

CIN: L51909KA2013PLC068380

Date: September 03, 2021

To,
BSE Limited
Department of Corporate Services
Corporate relation department
14th floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Ref :- Security Code : 542910 ISIN : INE08RT01016

Sub: Notice of Annual General Meeting, Book Closure and Record date

Dear Sir,

This is to inform you that pursuant to provision of section 91 of the Companies Act, 2013 and regulation 42 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 Notice is hereby given that the 8th Annual General Meeting of the Company will be held on Tuesday, September 28, 2021 at 11:00 am through electronic mode [video conference or other audio visual means ("OAVM")].

The Register of Members and Share Transfer Book of the Company will be closed from 22nd September, 2021 to 28th September, 2021 (both days inclusive) for the purpose of Annual General Meeting. The Record date (Cut-off date) is 21st September, 2021.

Further it is informed that the company will provide remote e-voting facility to the shareholders for the purpose of casting vote on the resolutions proposed to be passed in the ensuing Annual General Meeting. The remote e-voting period commences from 25th September, 2021 from 9.00 am (IST) onwards and ends on 27th September, 2021 at 5.00 pm (IST).

Kindly take the same on record.

Thanking you,

For Valencia Nutrition Limited

JAY JATIN
SHAH
Jay Shah
Director
(09072405)

Digitally signed by Jay Jatin Shah
DN: cn=Jay Jatin Shah,
o=Valencia Nutrition Limited, ou=Valencia Nutrition Limited,
email=jay.jatin@valencianutrition.com, c=IN
Date: 2021.09.03 10:10:10 +05'30'

Regd. Office: No. 372, 1st Floor, Cabin No.105, W5 No.3, 6th Cross, Golden Square, Wilson
Garden, Bangalore – 560027.

: +91 9686858848 | www.valencianutrition.com | info@valencianutrition.com

NOTICE

NOTICE is hereby given that the **Eighth Annual General Meeting** of the Members of **Valencia Nutrition Limited** will be held on **Tuesday, September 28, 2021**, at **11:00 A.M.** through Video Conferencing or Other Audio Visual means, to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at No. 372, 1st Floor, Cabin No. 105, WS No. 3, 6th Cross, Golden Square, Wilson Garden, Bangalore 560027.

ORDINARY BUSINESS:

- 1) ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the audited financial statements of the Company comprising of the Balance Sheet as at March 31, 2021, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Notes forming part thereof and Annexures thereto alongwith the Report of the Board of Directors and Auditor’s thereon, be and is hereby approved and adopted.”

- 2) RE-APPOINTMENT OF MR. MANISH TURAKHIA (DIN: 02265579), DIRECTOR LIABLE TO RETIRE BY ROTATION

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘Act’) read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Manish Turakhia (DIN: 02265579), who retires by rotation at this Annual General Meeting and being eligible for such re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 3) APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable regulatory provisions, if any, the

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Company hereby appoints M/s. Shah & Modi, Chartered Accountants (FRN: 112426W) as the Statutory Auditors of the Company for a term of 5 (five) consecutive years to hold office from the conclusion of Eighth Annual General Meeting (“AGM”) till the conclusion of the Thirteenth AGM;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

SPECIAL BUSINESS:

4) SHIFTING REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE

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

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act, 2013”) read with the rules framed thereunder (“Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company **from the State of Karnataka to the State of Maharashtra.**

RESOLVED FURTHER THAT upon shifting of the registered office becoming effective, the existing Clause II of the Memorandum of Association of the Company be substituted as follows:

“The Registered Office of the Company will be situated in the State of Maharashtra”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to engage counsels/consultants/executives/advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other regulatory authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to signing, certification and filing of the e-forms with the Registrar of Companies.”

