



VALENCIA NUTRITION LTD

Corporate Office: 601A, Neelkanth Business Park, 6th Floor, A Wing, Nathani Road, Vidyavihar (West), Mumbai - 400086. • T.: +9122 25094351/2

E.: consumer@valencianutrition.com • W.: www.valencianutrition.com

Regd office: Valencia Nutrition Ltd, Shop No 4, B Wing, Paramount Building, Tilak Nagar, Mumbai 400089.

NOTICE

NOTICE is hereby given that the **Extra-Ordinary General Meeting (EGM)** of the Members of **Valencia Nutrition Limited (AGM)** will be held on **Tuesday, December 20, 2022, 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 SH-4, A Wing, Bldg. No. 34, Tilak Nagar, Chembur, Sahvas Co-operative HSG Soc, Mumbai - 400089.

SPECIAL BUSINESS:

- 1. Increase in authorised share capital of the Company and consequential amendment of the capital clause in the Memorandum of Association (MoA) 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 13(1) read with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications, amendments and re-enactments thereof for the time being in force) and subject to the approval of the Registrar of Companies, Mumbai, Maharashtra or such other authority, as may be required, the Authorised Share Capital of the Company be and is hereby increased from the existing 5,70,00,000 (Rupees Five Crore Seventy lakhs) divided into 57,00,000 (Fifty-Seven Lakhs) equity shares of the face value of Rs.10 (Rupees Ten) each to Rs. 14,20,00,000 (Rupees Fourteen Crore Twenty Lakhs) divided into 1,42,00,000 (One Crore Forty-Two Lakhs) equity shares of the face value of Rs.10 (Rupees Ten) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following clause:

"V. The authorized share capital of the Company is Rs. 14,20,00,000 (Rupees Fourteen Crore Twenty Lakhs) divided into 1,42,00,000 (One Crore Forty-Two Lakhs) equity shares of the face value of Rs.10 (Rupees Ten) each."

RESOLVED FURTHER THAT any one Director of the Company be and are hereby severally authorized to sign necessary e-forms and returns and other documents and to do all such acts, deeds and things as may be necessary or incidental to give effect to the above resolutions and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable."

CIN: L51900KA201PLC068380



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2. Approval for availing of the non-interest-bearing unsecured loan from Director(s) and/or Promoter(s) with an option for conversion of the loan into Equity Shares of the Company:

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

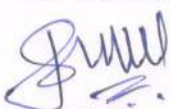
"RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications, amendments and re-enactments thereof for the time being in force), the enabling provisions of the Memorandum of Association (MoA) and Articles of Association (AoA) of the Company, the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, ('SEBI ICDR Regulation'), SEBI (Substantial Acquisitions of Shares and Takeover) Regulations, 2011, ('SEBI Takeover Regulations'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, and in accordance with other applicable policies, rules, regulation, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India and subject to such approval(s) and condition(s) as may be applicable, the consent 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 expression shall be deemed to include any Committee duly constituted by the Board to exercise its powers, including the powers conferred by this Resolution) in respect of availing of an unsecured loan up to an amount of Rs. 4,00,00,000 (Rupees Four Crores Only) from Mr. Manish Turakhia (DIN:02265579), Director and Promoter of the Company, on the terms and conditions as may be approved by the Board from time to time as mentioned in the loan agreement executed between the Company and Mr. Manish Turakhia (DIN:02265579), Director and Promoter, which provide for an enabling option to Mr. Manish Turakhia (DIN:02265579), Director and Promoter of the Company to convert the whole or any part of such outstanding unsecured loan into fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company by way of Preferential Issue and / or Right Issue, on one or more occasions during the currency of such Loan from time to time:

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, including allotment and issue of the requisite number of fully paid-up Equity Shares of the Company upon conversion of such unsecured loan to Mr. Manish Turakhia (DIN:02265579), Director and Promoter of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable or as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto as the Board in its absolute discretion may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this Resolution on it, to any Committee of Directors or any person(s), as it may in its absolute discretion deem fit in order to give effect to this Resolution."

For Valencia Nutrition Limited



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



Place: Mumbai

Date: November 28, 2022

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 Extra-Ordinary General Meeting ('EGM') is annexed hereto as Annexure 1.
2. In view of continuing COVID-19 pandemic, pursuant to General Circular No. 2/2022 dated May 5, 2022 issued by Ministry of Corporate Affairs ('MCA Circular') and in compliance with the provisions of the Companies Act, 2013, read with the rules made thereunder and SEBI Listing Regulations, the EGM is being convened 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 of the EGM.

Accordingly, Notice of the EGM is being sent by electronic mode to those members whose e-mail address is registered with the Company/Depositories, unless any member has requested for a physical copy of the same.

3. Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014 provides for appointment of proxy to attend and vote at a general meeting on behalf of the member who is not able to physically attend the EGM. Since the EGM is being held through VC/OAVM and in accordance with the MCA Circular, 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 EGM and therefore, 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 EGM as per Section 103 of the Act. Members holding equity shares of the Company as on Tuesday, December 13, 2022 ('Cut-off date') can join the meeting anytime 15 minutes before the commencement of the AGM by following the procedure as outlined in Annexure - 2 to the Notice.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution to krupa@krupajoisar.com with a copy marked to helpdesk.evoting@cdslindia.com and compliance@valencianutrition.com authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. 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 EGM, i.e. December 20, 2022. 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.

