Registered Office:
601A, Neelkanth Business Park,
6th Floor, A Wing, Nathani Road,
Vidyavihar (West), Mumbai -400086.
T: +91 22 3541 8449
E: compliance@valencianutrition.com
W: www.valencianutrition.com
CIN: L51909MH2013PLC381314

NOTICE

NOTICE IS HEREBY GIVEN THAT THE **EXTRA-ORDINARY GENERAL MEETING (EGM)** OF THE MEMBERS OF **VALENCIA NUTRITION LIMITED** WILL BE HELD ON **MONDAY, MARCH 10, 2025, AT 12:00 NOON.** THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO-VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 601A, NEELKANTH BUSINESS PARK, NATHANI ROAD, VIDYAVIHAR (WEST), MUMBAI- 400 086.

1) **RATIFICATION OF THE TYPOGRAPHICAL / CLERICAL ERROR IN THE EXPLANATORY STATEMENT FOR THE APPROVAL OF THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS**:

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

"RESOLVED THAT pursuant to the previously passed special resolution no. 7 titled **'TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS',** which was approved by the members in 11th Annual General Meeting ('AGM') of Valencia Nutrition Limited held on **September 30, 2024,** ("Original Resolution") the members hereby note the unintentional omission of the name of Significant Beneficial Owner (SBO) of one of the Allottee, Harshil Shavdia HUF in the explanatory statement of the Original Resolution and the members hereby approve and ratify the rectification of said omission by correctly mentioning the SBO of Harshil Shavdia HUF which is represented by its SBO and Karta Mr. Harshil Shavdia and such correction shall form part of the explanatory statement of the Original Resolution.

RESOLVED FURTHER THAT all other details and terms of the issue and allotment of equity shares on preferential basis, including but not limited to the number of shares, price, the allottees, and other matters related to the approved preferential issue remains same and unchanged.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to sign and execute any deed, agreement or any other documents with any other authority and to do all such things, deeds, matters, and acts as may be required to give effect to this resolution, and to do all things incidental and ancillary thereto including settling any questions that may arise to give effect to the foregoing resolution."

2) **TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS**:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**") and the

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Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **["SEBI (Takeover) Code"]**, as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("**SEBI**") and/or any other statutory or regulatory authorities, including the BSE Limited (the "**Stock Exchange**") on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each ("**Equity Shares**") are listed (hereinafter collectively referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "**Board**"), is hereby authorised to accept, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot from time to time, in one or more tranches upto Rs. 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten Each) and at a price of Rs.54/- (Rupees Fifty-four only) per share (including Rs. 44/- towards premium) aggregating to Rs. 1,35,00,000/- (Rupees One Crore and Thirty-Five Lakh only) to the below mentioned Proposed Allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws:

Sr. No.	**Name of the Proposed Allottees**	**Category**	**Maximum No. of Shares proposed to be allotted**
1	Anakin Ventures	Promoter group	1,50,000
2	Mr. Panthagani John Michael	Public	1,00,000
	Total:		**2,50,000**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of the floor price for the issue and allotment of shares is February 7, 2025, being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the Members do and hereby take on record the price determined in accordance with the valuation report dated February 12, 2025 issued by M/s. Ajay Kumar Sukhadiya & Associates, Chartered Accountants, bearing Registration No. IBBI/RV/06/2020/12814, the Registered Valuer ("the Valuation Report").

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Equity Shares to the Proposed Allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) The Proposed Allottee shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof.

b) The consideration for allotment of relevant equity shares shall be paid to the Company by the Proposed Allottee from their respective bank accounts.

c) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-

in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted there under;

d) Allotment of the Equity Shares shall only be made in dematerialized form;

e) The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;

f) The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any;

g) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (in the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principal approval from the stock exchange i.e. BSE.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue of the Equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Proposed Allottees through private placement offer cum application letter in Form PAS-4 as prescribed under the Companies Act, 2013, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

By Order of the Board of Directors
For Valencia Nutrition Limited

Sd/-
Nishi Jain
Company Secretary & Compliance Officer
Membership No. A44254
Place: Mumbai
Date: February 13, 2025

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') setting out material facts for the proposed resolutions and disclosures as required under 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 ("SS-2") forms part of this Notice.