5) APPOINTMENT OF MR. JAIMIN PATWA (DIN: 08613495) AS AN INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV

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and all other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Jaimin Patwa (DIN: 08613495), who was appointed as an Additional Independent Director of the Company with effect from May 11, 2020 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to five consecutive years commencing from May 11, 2020;

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and/or Company Secretary of the Company be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6) APPOINTMENT OF MR. ESHANYA GUPPTA (DIN: 01727743) AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Eshanya Gupta (DIN: 01727743), who was appointed as an Additional Independent Director of the Company with effect from May 31, 2020 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to five consecutive years commencing from May 31, 2021;

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and/or Company Secretary of the Company be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

7) APPOINTMENT OF MR. JAY SHAH (DIN: 09072405) AS WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, consent and approval of the

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Members be and is hereby accorded to appoint Mr. Jay Shah (DIN: 09072405) as a Wholetime Director for a period of 5 (five) years on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit during his tenure as Wholetime Director of the Company, provided that such revision in remuneration does not exceed the limits approved by the Members and as prescribed under Section 197 read with Schedule V of the Act or any other statutory modification(s) or re-enactment(s) thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8) INCREASE IN BORROWING LIMITS UNDER SECTION 180(1)(C) AND CREATION OF CHARGE ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE ACT INCLUDING APPROVAL FOR SALE OF UNDERTAKING

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a), 180(1)(c) and all other applicable provisions of the Companies Act, 2013 read with such Rules as may be applicable (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force) and in terms of the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow moneys from time to time and, if it thinks fit, for creation of such mortgage, charge and/or hypothecation as may be necessary, in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such of the assets of the Company, both present and future, and/or on the whole or substantially the whole of the undertaking or the undertakings of the Company, in such manner as the Board may direct, in favour of financial institutions, investment institutions, banks, insurance companies, mutual funds, trusts, other bodies corporate or any other person(s) (hereinafter referred to as the "Lending Agencies") and / or Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/ foreign currency loans, debentures, bonds and other instruments, including but not restricted to securing those facilities which have already been sanctioned, including any enhancement therein, even though the moneys to be borrowed together with the moneys already borrowed by the Company may exceed at anytime, the aggregate of the paid-up share capital, free reserves and securities premium reserve of the Company, upto a limit of an outstanding aggregate value of Rs. 50 Crores (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the

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Trustees under the Trust Deed and / or to the Lending Agencies under their respective Agreements/Loan Agreements/Debenture Trust Deeds entered/to be entered into by the Company in respect of the said borrowings;

RESOLVED FURTHER THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and Rules made thereunder the consent of members of the Company be and is hereby accorded (including any ratification, if any) consent of the Members be and is hereby accorded to the Board and authorize the Board to sell, lease or otherwise dispose of the whole or substantially the whole of any 'undertaking' of the Company on such terms and conditions as the Board may deem fit and necessary in the bonafide interest of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company."

9) INCREASE IN LIMITS FOR INVESTING, GRANTING LOANS, PROVIDING SECURITY AND GIVING GUARANTEE UNDER SECTION 186

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

"RESOLVED THAT pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board of Directors of the Company to (a) grant/give loans, from time to time, on such terms and conditions as it may deem expedient, to any person or other bodies corporate; (b) provide guarantee / security to secure any loan / obligations of any other person or bodies corporate; and (c) acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate, in excess of limits prescribed under Section 186 of the Companies Act, 2013 by an aggregate sum of upto Rs. 50 Crores (Rupees Fifty Crores only), notwithstanding that the aggregate of loans and investments so far made and/or guarantees so far issued to entities other than wholly owned subsidiaries of the Company, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed limits prescribed under Section 186 of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or

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expedient, or settle the terms and conditions of such transaction(s), from time to time, and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company.”

