



# VALENCIA NUTRITION LTD

CIN: U51909KA2013PLC068380

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

**Security Code: 542910**

Dear Sir/madam,

**Sub: Notice of 7<sup>th</sup> Annual General Meeting (AGM) to be held on Wednesday, September 30,2020**

Please find attached herewith the Notice of 7<sup>th</sup> Annual General Meeting of the Company along with the annexure, to be held on Wednesday, September 30, 2020 at 11.00 A.M. at #11, 7th Block, 33rd Main, Banagirinagar, Banashankari 3rd stage, Bengaluru – 560 085.

You are requested to kindly update above information on your record.

Thanking you,

Yours faithfully,

For **VALENCIA NUTRITION LIMITED**



Sd/-  
Adarsha K R  
Company Secretary  
ACS: 43156

Date: 07.09.2020  
Place: Bengaluru

NOTICE

NOTICE is hereby given that the **Seventh Annual General Meeting** of the Members of **Valencia Nutrition Limited** will be held on **Wednesday, September 30, 2020 at 11:00 A.M.** at **#11, 7th Block, 33rd Main, Banagirinagar, Banashankari 3rd Stage, Bengaluru – 560 085** to transact the following business:

**ORDINARY BUSINESS:**

- 1) To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020, together with the Report of the Board and the Auditors thereon;
- 2) To appoint a Director in place of Ms. Shankarran Prabhha (DIN: 07906258), who retires by rotation and being eligible, offer herself for re-appointment. and
- 3) To consider and, if thought fit , to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made thereunder as amended from time to time, M/s. Manian & Rao, Chartered Accountants (Firm Registration No. 001983S) who have confirmed their eligibility for the appointment pursuant to Section 141 of the Act as Statutory Auditors of the Company be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting to hold such office for a period of five years till the conclusion of Twelfth Annual General Meeting at such terms and Remuneration as may be agreed upon to conduct the Statutory Audit of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act) and Details of directors to be re-appointed, in respect of the business as set out in the Notice is annexed hereto.
2. This Notice is being to members of the Company as appearing in Register of Members.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY’S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE BLANK PROXY FORM IS ENCLOSED.**
4. Members/Proxy holder/Authorized Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
5. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and

manner of e-voting along with the Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode.

6. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
7. 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.
8. Relevant documents referred to in the Notice, statutory registers will be available for inspection by the members at the Registered Office of the Company during normal business hours on working days. Members desiring to seek information with respect to the businesses in this notice are requested to send their queries at least Seven days before the date of the meeting so that the information can be made available at the meeting.
9. A route map showing directions to reach the venue of the meeting is given in this Notice.
10. Once the vote on a resolution is cast by the member, the member shall not allow changing it subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided ballot papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
11. 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.
12. 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.
13. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 24, 2020 to Wednesday, September 30, 2020.**
14. **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 National Securities Depository Limited (NSDL).
  2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  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 **Sunday, September 27, 2020 (9:00 a.m.)** and ends on **Tuesday, September 29, 2020 (5:00 p.m.)**. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, September 23, 2020**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL 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 are as under:**

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

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:
5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bhatvighnesh@gmail.com](mailto:bhatvighnesh@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

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

15. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
16. M/s. VB & Associates represented by its Proprietor Mr. Vighneshwar Bhat, Practicing Company Secretary (C.P. No.: 10012) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
17. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
18. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, 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 forthwith.
19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.valencianutrition.com](http://www.valencianutrition.com) and on the website of NSDL 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.

## 20. GREEN INITIATIVE

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' initiated by the Ministry of Corporate Affairs, Government of India (MCA), by its recent circulars, enabling electronic delivery of documents including the annual reports, notices, circulars to shareholders at their e-mail address previously registered with the depository participants (DPs)/company/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 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.

21. 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.

22. 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. 3**

The members of the Company to fill casual vacancy created due to resignation of earlier Auditor, approved the appointment of M/s. Manian & Rao, Chartered Accountants, (ICAI Firm Registration No.: 001983S) as the Statutory Auditors of the Company for conducting Statutory Audit of the Company for the FY 2019-20 through Postal Ballot e-voting. The term of the Statutory Auditors M/s. Manian & Rao will be completing on conclusion of this AGM. The present remuneration of Auditors for conducting audit of standalone accounts of the Company for the financial year 2019-20 is INR 1.05 Lakhs plus applicable taxes and reimbursement of out-of-pocket expenses incurred on actual basis.

The Board of Directors of the Company ('the Board'), on recommendation of Audit Committee, recommended the appointment of M/s. Manian & Rao, Chartered Accountants (Firm Registration No. 001983S), as the statutory auditors of the Company for approval of members for a term of five years from the conclusion of this AGM till the conclusion of the 12th AGM.

The Board and the Audit Committee considered various parameters like size of the firm, capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, technical knowledge of the team etc., and found Manian & Rao to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

The Board will decide on the professional fees plus applicable taxes and reimbursement of out of pocket expenses at the actuals, if any to be paid to the Auditors based on the mutual discussion with the Auditors for the financial year 2020-21, towards carrying out the statutory audit of the Company.

M/s. Manian & Rao have consented to act as the Statutory Auditors and have confirmed that the said appointment, if made, will be in accordance with Section 139 read with Section 141 of the Act.

Accordingly, the Board of Directors recommends the resolution set out at item no. 3 for approval of members of the Company as an ordinary 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. 3 of the Notice.

**Registered Office:**

D. No. 134, 6th Main, 1st Block, Banashankari,  
3rd Stage, Bangalore - 560085

Tel : 080 – 26799552

CIN:U51909KA2013PLC068380

Website: <http://www.valencianutrition.com>

Email:info@valencianutrition.com

**By Order of The Board of Directors**  
**For VALENCIA NUTRITION LIMITED**

Sd/-

**Adarsha K R**

(Company Secretary)

Bengaluru, Sunday, September 06, 2020



**ROUTE MAP TO THE 7<sup>th</sup> AGM VENUE**

**Venue Address: #11, 7th Block, 33rd Main, Banagirinagar, Banashankari 3rd Stage, Bengaluru – 560 085**





**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;

<b>Particulars</b>	<b>Ms. Shankarran Prabhha</b>
<b>Current Position</b>	Executive Director (Liable to retire by rotation)
<b>Age</b>	50 Years
<b>Qualification</b>	M.com, Diploma in Business Management
<b>Experience</b>	13 years of experience in the field of human resources, operations and management.
<b>Date of first Appointment</b>	December 18, 2017
<b>Remuneration Drawn</b>	Rs. 6.33 Lacs (in FY 2019-20)
<b>Terms and Conditions of Re – Appointment</b>	As per the resolution at item no. 2 of the Notice convening this Meeting.
<b>Number of Board Meetings attended during the year</b>	Attended all the Board meetings held till date in F.Y. 2019-20
<b>Shareholding in the Company</b>	10,400 Equity Shares
<b>Relationship with Other Directors</b>	There is no relationship with any of the Directors
<b>Directorship in other listed entities</b>	NIL
<b>Memberships / Chairmanship of Committees in other Companies</b>	NIL
<b>Other Directorships</b>	NIL