VALENCIA NUTRITION LTD

CIN: U51909KA2013PLC068380

Date: May 21, 2020

To,
BSE Limited,
Corporate Relations Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai
Maharashtra – 400 001

Sub: (Security Code: 542910) Notice of Postal Ballot

Please find enclosed herewith a copy of the Notice of Postal Ballot of the Company, seeking approval of members of the Company, through Postal Ballot for (i) Appointment of M/s. MANIAN & RAO as Statutory Auditors of the Company and (ii) Appointment of Mr. Jaimin Ajay Patwa as Non-Executive Independent Director.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **VALENCIA NUTRITION LIMITED**

Sd/-
Adarsha K R
Company Secretary

Date: 21.05.2020
Place: Bengaluru

VALENCIA NUTRITION LTD

Regd. Office: #134, 6th Main , 1st Block, Banashankari 3rd stage, Bengaluru – 560 085
Corporate Office: #11, 7th Block, 33rd Main, Banagirinagar, Banashankari 3rd stage, Bengaluru – 560 085
Ph: +91 80 26799552 | www.valencianutrition.com | info@valencianutrition.com
CIN: U51909KA2013PLC068380

NOTICE

To,
The Members of the
VALENCIA NUTRITION LIMITED.

Notice is hereby given, pursuant to Section 108 and Section 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the relaxations and clarifications issued by Ministry of Corporate Affairs ('MCA') vide General Circular No. 14/2020 dated 08th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 ('MCA Circulars'), in relation to passing of ordinary and special resolutions by companies under the Companies Act, 2013 through electronic voting (remote e-voting).

The proposed Special Resolution and explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto for your consideration.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars and due to pandemic of COVID-19 (Corona-virus) and extended lockdown, the Company has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to this Notice.

The Board of Directors of the Company, at its meeting held on May 11, 2020 has appointed M/s. VB & Associates represented by its proprietor Mr. Vighneshwar Bhat, (Membership No. 10557 and Certificate of Practice No. 10012), Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. In the event the resolution as set out in the notice is assented by the requisite majority by means of remote e-voting, they shall be deemed to have been passed as Special Business at an Extra Ordinary General Meeting. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed remote e-voting process.

You are requested to carefully read the instructions in this Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. on Friday, June 19, 2020. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter the results of the voting conducted through the remote e-voting process would be announced by the Chairman or Company Secretary of the Company on the website of the Company (www.valencianutrition.com) and communicated to the stock exchanges on or before Saturday, June 20, 2020. The aforesaid result would be displayed on the Stock Exchange (www.bseindia.com) where the shares of the Company are listed and displayed along with the scrutinizer's report on the company's website.

Special Business requiring consent of shareholders:

Item No. 1:

APPOINTMENT OF M/S. MANIAN & RAO AS STATUTORY AUDITORS OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members be and are hereby accorded to approve M/s. MANIAN & RAO, Chartered Accountants, Bengaluru, appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Balakrishna & Co., Chartered Accountants, Bengaluru.

RESOLVED FURTHER THAT M/s. MANIAN & RAO, Chartered Accountants, (Firm Registration No. 001983S) No. 361, 1st Floor, 7th Cross, Jayanagar 1st Block, Bangalore – 560079 shall hold the office of Statutory Auditors from this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit of the Company for the period ended 31st March, 2020 on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT Mrs. Deepthi Anand, Managing Director of the Company be and is hereby authorized to give intimation of this appointment to the Auditors so appointed.

RESOLVED FURTHER THAT Mrs. Deepthi Anand, Managing Director of the Company be and is hereby further authorized to file necessary forms with Registrar of Companies, Karnataka."

Item No. 2:

APPOINTMENT OF MR. JAIMIN AJAY PATWA AS NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149(6), 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jaimin Ajay Patwa (DIN: 08613495) who was appointed as an Additional Director (Non-Executive Independent) in the Board Meeting held on May 11, 2020, be and is hereby appointed as a Non – Executive Independent Director of the Company for a period of 5 years with effect from May 11, 2020."

By order of Board of Directors,

For **VALENCIA NUTRITION LIMITED**

Place: Bengaluru

Date: May 11, 2020

Sd/-

Deepthi Anand

Managing Director

DIN: 05246641

Registered Office:

D. No. 134, 6th Main, 1st Block,

Banashankari 3rd Stage,

Bangalore - 560085

NOTES:

1. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out the material facts and reasons for the proposed Resolutions, is annexed hereto.

2. This Notice is being sent by electronic mode (via e-mail) to those members, whose name appears in the register of members/list of beneficial owners maintained by National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on cut-off date Friday, May 08, 2020 provided by Bigshare Services Private Limited (RTA). Members may note that this Notice is also available on Company's website viz. www.valencianutrition.com. A person who is not a Member on the cut-off date should accordingly treat the Notice as for information purposes only.

3. This Notice is being sent electronically (via e-mail) to all Members whose e-mail addresses are registered with Company's Registrar and Share Transfer Agents ('RTA') or the Depositories.