For Valencia Nutrition Limited

Sd/-

Stavan Ajmera
Chairman
(DIN: 08112696)
Place: Mumbai

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. Additional information of Director seeking re-appointment at the ensuing AGM, as required under Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of the SS-2, is annexed to the Notice.
2. In view of the COVID-19 pandemic and the need for ensuring social distancing, the Government of India, Ministry of Corporate Affairs ("MCA") allowed conducting Annual General Meeting through video conferencing (VC) or other audio-visual means (OAVM) without the physical presence of Members at a common venue. Accordingly, MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 ("MCA Circulars"), prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. MCA vide its Circular No. 02/2021 dated January 13, 2021 extended the time line for holding of Annual General Meetings through VC/OAVM till December 31, 2021. Securities and Exchange Board of India ("SEBI") also vide its Circular dated May 12, 2020, permitted holding of Annual General Meetings through VC/OAVM which was further extended by its circular dated January 15, 2021 ("SEBI Circulars") till December 31, 2021. In compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars and applicable provisions of the SEBI Circulars, the Eighth Annual General Meeting (AGM) of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
3. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

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5. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. 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 AGM. 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 AGM, i.e. September 28, 2021. Members seeking to inspect such documents can send an email to compliance@valencianutrition.com.
7. Member holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA viz. Bigshare Services Private Limited.
8. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form and submit their PAN to the Company/ RTA viz. Bigshare Services Private Limited.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 22nd September, 2021 to Tuesday, 28th September, 2021.**

10. Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 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 facility to exercise their right to vote on resolutions proposed to be considered at Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
2. The facility for e-voting will be provided during the Annual General Meeting. The procedure for the same is explained below.
3. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on **Saturday, 25th September, 2021 (9:00 a.m.)** and ends on **Monday, 27th Septmeber, 2021 (5:00 p.m.)**. During this period members’ of the

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Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Tuesday, 21st September, 2021**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

5. The process and manner for remote e-voting and joining the AGM is given as Annexure 1 of this Notice.

11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Tuesday, 21st September, 2021 shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM. Any person who becomes a Member of the Company after sending of Annual Report and holding shares as on Tuesday, September 21, 2021 shall also follow the procedure stated herein. A person who is not a Member as on Tuesday, September 21, 2021 should treat this Notice for information purposes only.

12. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote during the AGM.

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

14. The Scrutinizer shall after the conclusion of e-voting at the AGM, 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 AGM to the Stock Exchanges as required under Regulation 44(3) of the SEBI Listing Regulations.

15. The 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 CDSL www.evotingindia.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. **GREENINTIATIVE**
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/registrar 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

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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 foliono.

17. As per regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except for transmission or transposition of securities. In view of this and to eliminate all risks associated with the physical shares members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact Company or Company’s Registrar and Transfer Agents of the Company for any support in this regard.
18. Members can avail of the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act.
19. All queries relating to Share Transfer and allied subjects should be addressed to:
Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East,
Mumbai – 400 059

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”) & RULES MADE THEREUNDER AND APPLICABLE LAWS

Item No. 4

As majority of new management of the Company belongs to Mumbai, Maharashtra, the Company wishes to change the registered office of the Company from the State of Karnataka to State of Maharashtra as this will save the administrative costs of the Company and will also provide new business avenues. Also, majority of members of the Company are based in and around Mumbai, Maharashtra

The Board of Directors of the Company at its meeting held on September 1, 2021, proposed to shift the Registered Office of the Company from the State of Karnataka to the State of Maharashtra, considering, interalia, the following reasons:

- a) To exercise the better administrative and economic control over the Company;
- b) To encourage the shareholders’ participation in the general meetings of the Company;
- c) To increase operational and management efficiency;
- d) To integrate business functions, and optimization of administrative expenses

Further, the proposed shifting of the office is not prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

Since the aforementioned amendment falls within the ambit of Section 13 of the Companies Act, 2013, approval of members is sought by way of a Special Resolution. Further, the alteration of Memorandum

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of Association relating to the place of Registered Office from one State to another shall not take effect unless approved by the Central Government (powers delegated to the Regional Director).