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 **Tuesday, December 13, 2022 to Tuesday, December 20, 2022 (both days inclusive)**.
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 with a facility to exercise their right to vote on resolutions proposed to be considered at EGM 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 Extra-Ordinary 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 EGM. The procedure for the same is explained below.
 - Members present at the EGM through VC/OAVM facility and who have not cast their vote on resolutions set out in the AGM Notice through remote e-voting, and who are not otherwise barred from doing so, shall be allowed to vote through e-voting facility during the EGM. However, the members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM 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 EGM. If a Member cast votes by both modes, then voting done through remote e-voting shall prevail.
 3. The remote e-voting period commences on **Saturday, December 17, 2022 (9:00 a.m. IST)** and ends on **Monday, December 19, 2022 (5:00 p.m. IST)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off** date of **Tuesday, December 13, 2022**, 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.
 4. The process and manner for remote e-voting and joining the EGM is given as Annexure 3 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, December 13, 2022** shall be entitled to avail the facility of remote e-voting as well as e-voting at the EGM. Any person who becomes a Member of the Company after sending of Notice of the EGM and holding shares as on **Tuesday, December 13, 2022** shall also follow the procedure stated herein. A person who is not a Member as on **Tuesday, December 13, 2022** should treat this Notice for information purposes only.

12. Members who wish to raise queries at the EGM may register themselves as 'Speaker' by sending a request to the said effect from their registered email address, to the e-mail ID: compliance@valencianutrition.com quoting their name, DP ID and Client ID/folio number, on or before **Thursday, December 15, 2022**.
13. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote during the EGM.
14. M/s. Krupa Joisar & Associates represented by its proprietor Ms. Krupa Joisar, Practicing Company Secretary (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 EGM and remote e-voting process in a fair and transparent manner.
15. The Scrutinizer shall after the conclusion of e-voting at the EGM, 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 EGM to the Stock Exchanges as required under Regulation 44(3) of the SEBI Listing Regulations.
16. 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.
17. **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 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, Big share 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.
18. 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.
19. 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.
20. 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.

For Valencia Nutrition Limited



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



Place: Mumbai

Date: November 28, 2022

Annexure:1

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

Item no.1

The Board in their meeting held on November 14, 2022, approved an increase in authorised share capital from Rs. 5,70,00,000 (Rupees Five Crore Seventy lakhs) to Rs. 14,20,00,000 (Rupees Fourteen Crore Twenty Lakhs) for operational flexibility. Accordingly, pursuant to the provisions of the Companies Act, 2013, the MoA of the Company is required to be amended to give effect to the aforesaid increase in authorised share capital. The Board seek the approval of the Members for the said increase in authorised share capital and amendment in the constitutional documents of the Company.

The Board recommends the aforesaid Ordinary Resolution as set out at Item No.1 of the Notice for approval by the Members.

None of the Directors or 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

In order to meet the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. In this connection, it is proposed to raise an unsecured loan from Mr. Manish Turakhia (DIN:02265579), Director and Promoter of the Company, for an amount up to Rs. 4,00,00,000 (Rupees Four Crores Only) with an option to convert this unsecured loan into Equity shares by way of Preferential Issue and/or Right Issue, to be decided by the Board at a later date.

Following are the terms and conditions of said loan inter-alia provide for an option to convert the outstanding loan amount into Equity Shares of the Company

Terms of the Unsecured Loan and the Conversion:

- i. the conversion right reserved as aforesaid may be exercised by Mr. Manish Turakhia (DIN:02265579), Director and Promoter of the Company, on one or more occasions during the currency of the Financial Assistance;
- ii. The unsecured loan shall remain interest-free till the time of conversion of the loan or the repayment, as the case may be;
- iii. On receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Companies Act, SEBI Regulations and financing documents, allot and issue the requisite number of fully paid-up equity shares to Mr. Manish Turakhia (DIN:02265579), Director and Promoter of the Company, as from the date of conversion and he may accept the same in satisfaction of the part of the loans so converted. The conversion of loan, if any, will be by way of Preferential Issue and / or Right Issue, to be decided by our Board at the appropriate time;
- iv. Upon such conversion, the repayment installments of the loan payable after the date of conversion as per the provisions of the Companies Act, SEBI Regulations financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Mr. Manish Turakhia (DIN:02265579), Director and Promoter of the Company, shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.
- v. In the event that Mr. Manish Turakhia (DIN:02265579), Director and Promoter of the Company, exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to him as a result of the conversion, and list the shares in the Stock exchanges where Company's shares are presently listed and for the said purpose the Company shall take all such steps as may be necessary to ensure that the equity shares are listed in the Stock Exchanges.
- vi. The loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

Pursuant to the provisions of section 179(3)(d) read with proviso of Rule 2(1)(c)(viii) of companies (Acceptance of deposits) Rules 2014 and any other applicable provisions of the Companies Act, 2013 the above proposal requires the approval of the members of the Company by way of Special Resolution.

The Board recommends the aforesaid Special Resolution as set out at Item No.2 of the Notice for approval by the Members.

None of the Directors or their Relatives or Key Managerial Personnel of the Company, except Mr. Manish Turakhia (DIN:02265579), is in any way concerned or interested in the Resolution set out at Item No 2 of this Notice.

Annexure 2

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

- (i) The voting period begins on **Saturday, December 17, 2022 (9:00 a.m. IST)** and ends on **Monday, December 19, 2022 (5:00 p.m. IST)**. 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, December 13, 2022** 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 shareholders	Login Method
<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.nsd.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</p>

	<p>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 demat mode) login through their Depository Participants</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. 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>

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
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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30.

(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	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.

Date of Birth (DOB)	<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.
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- (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.
- (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.

If you have any queries or issues regarding attending EGM & 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.
