



NUTRICIRCLE LIMITED

(Formerly Shreeyash Industries Limited)

Regd. Office : # 5-8-272, Flat No. 201, Ayesha Residency, Opp. City Convention Centre,
Public Garden Road, Nampally, Hyderabad - 500 001 (Telangana) India
Ph. : 040-64528805 Email : shreeyashindustries@gmail.com, info@nutricircle.com
CIN No. : L18100TG1993PLC015901

NCL/BSE/2019-20

Dated: 1st October, 2019

To,
The Corporate Services Department,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai -400 001.

Subject: Voting Results of the 26th Annual General Meeting of Nutricircle Limited
BSE Code: 530219.

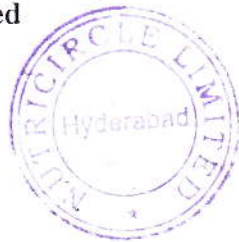
Dear Sir/Madam,

In accordance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclosed herewith please find the voting results of 26th Annual General Meeting of the Company held on 30th September, 2019 in the prescribed format along with the report of the Scrutinizer on e-voting and voting through ballot paper at the AGM.

Please acknowledge and take on record the same.

for Nutricircle Limited

Hitesh M. Patel
Managing director



Encl: As above



RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

SCRUTINIZER'S REPORT ON E-VOTING

To

The Chairman

Nutricircle Limited

5-8-272, Flat No.201

Ayesha Residency,

Public Garden Road,

Nampally, Hyderabad-1(T.S)

Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ,as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange and submission of Scrutinizer's Report.

I, **Mr. Ramesh Chandra Mishra**, a Company Secretary in Practice, have been appointed by the Board of Directors of **Nutricircle Limited** ("the Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2015, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 26th Annual General Meeting (AGM) of the members of the Company held on, 30th September, 2019 at 5-8-272, Flat No.201 ,Ayesha Residency, Public Garden Road, Nampally, Hyderabad-1(T.S).

The AGM Report containing the Notice dated 3rd September, 2019 convening the 26th Annual General Meeting of the Company along with the statement setting out the material facts in respect of resolutions proposed to be passed under section 108 of the Companies Act, 2013 was sent to shareholders on time.



OFFICE :129-B ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD, SAKI NAKA, ANDHERI (E)

E-MAIL:sumitamgmt@gmail.com;fcsrcm@gmail.com; TEL: 022-42153479/91 9029000295



RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules, as amended from time to time relating to remote e-voting and the voting conducted through electronic voting system at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as Scrutinizer is restricted to make a scrutinizer's report of votes cast "in favour" or "against" the resolutions and "invalid" votes based on report generated from the electronic platform provided by Central Depository Services(India)Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

1. The e-voting period remained open from Friday, 27th September, 2019 (09.00 a.m.) to Sunday, 29th September, 2019 (5.00 p.m.).
2. The members of the Company as on cut-off date i.e.,24th September, 2019 were entitled to vote on the resolutions in the notice of the Annual General Meeting.
3. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system..
4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services(India)Limited i.e.

[\(https://www.evotingindia.com/\)](https://www.evotingindia.com/)





RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

5. Based on such e-voting records received, I hereby report as under:

Resolution No: 1

Nature of Resolution Ordinary Resolution

Subject Matter: Adopted Audited Standalone Financial Statements for the year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon.

Details of Voting	No. of Shareholders Voted	Assent (For)		Dissent (Against)	
		No. of votes	Ratio	No. of votes	Ratio
E- voting	78	89787	(100%)	NIL	

Resolution No: 2

Nature of Resolution Ordinary Resolution

Subject Matter: Re-Appointed Mr. Hitesh Patel (DIN:0208625) - as Managing Director.

Details of Voting	No. of Shareholders Voted	Assent (For)		Dissent (Against)	
		No. of votes	Ratio	No. of votes	Ratio
E- voting	78	89787	(100%)	NIL	

Resolution No: 3

Nature of Resolution Special Resolution

Subject Matter: Appointed Mr. Gaurav Pankaj Shah (DIN 00832258) - as an Independent Director of the Company.

Details of Voting	No. of Shareholders Voted	Assent (For)		Dissent (Against)	
		No. of votes	Ratio	No. of votes	Ratio
E- voting	78	89787	(100%)	NIL	





RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

Resolution No: 4

Nature of Resolution Special Resolution

Subject Matter: Appointed Mr. Yezdi Jal Batliwala (DIN 03018605) - as an Independent Director of the Company.

Details of Voting	No. of Shareholders Voted	Assent (For)		Dissent (Against)	
		No. of votes	Ratio	No. of votes	Ratio
E- voting	78	89787	(100%)	NIL	

Resolution No: 5

Nature of Resolution Special Resolution

Subject Matter: Altered In Object Clause In Memorandum Of Association.