2. Pursuant to General Circular No. 09/2023 issued by the Ministry of Corporate Affairs (MCA) dated September 25, 2023 read with the circulars issued earlier on the subject (collectively referred to as 'MCA Circulars') and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 issued by the Securities and Exchange Board of India (SEBI) dated October 07, 2023 read with the circulars issued earlier on the subject (collectively referred to as 'SEBI Circulars'), have permitted for holding Extra-Ordinary General Meeting ('EOGM') through Video Conference / Other Audio Visual Means (VC/OAVM), without the physical presence of members at a common venue. In view of the same, the registered office of the Company shall be deemed to be the venue for the EOGM.

3. The Notice of the EOGM is being sent by electronic mode to those members whose e-mail address is registered with the Company/Depositories, unless any member has requested a physical copy of the same. Members may note that the Notice of EOGM will also be available on the Company's website www.valencianutrition.com, website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia. com and on the website of National Securities Depository Limited (NSDL) at https://www.evoting.nsdl.com. The Company will also publish advertisement in the newspapers containing details of the EOGM to be conducted via VC/OAVM, and other relevant information for the shareholders viz. manner of registering e-mail Id. of those shareholders who have not registered their e-mail address with the Company/ Registrar and Share Transfer Agent (RTA).

4. Since the EOGM is held through VC/OAVM, route map to the venue is not required and therefore, the same is not annexed to this Notice.

5. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares of the Company as on Monday, March 03, 2025 ('Cut-off date') can join the meeting anytime 30 minutes before commencement of the EOGM by following the procedure outlined in Annexure – 2 of the Notice.

6. Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014 provides for the appointment of a proxy to attend and vote at a general meeting on behalf of the member who is not able to physically attend the EOGM. Since the EOGM is being held through VC/OAVM and in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxy would not be available to the Members for attending the EOGM, and therefore proxy form and attendance slip are not annexed to this Notice.

7. Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend and vote at the EOGM are requested to send from their registered e-mail address, a scanned copy of the relevant Board Resolution/ Authority Letter, etc. authorizing

their representative(s) to attend and vote, to the Scrutinizer on her e-mail ID at krupa@krupajoisar.com with a copy marked to evoting@nsdl.co.in and compliace@valencianutrition.com.

8. The Register of Directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EOGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of EOGM, i.e. March 10, 2025. Members seeking to inspect such documents can send an email to compliance@valencianutrition.com.

9. Member holding shares in electronic form are requested to intimate immediately any change in their address, PAN or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts.

10. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, March 03, 2025, to Monday, March 10, 2025 (inclusive of both days).**

11. **Voting through electronic means (E-voting):**

i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members with a facility to exercise their right to vote on resolutions proposed to be considered at EOGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the EOGM("remote e-voting") will be provided by National Depository Services Limited (NSDL).

ii. Necessary arrangements have been made by the Company with NSDL to facilitate 'Remote e-voting' as well as e-voting at the EOGM to be held through the VC/ OAVM facility. Members shall have the option to vote either through remote e-voting or voting through electronic means at the EOGM.

iii. The facility for e-voting will be provided during the EOGM. The procedure for the same is explained below:

- Members present at the EOGM through VC/OAVM facility and who have not cast their vote on resolutions set out in the EOGM Notice through remote e-voting, and who are not otherwise barred from doing so, shall be allowed to vote through the e-voting facility during the EOGM. However, the members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
- Once the vote on a resolution is cast, the Member shall not be allowed to change the same subsequently or cast the vote again.
- Members can opt for only one mode of voting i.e. either through remote e-voting or e-voting at the EOGM. If a Member cast votes by both modes, then voting done through remote e-voting shall prevail.

