



NUTRICIRCLE LIMITED

(Formerly Shreeyash Industries Limited)

Regd. Office: #5-2-272, Flat, No. 201, Ayesha Residency, Opp. City Convention Centre,
Public Garden Road, Nampally, Hyderabad - 500001 (Telangana) India
Ph. : 9030528805 Email : nutricirclelimited@gmail.com, Website: www.nutricircle.in
CIN No. : L18100TG1993PLC015901

NCL/BSE/2024-25

Date: 10th September, 2024

To,
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

SCRIP CODE: 530219

SUB: NUTRICIRCLE LIMITED: SCRUTINIZER'S REPORT AND VOTING RESULTS OF 31st ANNUAL GENERAL MEETING AND SCRUTINIZER'S REPORT

Dear Sir/Madam,

We wish to inform you that the **31st Annual General Meeting ('AGM') of the Nutricircle Limited ('Company')** was held on **Tuesday, September 10, 2024 at 11:00 a.m. (IST)** at registered office of the Company. The Company had provided remote e-Voting facility to its Members for voting on the businesses transacted at the AGM.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') We enclosed herewith the consolidated outcome of voting along with Scrutinizer report held through remote e-Voting and Voting conducted at the 31st AGM of the Company. The Company had appointed Practicing Company Secretary Ramesh Chandra Mishra, (Membership No, FCS 5477 CoP No. 3987) from M/s. Ramesh Chandra & Associates as the Scrutinizer for remote e-Voting and Voting conducted at the AGM. As per the Scrutinizer's Report, all Resolutions as set out in the Notice of 31st AGM have been duly approved by the Members with requisite majority.

We request you to take the above information on record.

Thanking you

Yours faithfully

For Nutricircle Limited

Hitesh Mohanlal Patel
Managing Director
(DIN: 02080625)





RAMESH CHANDRA MISHRA & ASSOCIATES
Company Secretary in Practice & Corporate Legal Advisor

**Combined Scrutinizer's Report on Remote e-Voting & e-Voting conducted at the
31st AGM of Nutricircle Limited held on Tuesday, 10th September, 2024**

Date: 10th September, 2024

**To,
The Chairman
Nutricircle Limited
CIN: L18100TG1993PLC015901
Registered Office: No. 5-8-272, 276 & 322, Ayesha Residency, Public Garden Road,
Nampally. Hyderabad TG 500001 India.**

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-Voting process and Voting by your Members during the 31st Annual General Meeting of your Company held on **Tuesday, 10th September, 2024 at 11:00 A.M (IST)** at the registered office of the company.

We are pleased to submit the Scrutinizers Report, which is comprehensive and self explanatory in all respects.

For Ramesh Chandra Mishra & Associates


**Ramesh Chandra Mishra
Practicing Company Secretary
Membership No.: 5477
COP No.: - 3987**



**UDIN: F005477F001190001
Peer Review Certificate No.: 1133/2021**

**Place: Mumbai
Date: 10th September, 2024**

CONSOLIDATED SCRUTINIZER'S REPORT

Date: 10th September, 2024

To,

The Chairman

Nutricircle Limited

CIN: L18100TG1993PLC015901

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote e-Voting & e-Voting conducted at the 31st AGM of Nutricircle Limited held on Tuesday, 10th September, 2024 at 11:00 A.M (IST) at the registered office of the company

Dear Sir,

We, **M/s Ramesh Chandra Mishra & Associates**, Practicing Company Secretaries firm, was appointed as Scrutinizer by the Board of Directors of **Nutricircle Limited** ('the Company') at their Meeting held on **Wednesday, 14th August, 2024** for conducting remote e-Voting process as well as to scrutinize the voting conducted at the AGM (remote e-Voting and Voting at the AGM collectively referred to as 'e-Voting') in a fair and transparent manner to transact the businesses, as set forth in the Notice of the Meeting dated 14th August, 2024 .

In compliance with Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India respectively, the Company had provided facility for remote e-Voting to all Members of the Company, to enable them to cast their votes electronically.

The Company had engaged **Bigshare Services Private Limited ("RTA") SEBI Registered Category-1** as the Electronic Voting Service Provider ('EVSP') who had made necessary arrangements to facilitate e-Voting by Members of the Company on their website at www.vote.bigshareonline.com

The Company had sent the Notice including all requisite information required to cast the vote, in electronic form only to all its Members who have registered their e-mail addresses with the Company/ Depository Participants/ Registrar & Transfer Agents. The communication of the assent or dissent of the Members was sought through the remote e-Voting and Voting by poll.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules there of including Circulars and Listing Regulations relating to the items being placed for approval of the Members through remote e-Voting and Voting at the 30th AGM. Our responsibilities as Scrutinizer is restricted to scrutinize that the Voting

Ramesh



process is conducted in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast 'For' or 'Against' the Resolutions stated in the Notice and also mentioned herein below, based on the reports generated from the e-Voting system provided by the EVSP.