None of the Directors, Promoters and Key Managerial Personnel of the Company or their respective relatives except to the extent of their shareholding entitlements, if any, are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5

The Nomination and Remuneration Committee after considering the skills, experience and expertise recommended the name of Mr. Jaimin Patwa for appointment of independent director and the Board of Directors of the company through resolution passed in their meeting held on May 11, 2020 had appointed Mr. Jaimin Patwa as Additional Director of the company till the date of the ensuing annual general meeting. Accordingly, in terms of the provisions of Companies Act, 2013 approval of the member's of the company is required for regularization of Mr. Jaimin Patwa as Director of the company. None of the Director's of the company is concerned or interested in the resolution. The Board recommends the resolution set forth in item no.5 for the approval of the members.

Brief Profile of Jaimin Patwa is mentioned below:

Sr. No	Details of events that need to be provided	Information of such event(s)
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Mr. Jaimin Patwa has been appointed as an Additional Independent Director of the Company.
2.	Date of appointment (as applicable) Term of appointment	Effective from May 11, 2020 Mr. Jaimin Patwa will be responsible for all functions of an Independent Director of the Company for a term of 5 years.
3.	Brief Profile (in case of appointment)	MBA in Capital Market. He has immense knowledge and experience of 9 years in the Capital Market.
4.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable

Item No. 6

Appointment of Mr. Eshanya Gupta as an Independent Director.

The Nomination and Remuneration Committee after considering the skills, experience and expertise

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recommended the name of Mr. Eshanya Gupta for appointment of independent director and the Board of Directors of the company through resolution passed in their meeting held on May 31, 2021 had appointed Mr. Eshanya Gupta as an Additional Director of the company till the date of the ensuing annual general meeting. Accordingly, in terms of the provisions of Companies Act, 2013 approval of the member's of the company is required for regularization of Mr. Eshanya Gupta as director of the company. None of the Director's of the company is concerned or interested in the resolution. The Board recommends the resolution set forth in item no.6 for the approval of the members.

Brief Profile of Mr. Eshanya Gupta is mentioned below:

Sr. No	Details of events that need to be provided	Information of such event(s)
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Mr. Eshanya Gupta has been appointed as an Additional Independent Director of the Company.
2.	Date of appointment (as applicable) Term of appointment	Effective from May 31, 2021 Mr. Eshanya Gupta will be responsible for all functions of an Independent Director of the Company for a term of 5 years.
3.	Brief Profile (in case of appointment)	Mr. Eshanya Gupta is a competent professional having more than 23 years of experience in the field of Corporate Finance, Strategic Finance, Strategic Planning & execution, Fund Raising, Project Financing, Financial Accounting, Treasury & Taxation & setting up of Overseas Subsidiary & also demonstrated success scaling companies in private & public organisation. He is recognized for maximizing company performance by implementing appropriate funding tactics, including venture capital, debt, crossover financing & public offerings. He has managed a group of companies with a turnover of more than Rs 1000 Crores & having expertise in areas related to Banking, Import & Export, Liasoning with the government institutions & litigation related to companies. He has served as a Director Finance & HR in Pune based company for 16 years & also served as a Director in a subsidiary company at Singapore & Oman. These companies are

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		involved in varied business activities in varied segments. Also, he is serving as an Independent Director & Member of audit committee & member of nomination & remuneration committee at D&H sIndia Ltd, BSE listed company.
4.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable

Item No 7:

Appointment of Mr. Jay Shah as a Whole time Director.

In terms of provisions of Section 196, 197, 198 and Schedule V of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on September 1, 2021 has, subject to approval of members, appointed Mr. Jay Shah as a Wholetime Director for a period of 5 (five) years from September 1, 2021, on terms and conditions including remuneration as recommended by Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek the members' approval for the appointment of Mr. Jay Shah as a Wholetime Director on the terms and conditions including terms of remuneration as may be discussed between Mr. Jay Shah and the Board of Directors of the Company.

The Board of Directors are of the opinion that Mr. Jay Shah (DIN: 09072405) who devotes his whole time of working hours to the company and as on the date of this AGM Notice hold no shares of the Company.

