



## CORPORATE INFORMATION

### 1. Board of Directors

Mr. Hitesh M. Patel	-	Managing Director	DIN-2080625
Mr. Yezdi jal Batliwala	-	Director	DIN-3018605
Mr. Gaurav Pankaj Shah	-	Director	DIN-832258
Mrs. Mohita Gupta	-	Women Independant Director	DIN-03515039
Daljeet Kaur	-	Company Secretary	
Mr. Sunil Kumar Agarwal	-	CFO	

### 2. Registered Office

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

### 3. Statutory Auditors

S.K. Bang & Co., Chartered Accountants  
4-2-333/339, Badi Chowdi, Sultan Bazar,  
Hyderabad-500 095 (T.S.)

### 4. Secretarial Auditor

Ramesh Chandra Mishra & Associates  
129-B, Ansa Industrial Estate, Sakivihar Road,  
Sakinakka, Andheri (East), Mumbai-400 072 (M.S.)

### 4. Bankers

Axis Bank Ltd.  
Punjab National Bank

### 5. Registrar & Transfer Agents

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

### 6. Listed at

BSE Limited

### 7. Demat ISIN No. in NSDL & CDCL

INE536C01029

### 8. Website

nutricircle.biz

### 9. E.mail Id

nutricirclelimited@gmail.com

### 10. Corporate Identity No.

L18100TG1993PLC015901



## NOTICE

**NOTICE** is hereby given that the Twenty Seventh Annual General Meeting of the members of NUTRICIRCLE LIMITED will be held on Friday, 18th day of September, 2020 at 11:00 a.m. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) Facility, to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>ST</sup> March, 2020, the Reports of the Board of Directors and Auditors thereon;

### **SPECIAL BUSINESS:**

2. To appointment of auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant 139, 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee to the Board of Directors, M/s. O P BANG & CO, Chartered Accountants, having registration no. 000383Sbe and are hereby appointed as a Auditors of the Company in place of the retiring Auditors M/s. S.K. Bang & Co. (Registration No. 000386S), Chartered Accountants, who shall hold office from the conclusion of this 27th Annual General Meeting for a term of 5 consecutive years till conclusion of the 32<sup>nd</sup> Annual General Meeting to be held in the calendar year 2025 and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

Dated : 05-08-2020

Registered Office:

Place:5-8-272,FlatNo.201, Ayesha Residency,  
Public Garden Road ,Nampally,  
Hyderabad-500001.

E-mail : [shreeyashindustries@gmail.com](mailto:shreeyashindustries@gmail.com)

[nutricirclelimited@gmail.com](mailto:nutricirclelimited@gmail.com)

Website:nutricircle.biz

**By Order of the Board**

Sd/-

**HITESH M.PATEL**

**Managing Director**

**DIN: 02080625**

### **NOTES:**

(a) In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to ‘Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to ‘Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by COVID-19’ (collectively referred to as ‘MCA 441 Circulars’) and the Securities and Exchange Board of India (‘SEBI’) vide its circular dated May 12, 2020 in relation to ‘Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – COVID-19 pandemic’ (‘SEBI Circular’) permitted the holding of the AGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars & SEBI Circular, the 25th AGM of the Company is being held through VC/OAVM on Friday, September 18, 2020 at 11.00 a.m. (IST). The deemed venue for the 27th AGM will be at No. 5-8-272, 276 & 322, Ayesha Residency, Public Garden Road, Nampally, Hyderabad -500 001 (TS) India

(b) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of AGM.

(c) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA



Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

(d) 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 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 e-voting are provided in this notice. The e-voting commences on Tuesday, September 15, 2020 at 9.00 AM IST and ends on Thursday, September 17, 2020 at 5.00 PM 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., Friday, September 11, 2020.

(e) Any person who is not a member post cut-off date should treat this notice for information purposes only.

(f) 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 at the AGM.

(g) 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., Friday, September 11, 2020, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Registrar and Share Transfer Agent (RTA) [bsshyd@bigshareonline.com](mailto:bsshyd@bigshareonline.com). However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

(h) CS Ramesh Chandra Mishra, Practising Company Secretary (Membership No. FCS 5477 CP No. 3987) from M/s Ramesh Chandra Mishra & Associates, vide Board Resolution dated August 5, 2020 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.

(i) 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 favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.

(j) The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. [nutricircle.biz](http://nutricircle.biz) and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.

(k) 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) 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.

