



# NUTRICIRCLE LIMITED

(Formerly Shreeyash Industries Limited)

1<sup>st</sup> January 2017

To,  
The Bombay Stock Exchange Ltd  
Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai- 400 001

**SUBJECT: VOTING RESULTS UNDER REGULATION 44 of SEBI (LISTING OBLIGATION AND DISCLSOURE REQUIREMENTS) REGULATIONS, 2015**

**BSE CODE: 530219**

Dear Sir,

Please find enclosed herewith the consolidated Scrutinizer Report of E-voting and Poll for declaring the results of Annual General Meeting of the Company held on 30<sup>th</sup> December 2016 at 10.30 A.M. at NO. 5-8-272, 276 & 322, Ayesha Residency, Public Garden Road, Nampally - 500001

Please acknowledge d take on record the some.

**FOR NUTRICIRCLE LIMITED**

A handwritten signature in black ink, appearing to read "Hitesh Patel".

**Hitesh Patel**  
**Managing Director**



## **RAMESH CHANDRA MISHRA & ASSOCIATES**

**Company Secretary in Practice & Corporate Legal Advisor**

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### **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**  
NO. 5-8-272, 276 & 322,  
AYESHA RESIDENCY,  
PUBLIC GARDEN ROAD,  
NAMPALLY - 500001

Dear Sir,

1. I, **Mr. Ramesh Chandra Mishra**, Company Secretary in Practice, have been appointed by the Board of Directors of **NUTRICIRCLE LIMITED** ("the Company") as 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 Annual General Meeting (AGM) of the members of the Company, held on Friday, 30<sup>th</sup> December, 2016 at No. 5-8-272, 276 & 322, Ayesha Residency, Public Garden Road, Nampally Hyderabad - 500001
2. The Company has also provided the facility of voting through polling paper to the members present at the Annual General meeting and who has not cast their vote through the remote e-voting.
3. The Company has engaged the Central Depository Services Limited (CDSL) as the authorized agency to provide system for e-voting process.
4. 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 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:-



## RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

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Resolution No: 1

Nature of  
Resolution Ordinary Resolution

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Subject Matter: Consider and adoption of the Audited Financial Statement of the Company for the financial year ended 31st March, 2016, 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	35	1,726	NIL	NIL	NIL
By E Voting	167	83,242	NIL	NIL	NIL
Total	202	84,968	NIL	NIL	NIL

Resolution No: 2

Nature of  
Resolution Ordinary Resolution

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Subject Matter: To appoint a director in place of Mr. Sandeep Modi, who retires by rotation and being eligible offers himself for re-appointment

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	35	1,726	NIL	NIL	NIL
By E Voting	165	83,137	2	125	NIL
Total	200	84,863	2	125	NIL



## RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

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Resolution No: 3

Nature of Resolution Ordinary Resolution

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Subject Matter: To ratify the appointment of auditors of the Company and to fix their remuneration.

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	35	1,726	NIL	NIL	NIL
By E Voting	165	83,142	1	80	NIL
Total	200	84,868	1	80	NIL

Resolution No: 4

Nature of Resolution Ordinary Resolution

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Subject Matter: Appointment of Mr. Bharat Kanugo as an independent 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	35	1,726	NIL	NIL	NIL
By E Voting	166	83,240	1	2	NIL
Total	201	84,966	1	2	NIL



## RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

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Resolution No: 5

Nature of Resolution: Special Resolution

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Subject Matter: Appointment of Mr. Dennis Shivani 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	35	1,726	NIL	NIL	NIL
By E Voting	167	83,242	NIL	NIL	NIL
Total	202	84,968	NIL	NIL	NIL

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

Place: Mumbai  
Date: 31-12-2016

For Ramesh Chandra Mishra & Associates



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

Name of the Company:	NUTRICIRCLE LIMITED
Date of the Extra Ordinary General Meeting:	30 <sup>th</sup> DECEMBER 2016
No. of shareholders present in the meeting either in person or through proxy:	37
Promoters and Promoters Group:	0
Public	37
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Not Available
Public:	