The terms and conditions including the remuneration to be paid in the event of Loss or inadequacy of profit in any financial year during the tenure of his appointment shall be within the limits as prescribed in Schedule V.

1. Basic Salary:

As the Company is in losses, the Board in its meeting held on September 1, 2021 has decided not to pay any salary, temporarily. Once the operations of the Company are streamlined, on the basis of recommendation of NRC the Board shall decide on the same in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time.

2. Perquisites & Allowances

In addition to the prescribed basic salary, special allowance and performance linked incentive shall be paid; Mr. Jay Shah will also be entitled to perquisites and allowances like dearness allowance, conveyance expense and leave travel allowance as per the policy of the Company.

3. General

- i. The Director shall perform his duties as such with regard to all the work of the Company and shall manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.
- ii. The Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- iii. The Director shall adhere to the Company's Code of Ethics & Conduct

The Board of Directors will determine the amount of increments payable every year depending on the performance of the Wholetime Director, profitability of the Company and other relevant factors

Mr. Jay Shah satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Subsection (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of section 164 of the Act.

Pursuant to the provisions of Sections 196, 197, 198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company is sought for his appointment as a Wholetime Director.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) is concerned or interested financially or otherwise, in this resolution

The brief profile is enclosed herewith:

Name of the Director	Mr. Jay Shah
DIN	09072405
Age	22 years
Date of Birth	30/09/1998
Date of Appointment as Wholetime Director	01/09/2021
Qualifications	Post graduate diploma in finance management from Narsee Monjee Institute of Management Studies (NMIMS). He cleared mutual fund distribution module of AMFI (Association of Mutual funds India) and he is also cleared level 1 of CFA (Chartered Financial Analyst, USA). He is also having the Degree of BFM (Bachelor of financial markets) from Narsee Monjee School of Commerce and economics.
Shareholding in the Company	Nil

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Nature of Expertise & Experience	Worked as Deputy Manager-Wealth with ICICI Bank form June, 2019 till September, 2020.
Terms and Conditions of Appointment/re- appointment	Tenure of the appointment will be for five years with effect from September 1, 2021
Details of Remuneration sought to be paid	Within the limits specified under Schedule V
Remuneration last drawn	Nil
Number of Meetings attended during the year	For the the board meetings held from 1st April, 2020 to 31st March, 2021, none of the meetings were attended by Mr. Jay Shah as he got appointed on 1st March, 2021 as an additional director.
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Not Applicable
Name of the other Companies in which also holds Directorship	None

Particulars of Information as per Schedule V under section 196 and 197 of Companies Act, 2013

I. General information:	
(1) Nature of industry	Non-Alcoholic Beverages
(2) Date or expected date of commencement of commercial production	Date of incorporation: 01/04/2013
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A

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(4) Financial performance based on given indicators	Particulars	2020-21	2019-20
	Total revenue for the year	97,78,137	2,37,40,604
	Profit before depreciation, exceptional Items & Taxes	(2,96,81,445)	(4,21,37,552)
	Depreciation for the year	13,42,663	12,28,002
	Profit before exceptional items	(3,10,24,108)	(4,33,65,555)
	Exceptional items	(47,40,000)	-
	Profit/(loss) before tax	(3,57,64,108)	(4,33,65,555)
	Tax for the year (including deferred tax - net)	-	-
	Net profit / (loss)	(3,57,64,108)	(4,33,65,555)
	(5) Foreign investments or collaborations, if any.	Nil	
II. Information about the appointee:			
(1) Background details	Post graduate diploma in finance management from Narsee Monjee Institute of Management Studies (NMIMS). He cleared mutual fund distribution module of AMFI (Association of Mutual funds India) and he is also cleared level 1 of CFA (Chartered Financial Analyst, USA). He is also having the Degree of BFM (Bachelor of		