(l) In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 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 and Annual Report 2019-20 will also be available on the Company's website [nutricircle.biz](http://nutricircle.biz), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com>. The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/ OAVM, date and time of AGM, availability of notice of AGM 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.

(m) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(n) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

(o) Pursuant to Section 91 of the Act, the Register of Members of the Company will remain closed from Saturday, September 12, 2020 to Friday, September 18, 2020 (both the days inclusive).

(p) 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 AGM by the members based on the request being sent on [nutricircle.biz](http://nutricircle.biz)

(q) 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.

(r) 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.



(s) 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 AGM.

(t) 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.

(u) 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.

**(v) The details of the process and manner for remote e-voting are explained herein below:**

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

1. The remote e-voting period commences on Tuesday, September 15, 2020 at 9.00 AM IST and ends on Thursday, September 17, 2020 at 5.00 PM IST. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 11, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
4. Now to cast your vote: Click on Shareholders.
  - i) Now Enter your User ID
  - ii)
    - a. For CDSL: 16 digits beneficiary ID,
    - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - iii) Next enter the Image Verification as displayed and Click on Login.
  - iv). If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - v) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
<b>OR</b> Date of	If both the details are not recorded with the depository or company please enter the member id / Folio number in the Dividend Bank details field as mentioned in instruction (v).

- I. After entering these details appropriately, click on "SUBMIT" tab.
- II. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL



platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- III. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- IV. Click on the EVSN for the relevant “Nutricircle Limited” on which you choose to vote.
- V. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- VI. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- VII. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- VIII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- IX. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- X. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XI. **Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- XXI. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- XXII. The Company has appointed M/s. Ramesh Chandra Mishra & Associates, Practicing Company Secretaries (C.P. No. 3987 and FCS No. 5477) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- XXIII. A copy of this notice has been placed on the website of the Company and the website of CDSL.

**(a) THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON 27TH AGM ARE AS UNDER:**

1. Members may follow the same procedure for e-Voting during the 27th AGM as mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the 27th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 27th AGM. However, they will not be eligible to vote at the 27th AGM.
4. The Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the AGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder for convenience:

Members who need assistance before or during the AGM can contact CDSL on [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) / 1800225533 or contact Mr. Rakesh Dalvi (022-23058542) – CDSL or Mr. Nitin Kunder (022-23058738) AND MR. D, PRABHAKAR on 040-40144582 of Bigshare Services Pvt. Ltd. our RTA at [prabhakar@bigshareonline.com](mailto:prabhakar@bigshareonline.com).

**(b) INSTRUCTIONS FOR MEMBERS FOR ATTENDING 27TH AGM THROUGH VC/OAVM ARE AS UNDER:**

- I. Members who have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through the e-voting system during the AGM by clicking the link, [www.evotingindia.com](http://www.evotingindia.com) provided by CDSL.
- II. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 27th



**Nutricircle Limited**  
(Formerly Shreeyash Industries Ltd.)

AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address **nutricirclelimited@gmail.com & bsshyd@bigshareonline.com** at least 48 hours in advance before the start of the meeting i.e. by September 16, 2020 by 11:00 a.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

- III. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at **nutricirclelimited@gmail.com & bsshyd@bigshareonline.com & helpdesk.evoting @cdslindia.com** on or before, 5.00 p.m. (IST), Saturday, September 12, 2020. Those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- IV. Facility of joining the AGM through VC/ OAVM shall open 30 minutes before the time scheduled for the AGM for the members to join. The Shareholders can join the AGM in the VC/ OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the necessary procedure mentioned in the Notice of this AGM.
- V. Members can participate in the AGM through their desktops / smart phones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
- VI. Members will be able to attend the AGM through VC/OAVM Facility through the CDSL e-Voting system at [www.evotingindia.com](http://www.evotingindia.com) under shareholders login by using the remote e-Voting credentials and selecting the EVEN for the Company's AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice of the AGM to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of CDSL.
- VII. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- VIII. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

Dated : 05-08-2020

Place : Hyderabad

Registered Office:

Place:5-8-272,FlatNo.201, Ayesha Residency,

Public Garden Road ,Nampally,

Hyderabad-500001.

E-mail : [shreeyashindustries@gmail.com](mailto:shreeyashindustries@gmail.com)

[nutricirclelimited@gmail.com](mailto:nutricirclelimited@gmail.com)

Website:nutricircle.biz

**By Order of the Board**

Sd/-

**HITESH M. PATEL**

**Managing Director**

**DIN: 02080625**