12. In the case of joint holders, only such joint holders who are higher in the order of names will be

entitled to vote during the EOGM.

13. M/s. Krupa Joisar & Associates represented by its proprietor Ms. Krupa Joisar, Practicing Company Secretary (Membership no. F11117) & (C.P. No.:15263) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting at the EOGM and remote e-voting process in a fair and transparent manner.

14. The Scrutinizer shall after the conclusion of e-voting at the EOGM, shall provide a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within two working days of the conclusion of the EOGM to the Stock Exchanges as required under Regulation 44(3) of the SEBI Listing Regulations.

15. The voting results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.valencianutrition.com and on the website of NSDL at www.evoting.nsdl.com. immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

16. Voting rights of members shall be reckoned on the paid-up value of equity shares registered in their name as on the 'Cut-off date' i.e. Monday, March 03, 2025.

17. Members 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', shall be entitled to avail the facility of remote e-voting or e-voting at the EOGM, as the case may be.

18. Any person who becomes a Member of the Company after dispatch of the Notice of EOGM and holds equity shares as on the 'Cut-off date' may also follow the procedure as outlined below to this Notice. Any person who is not a member as on the 'Cut-off date' should treat this Notice for information purposes only.

19. **GREEN INITIATIVE:**
    As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' initiated by the Ministry of Corporate Affairs, Government of India (MCA), by its recent circulars, enabling electronic delivery of documents including the annual reports, notices, circulars to shareholders at their e-mail address previously registered with the depository participants (DPs)/Company/registrars and share transfer agents. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses to help us in the endeavor to save trees and protect the planet. Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar, Bigshare Services Pvt. Ltd, by sending a duly filed "registration / updation of shareholder information form" available on the website of the Company, duly signed by the first /sole holder quoting details of folio no.

20. All queries relating to Share Transfer and allied subjects should be addressed to:
    Bigshare Services Private Limited
    Add: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai – 400 059

21. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND ACCESS TO THE EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER: -**

THE REMOTE E-VOTING PERIOD BEGINS ON **FRIDAY, MARCH 07, 2025 AT 09:00 A.M. AND ENDS ON SUNDAY, MARCH 09, 2025 AT 05:00 P.M**. THE REMOTE E-VOTING MODULE SHALL BE DISABLED BY NSDL FOR VOTING THEREAFTER. THE MEMBERS, WHOSE NAMES APPEAR IN THE REGISTER OF MEMBERS / BENEFICIAL OWNERS AS ON THE **RECORD DATE (CUT-OFF DATE) I.E. MONDAY, MARCH 03, 2025**, MAY CAST THEIR VOTE ELECTRONICALLY BY LOGGING TO NSDL WEBSITE AT https://www.evoting.nsdl.com/. THE VOTING RIGHTS OF SHAREHOLDERS SHALL BE IN PROPORTION TO THEIR SHARE IN THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON THE CUT-OFF DATE.

Detailed steps on the process and manner for remote e-voting/e-voting at the EOGM and to access the VC facility at the EOGM, is given below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode

In terms of SEBI circular 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 Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If you are 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.jsp
	3.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, 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1.Existing 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote
	3. If the user is not registered for Easi/Easiest, the option to register is available at the CDSL website HYPERLINK "http://www.cdslindia.com" and click on login & New System Myeasi Tab and then click on the registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded

	in the Demat Account. After successful authentication, user will be provided links for the respective e-voting Service Provider i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

B) <u>Login method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.</u>

Login type	**Helpdesk details**
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 022 - 4886 7000.
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 toll free no. 1800 22 55 33

How to log-in to NSDL e-Voting website?

