

NUTRICIRCLE LIMITED

CIN: L18100TG1993PLC015901

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

NOTICE

NOTICE is hereby given that the **Extraordinary General Meeting (EGM)** of the Members of **NUTRICIRCLE LIMITED** will be held on **Tuesday, 29th April, 2025 at 10:00 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 to transact the following business:

SPECIAL BUSINESS:

ITEM NO.: 1 TO CONSIDER REGULARIZATION/APPOINTMENT OF MR. NITIN ARVIND OZA (DIN: 03198502) AS A DIRECTOR - INDEPENDENT (NON-EXECUTIVE) OF THE COMPANY FOR 5 YEARS;

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) **Mr. Nitin Arvind Oza (DIN: 03198502)** who was appointed as an Additional director on dated **13th February, 2025** in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company read with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and he holds office up to the period of three months from the date of his appointment if not confirmed or regularized and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 , 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and applicable Regulation(s) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nitin Arvind Oza (DIN: 03198502) who was appointed as an Additional Director (in capacity of Non-Executive Independent Director) of the Company, by the Board of Directors at its meeting held on 13th February, 2025 pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director who has submitted the declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and read with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and who holds office up to the period of three months from the date of his appointment be and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for a term of **5 (five) consecutive years** with effect from **13-02-2025 to 12-02-2030** not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized

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representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board
Sd/-
Hitesh Mohanlal Patel
Managing Director
DIN: 02080625**

Place: Hyderabad

Date : 3rd April, 2025

REGISTERED OFFICE:

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

CIN : L18100TG1993PLC015901

Email : nutricirclelimited@gmail.com

Website: www.nutricircle.in

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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 No 1** 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 Annual General Meeting ("AGM") 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 AGM 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 AGM 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 **Saturday, 26th April, 2025 at 9.00 a.m. and end on Monday, 28th April, 2025 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., Tuesday, 22nd April, 2025**.
- 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., Tuesday, 22nd April, 2025** 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 as a Scrutinizer to Scrutinize e-voting and submit their report as prescribed under Companies Act, 2013, vide Board Resolution dated 3rd April, 2025 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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- 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 AGM 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 AGM 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.

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- 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 **Saturday, 26th April, 2025 at 9:00 a.m. and ends on Monday, 28th April, 2025 at 5:00 p.m.** 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 **Tuesday, 22nd April, 2025** 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

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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:

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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/EasiRegistration4) 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.jsp3) 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,

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	<p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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.</p>

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.

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- 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.

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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.

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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: 3rd April, 2025

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

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT AND REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS AND FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO ITEM NO. 1 MENTIONED IN THE ACCOMPANYING NOTICE.

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under **Item No. 1 (Special Businesses)** of the accompanying Notice dated 3rd April, 2025 .

ITEM NO.1 : REGULARISATION/APPOINTMENT OF MR. NITIN ARVIND OZA (DIN: 03198502) AS AN INDEPENDENT (NON-EXECUTIVE) DIRECTOR OF THE COMPANY.

Mr. Nitin Arvind Oza (DIN: 03198502) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in capacity of Non-Executive Independent Director of the Company with effect from **13-02-2025** by the Board of Directors in accordance with Sections 149(6),161 and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b), Regulation 17 (1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director who has submitted the declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act. Mr. Nitin Arvind Oza (DIN: 03198502) has consented to the proposed appointment and declared qualified. Mr. Nitin Arvind Oza (DIN: 03198502) criteria under the Act and rules & regulations made thereunder.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of her knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mr. Nitin Arvind Oza (DIN: 03198502) as in terms of Non-Executive Independent Director of the Company Sections 149 read with section 152 of the Companies Act, 2013. Mr. Nitin Arvind Oza (DIN: 03198502) is not liable to retire by rotation. Mr. Nitin Arvind Oza (DIN: 03198502) will hold the office for a consecutive term of 5 years with effect from **13-02-2025 to 12-02-2030**.

A copy of the letter of appointment proposed to be issued to Mr. Nitin Arvind Oza (DIN: 03198502) as an Independent Director, setting out the terms and conditions thereof, is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days up to the date of the Meeting.

Details pursuant to Regulation 36 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 are attached as **Annexure- A**.

Except Mr. Nitin Arvind Oza (DIN: 03198502) none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends passing the resolution as set out at Item No. 1 of this Notice as a Special Resolution.

NUTRICIRCLE LIMITED

CIN: L18100TG1993PLC015901

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

“ANNEXURE A”

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING

The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at this Extra-ordinary General Meeting (“EGM”) are as follows:

SR.NO	NAME OF DIRECTOR	MR. NITIN ARVIND OZA
1	DIN	03198502
2	Date of Birth	22/06/1964
3	Age	59
4	Date of first appointment on the Board	13/02/2025
5	Qualification	Chartered Accountant
6	Experience and Expertise	Mr. Nitin Arvind Oza is a Chartered Accountant and having experience of more than 25 years and presently as per the disclosure he is associated with more than 2 Companies as Director. He will be serving as Non-Executive Independent Director of the Company and will also be part of various committees of the Board. His term is subject to approval of members of the Company.
7	No. of Meetings of the Board attended during the year	NIL
8	List of Directorship of other Boards	1. RRP Semiconductor Limited 2. Sky Industries Limited 3. Suncity Synthetics Limited 4. Deccan Bearings Ltd
9	The Listed entity from which Director has resigned in last three years	1. MPF Systems Limited 2. Aris International Limited 3. Vasudeo Securities Pvt Ltd
10	List of Membership / Chairmanship of Committees of other Companies	5

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11	Shareholding in Company	NIL
12	Terms and Conditions of re-appointment	As per the Nomination & Remuneration Policy of the Company
13	Skills & capabilities required for the role and the manner in which the proposed person meets such requirement	Leadership, Financial expertise and management

By Order of the Board

**Sd/-
Hitesh Mohanlal Patel
Managing Director
DIN: 02080625**

Place: Hyderabad

Date : 3rd April, 2025

REGISTERED OFFICE:

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

CIN : L18100TG1993PLC015901

Email : nutricirclelimited@gmail.com

Website: www.nutricircle.in

NUTRICIRCLE LIMITED

CIN: L18100TG1993PLC015901

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

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING

EVSNO IS - 586

I hereby record my presence at the Extra-ordinary General Meeting (EOGM) of the Company to be held on Tuesday, 29th April, 2025 at 10:00 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.

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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 Regularisation/Appointment of Mr. Nitin Arvind Oza (DIN: 03198502) as a Director (Non-Executive Independent) of the Company			

Place: Hyderabad

Date : 29th April, 2025

(Signature of the shareholder)

NUTRICIRCLE LIMITED

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**Regd. Office: 5-8-272, Flat No. 201, Ayesha Residency,
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NUTRICIRCLE LIMITED

CIN: L18100TG1993PLC015901

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

PROXY FORM

EXTRA-ORDINARY 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

NUTRICIRCLE LIMITED

CIN: L18100TG1993PLC015901

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

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 **Extra-ordinary General Meeting of Nutricircle Limited to be held on Tuesday, 29th April, 2025 at 10:00 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 Regularisation/Appointment of Mr. Nitin Arvind Oza (DIN: 03198502) as a Director (Non-Executive Independent) of the Company.			

Signed this _____ day of _____ 2025

Affix
Revenue
Stamp

NUTRICIRCLE LIMITED

CIN: L18100TG1993PLC015901

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

Signature of shareholder: _____

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.

NUTRICIRCLE LIMITED

CIN: L18100TG1993PLC015901

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