<b>Resolution No: 1- Adoption of the Audited Financial Statement of the Company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon</b>								
Resolution required: (Ordinary/Special) : Ordinary Resolution								
Whether promoter/promoter group are interested in the agenda/resolution? : NO								
Category	Mode of Voting	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- in against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Institutions	E-voting	0	0	0%	0	0	0%	0%
	Poll	0	0	0%	0	0	0%	0%
	Total	0	0	0%	0	0	0%	0%
Public-Non Institutions	E-voting	2,71,780	83,242	30.63%	83,242	0	100%	0%
	Poll	2,71,780	1,726	0.64%	1,726	0	100%	0%
	Total	2,71,780	84,968	31.26%	84,968	0	100%	0%

<b>Resolution No: 2- Appointment a director in place of Mr. Sandeep Modi, who retires by rotation and being eligible offers himself for re-appointment</b>								
Resolution required: (Ordinary/Special) : Ordinary Resolution								
Whether promoter/promoter group are interested in the agenda/resolution? : NO								
Category	Mode of Voting	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- in against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Institutions	E-voting	0	0	0%	0	0	0%	0%
	Poll	0	0	0%	0	0	0%	0%
	Total	0	0	0%	0	0	0%	0%
Public-Non Institutions	E-voting	2,71,780	83,242	30.63%	83,137	105	99.87%	0.13%
	Poll	2,71,780	1,726	0.64%	1,726	0	100%	0%
	Total	2,71,780	84,968	31.26%	84,863	105	99.87%	0.13%

<b>Resolution No: 3- Ratify the appointment of auditors of the Company and to fix their remuneration.</b>								
Resolution required: (Ordinary/Special) : Ordinary Resolution								
Whether promoter/promoter group are interested in the agenda/resolution? : NO								
Category	Mode of Voting	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- in against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Institutions	E-voting	0	0	0%	0	0	0%	0%
	Poll	0	0	0%	0	0	0%	0%
	Total	0	0	0%	0	0	0%	0%
Public-Non Institutions	E-voting	2,71,780	83,222	30.62%	83,142	80	99.90%	0.10%
	Poll	2,71,780	1,726	0.64%	1,726	0	100%	0%
	Total	2,71,780	84,948	31.25%	84,868	80	99.90%	0.10%



Resolution No: 4- <b>Appointment of Mr. Bharat Kanugo as an independent director</b>								
Resolution required: (Ordinary/Special) : Ordinary Resolution								
Whether promoter/promoter group are interested in the agenda/resolution? : NO								
Category	Mode of Voting	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- in against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Institutions	E-voting	0	0	0%	0	0	0%	0%
	Poll	0	0	0%	0	0	0%	0%
	Total	0	0	0%	0	0	0%	0%
Public-Non Institutions	E-voting	2,71,780	83,242	30.63%	83,240	2	99.99%%	0.01%
	Poll	2,71,780	1,726	0.64%	1,726	0	100%	0%
	Total	2,71,780	84,968	31.26%	84,966	2	99.99%	0.01%

<b>Resolution No: 5-Appointment of Mr.Dennis Sivani as an independent director</b>								
Resolution required: (Ordinary/Special) : Ordinary Resolution								
Whether promoter/promoter group are interested in the agenda/resolution? : NO								
Category	Mode of Voting	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- in against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Institutions	E-voting	0	0	0%	0	0	0%	0%
	Poll	0	0	0%	0	0	0%	0%
	Total	0	0	0%	0	0	0%	0%
Public-Non Institutions	E-voting	2,71,780	83,242	30.63%	83,242	0	100%	0%
	Poll	2,71,780	1,726	0.64%	1,726	0	100%	0%
	Total	2,71,780	84,968	31.26%	84,968	0	100%	0%