I. 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.

II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

III. A new screen will open. You will have to enter your User Id., your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

IV. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

V. Password details for shareholders other than individual shareholders are given below:
a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
c) How to retrieve your 'initial password'?
(i) If your email Id. is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email Id. Trace the email sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client Id for NSDL account, last 8 digits of client Id for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User Id.' and your 'initial password'.
(ii) If your email Id. is not registered, please follow the steps mentioned below which outlines the process for those shareholders whose email Id. is not registered.

VI. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
a) Click on "Forgot User Details/Password" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
b) "Physical User Reset Password" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
d) Members can also use the OTP (One Time Password) based login for casting vote on the e-Voting system of NSDL.

VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

VIII. Now, you will have to click on "Login" button.

IX. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the Extra-Ordinary General Meeting on NSDL e-Voting system

How to cast your vote electronically on the NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and EOGM is in active status.

2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. To join the virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting the appropriate option i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Members can attend the EOGM through VC/OAVM after following the steps for Login as outlined above. After successful Login, Members will be able to see the VC/OAVM link placed under Join Meeting menu against the Company's name. Members are requested to click on the VC/OAVM link placed under Join Meeting menu.

2. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scan copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. authorising their representative(s) to vote, to the Scrutinizer by e-mail to krupa@krupajoisar.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled after five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password**?" or "**Physical User Reset Password**?" option available on www.evoting.nsdl.com to reset the password.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available in the download section of www.evoting.nsdl.com or call on 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Rimpa Bag at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ID IS NOT REGISTERED WITH THE DEPOSITORIES TO PROCURE USER ID AND PASSWORD AND REGISTRATION OF E-MAIL ID FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in demat mode, please provide DP Id.-Client Id. (DPId. + Client Id.), name, client master or copy of Consolidated Account Statement, PAN (self-attested scan copy of PAN card), Aadhar (self-attested scan copy of Aadhar Card) to compliance@valencianutrition.com If you are an individual shareholder holding securities in demat mode, please refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting for individual shareholders holding securities in demat mode. If you are a non-individual shareholder holding securities in demat mode, please refer to the login method explained at Step 1 (B) i.e. Login method for e-Voting for non-individual shareholders holding securities in demat mode.

2. Alternatively, the shareholder may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.

3. In terms of SEBI circular 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 Participants. Shareholders are required to update their mobile number and email Id. correctly in their demat account in order to access the e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in the Shareholder/Member login where the EVEN of Company will be displayed. 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 to avoid last-minute rush.

2. Members are encouraged to join the Meeting through Laptops for a better experience.

3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.

4. Numbers connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuations in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

By Order of the Board of Directors
For Valencia Nutrition Limited

Sd/-
Nishi Jain
Company Secretary & Compliance Officer
Membership No. A44254
Place: Mumbai
Date: February 13, 2025

Annexure 1

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item no. 1

RATIFICATION OF THE TYPOGRAPHICAL/CLERICAL ERROR IN THE EXPLANATORY STATEMENT FOR THE APPROVAL OF THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

The members are hereby informed that Special Resolution No. 7, titled "**To Consider and Approve the Issue of Equity Shares on a Preferential Basis**," was approved at the 11th Annual General Meeting (AGM) of the Company held on September 30, 2024.

It has come to the Company's attention that the Significant Beneficial Ownership (SBO) of one of the allottees, Harshil Shavdia HUF, was inadvertently omitted from the explanatory statement of the approved resolution.

To correct this omission, the Company seeks the members' approval to ratify and rectify this oversight by explicitly mentioning that the Significant Beneficial Owner (SBO) of Harshil Shavdia HUF is Mr. Harshil Shavdia, acting as its SBO and Karta.

The Board of Directors recommends this correction and seeks the members' approval through a Special Resolution, as outlined in Item No. 1 of the Notice.

The corrected extract of the explanatory statement of the approved special resolution is reproduced here for the consideration of the members which clearly provides the SBO of Harshil Shavdia HUF.

Identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and / or who ultimately control the proposed allottees and Current and proposed status of the Proposed Allottee post the Preferential Issue viz. promoter or non-promoter:

Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Post-issue Category
			No. of Equity Shares	% of Holding		
Harshil Shavdia HUF	Non-promoter	Harshil Shavdia	255000	1.83	215000	Non-promoter

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law till the date of the EGM during business hours and during the business days (all the days except for Saturdays, Sundays and any Bank Holidays).

The Board of Directors recommends the aforesaid Special Resolution as set out in Item No. 1 of the Notice for approval of the Members.

None of the Directors, their Relatives or Key Managerial Personnel, are in any way, concerned or interested in the Resolution set out at Item No 1 of this Notice except to the extent of their shareholding in the Company.

Item no. 2

TO CONSIDER AND APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

The Company requires additional funding to meet its growing financial needs, specifically for general corporate purposes, working capital requirements, and the purchase of machinery to support its business expansion and operational efficiency. After careful consideration, the Board of Directors of the Company, during their meeting held on February 13, 2025, has approved the proposal to raise funds totaling up to Rs. 1,35,00,000 (Rupees One Crore Thirty-Five Lakh only), subject to the approval of the shareholders and any necessary regulatory clearances in accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, This funding will enable the Company to strengthen its financial position and enhance its operational capabilities:

- by issue of upto 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each, at a price of Rs. 54/- (Rupees Fifty-Four) per share aggregating to Rs. 1,35,00,000/- (Rupees One Crore Thirty – Five Lakh only), through a preferential issue via private placement offer (the 'Preferential Issue').

The salient features of the Preferential Issue, including disclosures required to be made in accordance with disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

a) Objects of the Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards the following objects:

1. The proceeds from the issue will be used to purchase machinery to facilitate the company's business expansion and enhance its operational efficiency.
2. The proceeds will be allocated for general corporate purposes, which include, among other things, addressing ongoing corporate needs and contingencies, covering the company's applicable expenses as determined by the Board from time to time, and/or any other lawful general purposes (referred to as "General Corporate Purposes").
3. The proceeds will also be directed towards meeting the company's working capital requirements.

Utilization of Issue Proceeds:

Given that the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds of the Preferential Issue – Equity for the above Objects is set out hereinbelow:

Sr. No.	**Particulars**	**Total estimated amount to be utilised for each of the Objects (Rs. In crore)**	**Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds**
1	Purchase of Machinery	0.52	Within eighteen months
2	Working capital requirement	0.50	Within eighteen months
3	General Corporate Purpose	0.33	Within eighteen months
	Total	**1.35**	

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

The Company, in accordance with the policies formulated by our Board from time to time, will have the flexibility to deploy the issue proceeds. Pending complete utilization of the issue proceeds for the Objects described above, the Company intends to, inter alia, invest the issue proceeds for working capital requirement as permitted under applicable laws.

b) Monitoring of utilisation of funds:

In terms of Regulation 162A of the SEBI ICDR Regulations, the issue size does not exceed Rs. 100 Cr hence, the company is not required to appoint a SEBI-registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

c) Relevant Date:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Equity Shares to be issued, is February 07, 2025 i.e. 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

d) Particulars of the Preferential Issue including the date of passing of the Board resolution:

The Board, at its meeting held on February 13, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the raising of funds totaling upto Rs. 1,35,00,000 (Rupees One Crore Thirty – Five Lakh only) by the issuance of upto 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each, at a price of Rs. 54/- (Rupees Fifty-Four) per share aggregating to Rs. 1,35,00,000/- (Rupees One Crore Thirty – Five Lakh only), through a preferential issue via private placement offer (the 'Preferential Issue')

e) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

The issuance of upto 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each, at a price of Rs. 54/- (Rupees Fifty-Four) per share aggregating to Rs. 1,35,00,000/- (Rupees One Crore Thirty – Five Lakh only), through a preferential issue via private placement offer (the Preferential Issue - Equity').

f) Basis or justification for the price (including the premium, if any) has been arrived at:

The Equity Shares of the Company are listed on the BSE Limited ("BSE"). In accordance with SEBI

(ICDR) Regulations, for the purpose of computation of minimum price for per equity share; the relevant price on BSE shall be considered. In terms of the applicable provision of ICDR Regulations, the price at which equity shares shall be allotted shall not be less than higher of the following:

a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or

b) the 10 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or

c) at such other price, calculated in accordance with Regulation 164 and / or Regulation 165 of the ICDR Regulation and applicable laws; or

d) the floor price as mutually agreed between the parties.