Details of Voting	No. of Shareholders Voted	Assent (For)		Dissent (Against)	
		No. of votes	Ratio	No. of votes	Ratio
E- voting	78	89787	(100%)	NIL	

For Ramesh Chandra Mishra & Associates



Ramesh Mishra
Company Secretary in Practice
Membership No.:- FCS 5477
C.P. No.:- 3987

Place: Mumbai
Date: 02.10.2019



RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

**26th Annual General Meeting of the
Equity Shareholders of Nutricircle Limited**

Held on 30th September, 2019

at 5-8-272, Flat No.201

Ayesha Residency, Public Garden Road,

Nampally, Hyderabad-1(T.S)

Dear Sir,

I, **Mr. Ramesh Chandra Mishra** appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 26th Annual General Meeting of the Equity Shareholders of Nutricircle Limited, held on 30th September, 2019 at 5-8-272, Flat No.201, Ayesha Residency, Public Garden Road, Nampally, Hyderabad-1(T.S)., submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers which were found defective have been treated as invalid and kept separately. The same were not considered in calculation.
4. The result of the Poll is as under:

a) Resolution No. 1: Adopted Audited Standalone Financial Statements for the year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon.





RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	808	100%

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

b) Resolution No. 2: Re-Appointed Mr. Hitesh Patel (DIN:0208625) - as Managing Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	808	100%





RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

c) Resolution No. 3: Appointed Mr. Gaurav Pankaj Shah (DIN 00832258) - as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	808	100%

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL





RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

d) Resolution No. 4: Appointed Mr. Yezdi Jal Batliwala (DIN 03018605) - as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	808	100%

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL





RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

e) Resolution No. 5: Altered In Object Clause In Memorandum Of Association.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	808	100%

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

5. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary of the Company.

For Ramesh Chandra Mishra & Associates



Ramesh Mishra
Company Secretary in Practice
Membership No.:- FCS 5477
C.P. No.:- 3987

Place: Mumbai
Date: 02.10.2019



RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

Consolidated Report of Scrutinizer on Remote E-Voting and Voting Through Polling Paper

[Pursuant to section 108 and 109 of Companies Act 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules 2014 and Rule 20 as substituted by the Companies (Management and administration) amendment rules, 2015]

To,
The Chairman
Nutricircle Limited
5-8-272,Flat No.201 ,Ayesha Residency,
Public Garden Road, Nampally,Hyderabad-1(T.S)

Dear Sir,

1. I, **Mr. Ramesh Chandra Mishra**, a Company Secretary in Practice, have been appointed by the Board of Directors of **Nutricircle Limited** ("the Company") as a Scrutinizer for the purpose of scrutinizing the e- voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2015, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 26th Annual General Meeting (AGM) of the members of the Company held on 30th September, 2019 at 5-8-272,Flat No.201 ,Ayesha Residency, Public Garden Road, Nampally,Hyderabad-1(T.S).
1. The Company has also provided the facility of voting through polling paper to the member present at the Annual General meeting and who has not cast their vote through the remote e-voting.
2. The Company has engaged the Central Depository Services Limited (CDSL) as the authorized agency to provide system for e-voting process.





RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

3. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act 2013 and Rules relating to voting through electronic means on the resolution containing the notice of the Annual General Meeting of the Company. My responsibility as a Scrutinizer is restricted to make the Scrutinizer Report of the votes cast in "favour" or "against" the resolution stated in the notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited and the polling papers received from the members at the AGM.

The results of the poll and for e-voting conducted for the Annual General Meeting are as under:-

Resolution No: 1

Nature of Resolution Ordinary Resolution

Subject Matter: Adopted Audited Standalone Financial Statements for the year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of Shareholders	Number of shares	No. of Shareholders	Number of shares	
By Poll	39	808	NIL	NIL	NIL
By E Voting	78	89787	NIL	NIL	NIL
Total	117	90595	NIL	NIL	NIL





RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

Resolution No: 2

Nature of
Resolution Ordinary Resolution

Subject Matter: Re-Appointed Mr. Hitesh Patel (DIN:0208625) - as Managing Director.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of Shareholders	Number of shares	No. of Shareholders	Number of shares	
By Poll	39	808	NIL	NIL	NIL
By E Voting	78	89787	NIL	NIL	NIL
Total	117	90595	NIL	NIL	NIL

Resolution No: 3

Nature of
Resolution Special Resolution

Subject Matter: Appointed Mr. Gaurav Pankaj Shah (DIN 00832258) - as an Independent Director of the Company.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of Shareholders	Number of shares	No. of Shareholders	Number of shares	
By Poll	39	808	NIL	NIL	NIL
By E Voting	78	89787	NIL	NIL	NIL
Total	117	90595	NIL	NIL	NIL





RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

Resolution No: 4

Nature of
Resolution Special Resolution

Subject Matter: **Appointed Mr. Yezdi Jal Batliwala (DIN 03018605) - as an Independent Director of the Company.**

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of Shareholders	Number of shares	No. of Shareholders	Number of shares	
By Poll	39	808	NIL	NIL	NIL
By E Voting	78	89787	NIL	NIL	NIL
Total	117	90595	NIL	NIL	NIL

Resolution No: 5

Nature of
Resolution Special Resolution

Subject Matter: **Altered In Object Clause In Memorandum Of Association.**

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of Shareholders	Number of shares	No. of Shareholders	Number of shares	
By Poll	39	808	NIL	NIL	NIL
By E Voting	78	89787	NIL	NIL	NIL
Total	117	90595	NIL	NIL	NIL





RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

Based on the abovementioned details, the Resolutions No. 1 to 5 were passed with majority at the Annual General Meeting of the company by way of poll and e-voting.

For Ramesh Chandra Mishra & Associates



**Place: Mumbai
Date: 02.10.2019**

**Ramesh Mishra
Company Secretary in Practice
Membership No.:- FCS 5477
C.P. No.:- 3987**