SR. NO.	AGENDA ITEM	TYPE OF RESOLUTION
ORDINARY BUSINESS		
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Directors and Auditors thereon.	Ordinary
2	To Appoint a Director in Place of Mr. Hitesh Mohanlal Patel (DIN : 02080625) Who Retires by Rotation and, being eligible to offers himself for re-appointment	Ordinary
SPECIAL BUSINESS		
3	To Regularise/ Appoint Mr. Chandra Sheker Jadhav (DIN: 01495009) as Director of the Company	Special
4	Appointment of Chandra Sheker Jadhav (DIN: 01495009) as an Executive Director (Whole Time Director) of the company and fixing his remuneration	Special
5	To Consider Regularization/Appointment of Mrs Sanghamitra Sarangi (DIN: 08536750) as a Director - Independent (Non-Executive) of The Company	Special
6	Adoption of Memorandum of Association as Per Provisions of The Companies Act, 2013	Special
7	Adoption of Articles of Association as Per The Provisions of The Companies Act, 2013	Special

In connection with the above referred matters, we hereby submit my report as under:

1. The Company had completed the dispatch of the Notice of the AGM along with Annual Report for the Financial Year 2023-24 on Saturday, 17th August, 2024 by electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar & Transfer Agent of the Company or the Depositories on Friday, 9th August, 2024 ('Internal Cut-off date').
2. In compliance with provision of the Act and applicable circulars issued from time to time, the Members of the Company holding shares as on Tuesday 3rd September, 2024 ('Cut- off Date') had an option to vote through the remote e-Voting facility. The Company had also provided option for e-Voting to those Members, who held shares in Physical form;

The Company had offered remote e-Voting facility to its Members for casting their votes electronically. The e-Voting process commenced on Saturday 7th September, 2024 at 9.00 a.m. and ended on Monday 9th September, 2024 at 5.00 p.m.;

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3. At the 31st AGM of the Company held at the registered office on Tuesday 10th September, 2024, after considering all the items of business, the facility to vote electronically was provided to facilitate those Members who were attending the Meeting but could not participate in the remote e-Voting to record their votes.

The remote e-Voting has been unblocked on Tuesday, 10th September, 2024, at 2:00 P.M. in our presence and in the presence of two witnesses' Sejal Patel and Shreyana Koyande (who are not in the employment of the Company);

4. After unblocking the votes cast, the total votes cast both through remote E-voting Process and by e-Voting the AGM, were consolidated and has been considered for the purpose of this report.

The result of the remote e-Voting together with that of the voting conducted at the AGM by way of electronic means are as under:

ORDINARY BUSINESS

Item No. 1 (As an Ordinary Resolution):

To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon:

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	146649	146649	0	146649	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	125131	5083	55.82	5082	1	99.9803	0.0197
Total	271780	151732	55.82	151731	1	99.9993	0.0007

As the number of vote cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 1 as set forth in the 31st AGM Notice dated August 14, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., **Tuesday, 10th September, 2024.**

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Item No. 2 (As an Ordinary Resolution):

To Appoint a Director in Place of Mr. Hitesh Mohanlal Patel (DIN : 02080625) Who Retires by Rotation and, being eligible to offers himself for re-appointment

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	146649	146649	0	146649	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	125131	5083	55.82	5082	1	99.9803	0.0197
Total	271780	151732	55.82	151731	1	99.9993	0.0007

As the number of vote cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 2 as set forth in the 31st AGM Notice dated August 14, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., **Tuesday, 10th September, 2024.**

SPECIAL BUSINESS

Item No. 3 (As a Special Resolution)

To Regularise/ Appoint Mr. Chandra Sheker Jadhav (DIN: 01495009) As Director Of The Company.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	146649	146649	0	146649	0	100	0

Ramen



Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	125131	5083	55.82	5082	1	99.9803	0.0197
Total	271780	151732	55.82	151731	1	99.9993	0.0007

As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 3 as set forth in the 31st AGM Notice dated August 14, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., **Tuesday, 10th September, 2024.**

Item No. 4 (As a Special Resolution)

Appointment Of Mr. Chandra Sheker Jadhav (DIN: 01495009) As An Executive Director (Whole Time Director) Of The Company And Fixing His Remuneration :

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	146649	146649	0	146649	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	125131	5083	55.82	5082	1	99.9803	0.0197
Total	271780	151732	55.82	151731	1	99.9993	0.0007

As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 4 as set forth in the 31st AGM Notice dated August 14, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., **Tuesday, 10th September, 2024.**

Item No. 5 (As a Special Resolution)



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**To Consider Regularization/Appointment of Mrs Sanghamitra Sarangi (DIN: 08536750)
As A Director - Independent (Non-Executive) Of The Company**

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	146649	146649	0	146649	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	125131	5083	55.82	5082	1	99.9803	0.0197
Total	271780	151732	55.82	151731	1	99.9993	0.0007

As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 5 as set forth in the 31st AGM Notice dated August 14, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., **Tuesday, 10th September, 2024.**

Item No. 6 (As a Special Resolution)

Adoption of Memorandum of Association As Per Provisions Of The Companies Act, 2013

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	146649	146649	0	146649	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	125131	5083	55.82	5082	1	99.9803	0.0197
Total	271780	151732	55.82	151731	1	99.9993	0.0007

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As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 6 as set forth in the 31st AGM Notice dated August 14, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., **Tuesday, 10th September, 2024.**

Item No. 7 (As a Special Resolution)

Adoption of Articles of Association as Per The Provisions of The Companies Act, 2013

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	146649	146649	0	146649	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	125131	5083	55.82	5082	1	99.9803	0.0197
Total	271780	151732	55.82	151731	1	99.9993	0.0007

As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 7 as set forth in the 31st AGM Notice dated August 14, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., **Tuesday, 10th September, 2024.**

The said result along with the Scrutinizer's report would be intimated to the Stock Exchange where the Company's securities are listed viz. www.bseindia.com, displayed on the website of RTA viz. www.vote.bigshareonline.com and the Company's website viz. www.nutricircle.in

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Thanking you,

Yours Faithfully

For Ramesh Chandra Mishra & Associates,



**Ramesh Chandra Mishra
Practising Company Secretary
Membership No. -5477
COP No. - 3987**



**Date: 10th September, 2024
Place: Mumbai**

**UDIN NO : F005477F001190001
Peer Review certificate No:-1133/2021.
Valid up to 15.03.2026**

The following were the witnesses to the unblocking of the votes on 10th September, 2024:



Sejal Nilesh Patel

Shreyana koyande