Accordingly, the Company is issuing the Equity Shares at Rs. 54/- each (including Rs. 44 as a premium) and has obtained a valuation report from an independent registered valuer to determine the price.

The price is being determined on the basis of the valuation report dated February 12, 2025 issued by M/s. Ajay Kumar Sukhadiya & Associates, Chartered Accountants, bearing Registration No. IBBI/RV/06/2020/12814, the Registered Valuer.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

g) Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There is no change in control of the Company. The Company has obtained a Valuation report from an independent registered valuer for determining the price of the Equity Shares.

h) Name and Address of the Valuer who performed the Valuation:

Name: Mr. Ajay Kumar Sukhadiya from M/s. Ajaykumar Sukhadiya & Associates, Chartered Accountants, Registered Valuer is Registered with ICAI Valuation Registered Valuers Organisation bearing Registration No. IBBI/RV/06/2020/12814.

Address: Office no. 03, 2" Floor, Rajendra Park CHS Ltd, Station Road, Goregaon (W), Mumbai-400062.

The Valuation Report is available on the website of the Company at www.valencianutrition.com.

i) Amount which the company intends to raise by way of such securities:

Total fund raise is upto Rs. 1, 35,00,000 (Rupees One Crore Thirty – Five Lakh only) by the issuance of upto 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten)

each, at a price of Rs.54/- (Rupees Fifty-four) per share aggregating to Rs. 1,35,00,000/- (Rupees One Crore Thirty – Five Lakh only), through a preferential issue via private placement offer (the 'Preferential Issue')

j) <u>The class or classes of persons to whom the allotment is proposed to be made:</u>

The proposed Preferential Issue of Equity will include allotments to one allottee from the Promoter/Promoter Group and another from the public category.

k) <u>The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:</u>

The Company has made the below-mentioned preferential allotment on January 28, 2025 at the price of Rs. 40 (including Rs. 30 as premium) per Security (Equity and Convertible Warrants), in respect of:

I. Equity Shares:

S. N.	Name of the Investor	Category	No. of securities	Amount received (In Rs.)
1	Jash Ventures	Promoter/ Promoter group	2,50,000	1,00,00,000.00
2	JB Ventures	Promoter/ Promoter group	50,000	20,00,000.00
3	Keena Paresh Ventures	Promoter/ Promoter group	6,00,000	2,40,00,000.00
4	Ajmera Ventures	Promoter/ Promoter group	75,000	30,00,000.00
5	MMJH Ventures	Promoter/ Promoter group	2,25,000	90,00,000.00
6	JMR Ventures	Promoter/ Promoter group	1,35,000	54,00,000.00
7	Jay Jatin Shah	Non-promoter (Whole-Time Director & CFO)	75,000	30,00,000.00
8	Hrithik Jain	Non-promoter	75,000	30,00,000.00
9	Harshil Shavdia HUF	Non-promoter	2,15,000	86,00,000.00
10	Sonal Dharmesh Shah	Non-promoter	2,50,000	1,00,00,000.00
11	Sunilkumar Chandrakant Mehta	Non-promoter	1,12,500	45,00,000.00
12	Manish Kantilal Haria	Non-promoter	2,00,000	80,00,000.00

13	Farukbhai Gulambahi Patel	Non-promoter	7,20,000	2,88,00,000.00
14	Dhruv Shah	Non-promoter	25,000	10,00,000.00
15	Vijaya Thakkar	Non-promoter	10,000	4,00,000.00
Total			**30,17,500**	**12,07,00,000**