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	financial markets) from Narsee Monjee School of Commerce and economics.
(2) Past remuneration	Nil
(3) Recognition or awards	-
(4) Job profile and his suitability	Appointment as Wholetime Director
(5) Remuneration proposed	As the Company is in losses, the Board in its meeting held on September 1, 2021 has decided not to pay any salary, temporarily. Once the operations of the Company are streamlined, on the basis of recommendation of NRC the Board shall decide on the same in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration that will be paid to Mr. Jay Shah is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses. Moreover in his position as Wholetime Director and Chief Financial officer of the Company, Mr. Jay Shah devotes his substantial time in overseeing the operations of the Company.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Not Applicable
III. Other information:	
(1) Reasons of loss or inadequate profits	The Company has not incurred adequate profit on financial year ended March 31, 2021 due to market situation which worsened due to the global pandemic - COVID 19.

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(2) Steps taken or proposed to be taken for improvement	The Company is in process of launching new products to meet the consumer demand.
(3) Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve operational and financial performance
IV. Disclosures	As provided to the Board in Board meeting dated September 1, 2021.

Item No. 8

The operations of the Company will increase substantially and in order to meet the growing fund requirements of the Company for both short term as well as long term and for general corporate purposes, the Company may require to borrow, from time to time, by way of loans and/or issue of bonds, debentures or other securities and it is therefore recommended to enhance the borrowing limits of the Company upto Rs.50 Crores. Similarly, the Company might have to create charge over its assets or provide it as a security or provide guarantee against the borrowed funds under the provisions of the Section 180(1)(a) of the Companies Act, 2013 and it is therefore proposed to enhance the limit upto Rs. 50 Crore under the provisions of the Section 180(1)(a). It is hereby informed to the members that to meet the funding requirement, the Company has sold one of its land situated at Bangalore and accordingly seek ratification of the members for the same.

Further, Pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act 2013, the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business and provide guarantee or security against any assets of the Company against such borrowed funds, with the consent of the Company by a special resolution.

None of the Directors, Promoters and Key Managerial Personnel of the Company or their respective relatives except to the extent of their shareholding entitlements, if any, are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.8 of the Notice.

Item No. 10

Pursuant to the Section 186(2) of the Companies Act, 2013, no Company shall directly or indirectly give any loan to any person or other body corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, or invest its funds, exceeding

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sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more without availing approval of the members via special resolution.

Accordingly, it is recommended to make necessary proposal to seek the approval of the shareholders to authorize the acquisition of securities, giving loans, guarantees or providing securities or invest the funds of the Company upto Rs.50 Crore (Fifty Crore only) under Section 186(3) of the Companies Act, 2013 by way of a special resolution.

None of the Directors, Promoters and Key Managerial Personnel of the Company or their respective relatives except to the extent of their shareholding entitlements, if any, are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10 of the Notice.

For **VALENCIA NUTRITION LIMITED**

Sd/-

Stavan Ajmera

(DIN: 08112696)

Place: Mumbai

Date: September 01, 2021

Annexure - A

The relevant details of Directors who is proposed to be re-appointed Directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

Particulars	Mr. Manish Turakhia
Current Position	Non-Executive Director (Liable to retire by rotation)
Age	55 Years
sQualification	B.Com
Experiencess	35 years of industrial experience.
Date of first Appointment	18/12/2017
Remuneration Drawn	Nil
Terms and Conditions of Re - Appointment	Appointed as a Director liable to retire by rotation
Number of Board Meetings attended during the year	7
Shareholding in the Company	8,27,879
Relationship with Other Directors	There is no relationship with any of the Directors
Directorship in other listed entities	Nil
Memberships / Chairmanship of Committees in other Companies	Nil
Other Directorships	Veer Haria Securities Private Limited Veer Capital Management Private Limited



THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Saturday, September 25, 2021 at 9:00 am and ends on Monday, September 27, 2021 at 5: 00 pm During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 21, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type	of	Login Method
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shareholders	
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>1) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p> <p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option.</p>

<p>demat mode) login through their Depository Participants</p>	<p>Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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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. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.s
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@valencianutrition.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.