001

Tel. No.:- +91 09030528805, E-Mail: nutricirclelimited@gmail.com Website:
www.nutricircle.biz

Name of the Member (s): _____

Registered Address: _____

Email-Id: _____

Folio No/Client ID: _____ DP ID: _____

I/We, being the member (s) holding _____ shares of the above-named company, hereby appoint,

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **31st Annual General Meeting of Nutricircle Limited to be held on Tuesday, September 10, 2024 at 11:00 a.m.** at the registered office of the Company i.e. No. 5-8-272, 276 & 322, Ayesha Residency, Public Garden Road, Nampally. Hyderabad, Telangana 500001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against	Abstain
Special Business				
1)	To Consider The Conversion Of Loan Given By The Promoters And Pac's To The Company Into Equity Shares			
2)	Preferential Issue Of 97,28,211 Equity Shares To Promoter And Directors (Including Pac's) And Public And 11,00,000 Convertible Warrants Into Equity Shares Of Face Value Of Rs.			

Signed this _____ day of _____ 2024

Signature of shareholder: _____

Affix
Revenue
Stamp

Signature of Proxy holder(s): _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than **48 hours** before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission

FORM NO.MGT-12

POLLING PAPER

[Pursuant to section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: NUTRICIRCLE LIMITED
CIN: L18100TG1993PLC015901
Registered Office: 5-8-272, Flat No. 201, Ayesha Residency,
Public Garden Road, Nampally, Hyderabad-500001

Website: www.nutricircle.in

Email: nutricirclelimited@gmail.com

BALLOT PAPER

Sr. No.	Particulars	Details
1	Name of the First-named Shareholder (In BLOCK letters)	
2	Postal address	
3	Registered Folio No./ *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	

I hereby exercise my vote in respect of Ordinary/ Special Resolution/s enumerated below by recording my assent or dissent to the said Resolution in the following manner:

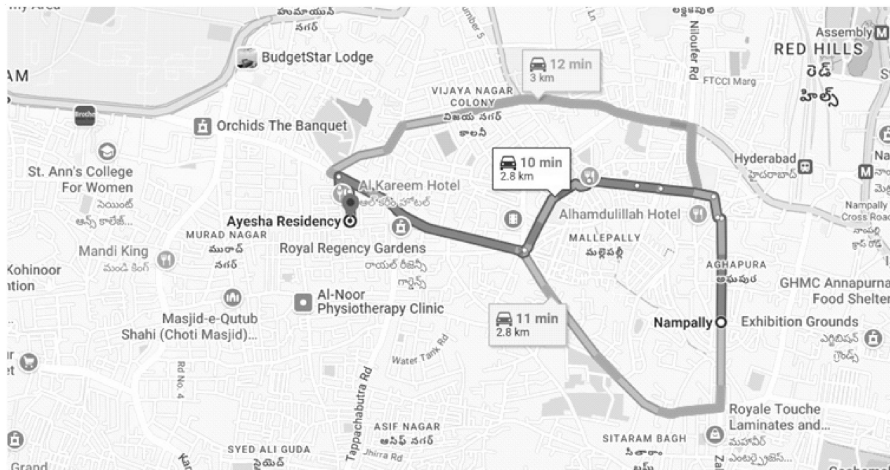
Sr. No.	Resolutions	No. of shares held by me	I assent to the Resolution	I dissent from the Resolution
SPECIAL BUSINESS: -				
1	To Consider The Conversion Of Loan Given By The Promoters And Pac's To The Company Into Equity Shares			
2	Preferential Issue Of 97,28,211 Equity Shares To Promoter And Directors (Including Pac's) And Public And 11,00,000 Convertible Warrants Into Equity Shares Of Face Value Of Rs. 10/- Each At An Issue Price Of Rs. 10 /- Each.			

Place: Hyderabad

Date : 25th September, 2024

(Signature of the shareholder)

PRINTED MATTER
BOOK-POST



NUTRICIRCLE LIMITED

(Formerly Shreeyash Industries Limited)

5-8-272, Flat No. 201, Ayesha Residency, Public Garden Road,
Nampally, Hyderabad - 500 001 (Telangana) India

Ph. : +91-9030528805