II. Convertible Warrants:

S. N.	**Name of the Investor**	**Category**	**No. of securities**	**Amount received (In Rs.)**
1	Mr. Manish Pravinchandra Turakhia	Promoter/ Promoter group	50,00,000	5,00,00,000*

*****25% of the issue price (i.e. consideration of Rs. 10/- per Warrant) was received upfront and rest shall be payable within 18 months

l) Maximum number of securities to be issued:

Total fundraise upto Rs. 1, 35,00,000 (Rupees One Crore Thirty – Five Lakh only) by the issuance of upto 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each, at a price of Rs. 54/- (Rupees Fifty-Four) per share aggregating to Rs. 1,35,00,000/- (Rupees One Crore Thirty – Five Lakh only), through a preferential issue via private placement offer (the 'Preferential Issue')

m) Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for a listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividends.

n) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer or separately in furtherance of objects:

The proposed allottees include the allotments to one allottee from the Promoter/Promoter Group and another from the public category. Apart from the ones mentioned, none of the promoters, members of the promoter group, directors, or key managerial personnel of the Company intend to subscribe to the offer.

o) Shareholding pattern of the Company before and after the Preferential Issue:

SI No	**Category of Shareholder(s)**	**Pre-Issue**		**Post- issue***	
		No. of shares held	**% of share holding**	**No. of shares held**	**% of share holding**
A	Promoters & Promoter Group Holding				
1	Indian				

a)	Individual	5356733	31.54	10356733	46.59
b)	Family Trust	0	0	0	0
c)	LLP/Any Other (Specify)	5160721	30.04	5310721	23.89
	Sub-Total (A) (1)	10517454	61.94	15667454	70.48
2	Foreign	0	0	0	0
a)	Bodies Corporate	0	0	0	0
	Sub- Total (A)(2)	0	0	0	0
	Total Promoters & Promoter Group Holding (A)	**10517454**	**61.94**	**15667454**	**70.48**
B	**Non-Promoters Holding**				
1	**Institutional Investors**				
a)	Mutual funds	0	0	0	0
b)	FPI	0	0	0	0
c)	Alternate Investment Funds	0	0	0	0
d)	Foreign Companies	0	0	0	0
e)	Insurance Companies	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0
2	**Central Government/ State Government**	0	0	0	0
	Sub-Total (B)(2)	**0**	**0**	**0**	**0**
3	**Non-Institutions**				
a)	Individuals	4046160	23.83	4146160	18.65
b)	NBFCs registered with RBI	0	0	0	0
c)	Any other, specify	454500	2.68	454500	2.04
	Directors and their Relatives	13000	0.08	13000	0.06
	Key Managerial Personnel	207800	1.22	207800	0.93
	IEPF	0	0	0	0
	Trusts	0	0	0	0
	Foreign national	0	0	0	0
	Hindu Undivided Family	470000	2.77	470000	2.11
	Nationalised Banks	0	0	0	0
	Non-Nationalised Banks	0	0	0	0
	Non-Resident Indians	815427	4.80	815427	3.67
	Clearing Member	0	0	0	0
	Bodies Corporate	456000	2.69	456000	2.05
	Body Corporate: Limited Liability Partnership	0	0	0	0
	Sub-Total (B)(3)	**6462887**	**38.06**	**6562887**	**29.52**
	Total Public Shareholding (B)	**6462887**	**38.06**	**6562887**	**29.52**
	Total (A)+(B)	**16980341**	**100**	**22230341**	**100**
C	Shares held by custodians for ADR and GDR	**0**	**0**	**0**	**0**
	Total (A)+(B)+(C)	**16980341**	**100**	**22230341**	**100**