4. Members whose e-mail addresses are not registered with RTA and the Depositories, are required to provide their email IDs and other necessary details as per below format to the Company or RTA, on or before 5:00 p.m. on Wednesday, May 20, 2020 pursuant to which, any Member may receive on the e-mail ID provided by the Member this Notice and the procedure for remote e-voting:

Name of First Shareholder	
Name of Second Shareholder *(In case joint shareholder)*	
Permanent Account No. (PAN)	
Beneficiary Id/Client Id	
No. Share held	
Email Id	
Mobile No	
Address	

Note: Kindly provide aforesaid details through email at compliance@valencianutrition.com/ Vinayak@bigshareonline.com.

5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and as per MCA circulars the Company is pleased to provide voting by electronic means ("E-Voting") only to its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to

its Members. Voting rights will be reckoned on the paid-up value of share registered in the names of members on Friday, May 08, 2020.

6. 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 upon 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.evotingindia.com to reset the password.

7. Securities and Exchange Board of India ('SEBI') vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 had exempted publication of advertisement in Newspapers, as required under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, since some newspapers had stopped their print versions due to Covid-19 pandemic. However, this Notice will be uploaded on website of the Company for information of all shareholders whose mail Id is not registered with the Company or RTA.

8. The Communication of the assent / dissent to the Special Resolution proposed in the Notice would take place only through remote e-voting.

9. The voting period will commence on Thursday, May 21, 2020, 9:00 AM and will end on Friday, June 19, 2020 5:00 PM for the Members exercising their vote through electronic voting. The remote e-voting module shall be disabled by National Securities Depository Limited ('NSDL') for voting thereafter.

10. The results of the remote e-voting will be declared on Saturday, June 20, 2020 at the registered office of the Company in case normalcy is attained. In case of lockdown, the remote e-voting results and report of the Scrutinizer will be furnished to the BSE Limited and will also be uploaded on the Company's website www.valencianutrition.com.

The instructions for shareholders voting electronically are as under:

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

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. 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***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user 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 email 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'.

6. 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.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

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

5. Cast your vote by selecting appropriate options 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.

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

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

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

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhatvighnesh@gmail.com with a copy marked to evoting@nsdl.co.in.

2. 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 upon 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.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

Item No. 1:

APPOINTMENT OF M/S. MANIAN & RAO AS STATUTORY AUDITORS OF THE COMPANY

M/s. Balakrishna & Co., the existing auditors have submitted their letter of resignation. Provision to Section 139 (8) of the Companies Act, 2013, lays down that where vacancy in the office of an auditor is caused by the resignation of the existing auditors, the vacancy shall be filled by the Board of Directors and the appointment made by the Board shall be approved in a General Meeting within 3 months of the recommendation of the Board. Now the Company decided to appoint M/s. MANIAN & RAO, Chartered Accountants, Bangalore (Firm Registration Number: 001983S) as Statutory Auditors of the Company in place of M/s. Balakrishna & Co., to hold the office from the date of this meeting till the conclusion of the next Annual General Meeting of the Company.

M/s. MANIAN & RAO have also confirmed that they are eligible for appointment as statutory auditors of the Company and does not fall into any criteria of disqualification as per Companies Act, 2013.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof is or are interested, financially or otherwise in the aforesaid resolution except to their shareholding, if any, in the company in the resolution set out in item no. 1.

Hence the aforesaid resolution is placed before the shareholders of the Company for their consent through Postal Ballot and E-voting under Section 110 and Section 108 of the Companies Act, 2013 respectively.

Board of Directors of your Company recommends passing resolution set out in item no. 1 of the Notice as Special Resolution.

Item No. 2:

APPOINTMENT OF MR. JAIMIN AJAY PATWA AS NON-EXECUTIVE INDEPENDENT DIRECTOR

The Board of Director's had appointed Mr. Jamin Ajay Patwa as an Additional Director (Non-Executive Independent) on their meeting duly held on 11th day of May, 2020. The Board of Directors proposing his appointment as Director (Non-Executive Independent) Director of the Company. To appoint him as a Director your approval is sought by way of Ordinary Resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof is or are interested, financially or otherwise in the aforesaid resolution except to their shareholding, if any, in the company in the resolution set out in item no. 2.

Hence the aforesaid resolution is placed before the shareholders of the Company for their consent through Postal Ballot and E-voting under Section 110 and Section 108 of the Companies Act, 2013 respectively.

Board of Directors of your Company recommends passing resolution set out in item no. 1 of the Notice as an Ordinary Resolution.

By order of Board of Directors

For **VALENCIA NUTRITION LIMITED**

Place: Bengaluru

Date: May 11, 2020

Sd/-

Deepthi Anand

Managing Director

DIN: 05246641

Registered Office:

D. No. 134, 6th Main, 1st Block,

Banashankari 3rd Stage,

Bangalore - 560085