



VALENCIA NUTRITION LTD

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Date: September 28, 2023

To,
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Ref:- Scrip Code : 542910
ISIN: INE08RT01016

Sub: - Proceedings of 10th Annual General Meeting ('AGM') held on Thursday, September 28, 2023 at 11:00 a.m.

Dear Sir,

Pursuant to the provisions of Regulation 30, Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the summary of the proceedings of the 10th Annual General Meeting ('AGM') held through electronic mode [video conference or other audio-visual means ("OAVM")] on Thursday, September 28, 2023, at 11:00 a.m. (IST).

Kindly take the same on records and acknowledge the receipt of the same.

**Thanking You,
For Valencia Nutrition Limited**

Jay Shah
Whole-Time Director & CFO
(DIN: 09072405)
(PAN: BJPPS6293E)



Encl:a/a



CIN: L51909MH2013PLC381314

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SUMMARY OF PROCEEDINGS OF THE 10TH ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF VALENCIA NUTRITION LIMITED HELD ON THURSDAY, SEPTEMBER 28, 2023 AT 11:00 A.M. THROUGH ELECTRONIC MODE [VIDEO CONFERENCE OR OTHER AUDIO-VISUAL MEANS ("OAVM")] AND CONCLUDED AT 11:40 A.M.

1. Following Directors were present at the AGM:
 - a. Mr. Stavan Ajmera (Non-Executive Director)
 - b. Mr. Manish Turakhia (Managing Director)
 - c. Mr. Jay Shah (Whole-Time Director & CFO)
 - d. Ms. Prabhha Shankarran (Whole-Time Director)*
 - e. Mr. Paresh Desai (Non-Executive Director)
 - f. Mr. Jaimin Patwa (Non-Executive Independent Director)
 - g. Mr. Geet Shah (Non-Executive Independent Director)#

* Ms. Prabhha Shankarran joined the meeting through Video Conference from USA;

#Mr. Geet Shah joined the meeting through Video Conference from the Kerala;

All other Directors and Key Managerial Personnel joined the meeting through Video Conference from Mumbai.

2. Mr. Stavan Ajmera, Chairman of the Board, commenced the proceeding of the 10th AGM and welcomed all the Members who had joined the meeting via VC and after confirming the presence of the requisite quorum being present, called the meeting to order and mentioned that since the 10th AGM was being held through VC, appointment of proxies by Members was not allowed.
3. Mr. Ajmera informed the members that electronic copies of the Annual Report for FY:2022-23 and Notice convening the 10th AGM were sent to the Members, by e-mail on their registered e-mail id. With due permission of the Members, Mr. Ajmera took the Notice convening the 10th AGM and reports by the Statutory Auditor were taken as read and mentioned that there were no qualifications in the said report.
4. With the permission of the Members, the Secretarial Audit report of the Company was taken as read and the Chairman further informed that there were no qualifications, observations, or comments in the said Report for the year ended 31st March 2023 except the following observation expressed by the secretarial auditor in the said report and the board provided clarifications or explanations for the same-
'The failure to approve its annual audited financial results for the FY:2021-22 within the prescribed timeline under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and accordingly a penalty of Rs. 53,100/- The said non-compliance was inadvertent in nature and the said penalty was paid and was acknowledged the same in time.'
5. Mr. Ajmera later introduced the Board of Directors who were present and were sharing the dais with him, the Statutory Auditor and the Secretarial Auditor of the Company. He also, informed that due to certain exigencies, Mr. Eshanya Gupta (Non-Executive Independent Director) could not attend the meeting.



6. The Chairman informed the Members that the Secretarial Audit report and Statutory Audit report for the financial year 2022-23, statutory registers, Memorandum of Association and Articles of Association and all the other documents as mentioned or referred to in the AGM Notice were available for inspection of Members.
7. The Chairman then invited Mr. Manish Turakhia to update the Members on the development of the business operations of the Company and invited members to ask any query(ies) or make observations and comments if any on the performance of the Company. However, no questions were received from the members and thereafter, the Chairman continued the proceedings.
8. The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, the Company had provided remote e-voting facility which commenced from Monday, September 25, 2023 at 9.00 a.m. (IST) onwards and ended on Wednesday, September 27, 2023, at 5.00 pm (IST) to the Members of the Company whose names appeared in the Register of Members as on the cut-off date i.e Thursday, September 21, 2023 to vote on the resolutions through a platform provided by NSDL.
9. He further informed the Members who were present at the AGM and who had not cast their votes through remote e-voting, may vote during the Annual General Meeting. He further informed that Ms. Krupa Joisar, Proprietor of Associates, Practising Company Secretaries, was appointed as Scrutinizer for scrutinizing the remote e-voting process and e-voting at the AGM.
10. The following items of business as per the Notice of the AGM dated September 02, 2023, were transacted at the meeting:

Sr. No.	Description of the resolutions	Type of Resolution (Ordinary/Special)
ORDINARY BUSINESS:		
1	Adoption of Audited Financial Statements of the Company for the Financial Year ended on March 31, 2023, and the Reports of the Board of Directors and the Auditors thereon.	Ordinary
2	Re-appointment of Ms. Prabhha Shankarran (DIN: 07906258), a Director liable to Retire by Rotation.	Ordinary
SPECIAL BUSINESS:		
3	Appointment / Re-appointment of Mr. Jay Shah (DIN: 09072405) as a Whole-Time Director (WTD) of the company.	Special
4	Appointment / Re-appointment of Ms. Prabhha Shankarran (DIN: 07906258), as a Whole-Time Director (WTD) of the company.	Special
5	Approval of the re-designation and appointment of Mr. Manish Turakhia (DIN:02265579) as the Managing Director of the company.	Special
6	Appointment of Mr. Paresh Desai (DIN: 07412510), as a Non-Executive and Non-Independent Director of the company.	Ordinary



7	Appointment of Mr. Geet Shah (DIN:08532430) as an Independent Director of the company.	Special
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The voting results in accordance with the provisions of Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, on the above resolutions shall be communicated to the Stock Exchanges upon receipt of voting results from the Scrutinizer within 48 hours from the conclusion of AGM.

It was informed to the members that the e-voting window would remain open on the NSDL's evoting platform for 15 minutes from the conclusion of the AGM and requested the members to cast their votes, in case they had not cast vote during the remote e-voting period. The Chairman thanked the shareholders for attending and participating at the Meeting.

The Meeting concluded at 11:40 a.m. with a vote of thanks to the chair.

**Thanking You,
For Valencia Nutrition Limited**



**Jay Shah
Whole-Time Director & CFO
(DIN: 09072405)
(PAN: BJPPS6293E)**