**The post-preferential percentage of shareholding has been calculated on fully diluted basis i.e. assuming that 50,00,000 Warrants allotted on 28.01.2025 have been converted into 50,00,000 equity shares on 1:1 basis, along with the assumption that current issuance of 2,50,000 equity shares have also been allotted.*

p) Time frame within which the Proposed Preferential Issue shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Equity shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

q) Principal terms of assets charged as securities:

Not Applicable

r) Identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and / or who ultimately control the proposed allottees and the percentage of the post-preferential issue capital that may be held by the proposed allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue and Current and proposed status of the Proposed Allottee post the Preferential Issue viz. promoter or non-promoter:

Sr. No.	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of equity		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding *	
1	Anakin Ventures	Promoter/ Promoter group	Mr. Manish Pravinchandra Turakhia	21,000	0.12	1,50,000	1,71,000	0.77	Promoter/ Promoter group
2	Mr. Panthagani John Michael	-	-	0	0	1,00,000	1,00,000	0.45	Public

**The post-preferential percentage of shareholding has been calculated on fully diluted basis i.e. assuming that 50,00,000 Warrants allotted on 28.01.2025 have been converted into 50,00,000 equity shares on 1:1 basis, along with the assumption that current issuance of 2,50,000 equity shares have also been allotted.*

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Preferential Issue.

s) Undertaking:

The Company hereby undertakes that:

a) None of the Company, its Directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
b) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;

d) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.
f) All the Equity Shares held by the Proposed Allottees in the company are in dematerialized form only;

t) <u>Valuation and Justification for the allotment proposed to be made for consideration other than cash:</u>

Not applicable

u) <u>Lock-in period:</u>

The Equity Shares allotted pursuant to the resolutions and the resultant equity shares to be issued and as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

v) <u>Practicing Company Secretary's Certificate:</u>

The certificate from M/s. Krupa Joisar & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: https://valencianutrition.com.

w) <u>Other disclosures:</u>

a) During the period from April 1, 2024, until the date of the Notice of this EGM, the Company made a Preferential Issue of 30,17,500 (Thirty Lakhs Seventeen Thousand and Five Hundred) equity shares of Rs. 10/- (Rupees Ten) each at a price of Rs. 40/- (Rupees Forty) per equity share (including a premium of Rs. 30/- (Rupees Thirty) per equity share), aggregating to Rs. 12,07,00,000/- (Rupees Twelve Crore and Seven Lakh only) and 50,00,000 (Fifty Lakhs) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten) each to Mr. Manish Pravinchandra Turakhia, at a price of Rs. 40/- (Rupees Forty) per Warrant [including a premium of Rs. 30/- (Rupees Thirty) per Warrant] each payable in cash ("Warrants Issue Price") and amount aggregating to of Rs. 5,00,00,000/- (Rupees Five Crore), i.e. 25% of the issue price (i.e. consideration of Rs. 10/- per Warrant) was received upfront , and the allotment was made on January 28, 2025 for the Equity Shares and the Convertible Warrants.
b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
c) Neither the Company nor any of its Directors or Promoters are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent

borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

d) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
e) The Company has obtained Valuation Reports from an independent registered valuer for determining the price. The price is being determined on the basis of the valuation report dated February 12, 2025 issued by M/s. Ajay Kumar Sukhadiya & Associates, Chartered Accountants, Registered Valuer, Registered with ICAI Valuation Registered Valuers Organisation bearing Registration No. IBBI/RV/06/2020/12814.
f) The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for cash consideration.
g) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottee have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law till the date of the EGM during business hours and during the business days (all the days except for Saturdays, Sundays and any Bank Holidays).

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members. Therefore, the Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval by the Members.

The Promoter/Promoter Group may be deemed to be concerned or interested in the said resolution, as Anakin Ventures, one of the subscribers, is part of the promoter group for the Preferential Issue. None of the other Directors, their relatives, or Key Managerial Personnel are in any way concerned or interested in the resolution set out at Item No. 2 of this Notice, except to the extent of their shareholding in the Company.

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