



**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.

**Date: September 06, 2022**

To,  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P. J. Towers  
Dalal Street, Fort,  
Mumbai - 400 001

**Ref :- Scrip 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 the Notice is hereby given that the 9<sup>th</sup> Annual General Meeting (AGM) of the Company will be held on Thursday, September 29, 2022 at 12:00 noon 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 Thursday, September 22, 2022 to Thursday, September 29, 2022 (both days inclusive) for the purpose of Annual General Meeting. The Record date (Cut-off date) will be Thursday, September 22, 2022.

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 Sunday, September 25, 2022 at 9.00 a.m. (IST) onwards and ends on Wednesday, September 28, 2022 at 5.00 p.m. (IST).

Kindly take the same on record.

Thanking you,

**For Valencia Nutrition Limited**

**Jay Shah**  
**Whole-Time Director and Chief Financial Officer**  
**(DIN: 09072405)**

*Encl: a/a*



CIN: L51909MH2013PLC381314

**BOUNCE**  
SUPERDRINKS™

**ROAR**

**PREP**  
KIDS

**EASE**  
**OUT**

**PREP**  
SPORTS

# AGM NOTICE

**NOTICE** is hereby given that the Ninth Annual General Meeting of the Members of Valencia Nutrition Limited (AGM) will be held on Thursday, September 29, 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.

## ORDINARY BUSINESS:

**1) ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022, 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, 2022, 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 Auditors thereon, be and is hereby approved and adopted.”

**2) RE-APPOINTMENT OF MR. STAVAN AJMERA (DIN: 08112696),  
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 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Stavan Ajmera (DIN: 08112696), 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.”

**SPECIAL BUSINESS:**

**1) APPOINTMENT OF MS. PRABHHA SHANKARRAN 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 and 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 SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the approval of the Members, be and is hereby granted to the appointment of Ms. Prabhha Shankarran (DIN: 07906258) as a Whole-time Director of the Company,

liable to retire by rotation for a period of 5 (five) years effective from August 30, 2022 on such terms and conditions as the Board or the Nomination and Remuneration Committee ('Committee') may decide and authority to Board of Directors or the Committee to alter and vary the terms and conditions of the said appointment/re-appointment and/or remuneration as it may deem fit during her tenure as Whole-time Director of the Company, provided that such revision in remuneration does not exceed the limits as prescribed under Section 197 read with Schedule V of the Act.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the remuneration as approved by the Board of Directors, from time to time, to be paid to Ms. Prabhha Shankarran (DIN: 07906258), be considered as minimum remuneration subject to such approvals as may be necessary and the limits prescribed under Section 197 read with Schedule V of the Act.”

**For Valencia Nutrition Limited**

**Sd/-**

**Aditya Agarwal**

**Company Secretary & Compliance Officer**

**Place: Mumbai**

**Date: August 30, 2022**

**Annexure 1****Item No. 2: Re-Appointment of Mr. Stavan Ajmera (DIN: 08112696), Director liable to retire by rotation**

<b>Name of the Director</b>	<b>Mr. Stavan Ajmera</b>
Relevant Item No. of the Notice	2
Experience and nature of expertise in specific functional area (brief resume)	He is a Chartered Accountant and have 15 years of experience in Investment Banking.
Date of first appointment on the Board	19/04/2018
Terms and conditions of appointment	Appointed as Non-Executive Director who is liable to retire by rotation
Details of remuneration (last remuneration drawn & remuneration proposed to be paid)	NIL
Shareholding in the Company (number of shares as on August 31, 2022)	2,600 equity shares of Rs. 10/- each
Relationship with other Directors, Manager and other Key Managerial Personnel (inter-se)	None
Number of Board Meetings attended during FY22	9 out of 9
Directorships held in other companies	NIL

**Item No. 3: Appointment of Ms. Prabhha Shankarran as Whole Time Director of the Company**

Ms. Prabhha Shankarran (DIN: 07906258) is already appointed on the Board of the Company w.e.f. December 18, 2017 as an Executive Director in a professional capacity. She has completed her M.com along with the Diploma in Business Management. She has more than 15 years of experience in the field of Human Resources, Operations and Management.

Afterwards, on based of the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company in their meeting held on August 30, 2022, appointed Ms. Prabhha Shankarran (DIN: 07906258) as a Whole-time Director of the Company, liable to retire by rotation for a period of 5 (five) years effective from August 30, 2022 subject to the approval of the shareholders in the AGM. Part III, of Schedule V of the Act read with SS-2 provides that the appointment and remuneration of Managing Director and Whole-time Director in accordance with Part I and Part II of the Schedule V shall be subject to approval by way of resolution of the shareholders in a General Meeting.

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 her appointment shall be within the limits as prescribed in Schedule V (Part-II).

**1. Basic Salary:**

As the Company is in losses, the Board in its meeting held on August 30, 2022 has decided to pay remuneration of Rs. 35, 000 per month, which is under the limit as prescribed in Part: II of schedule V of the Companies Act, 2013, as amended from time to time.. The said remuneration as recommended by the NRC and approved by the Board shall decide on the same in accordance with the limits specified in Schedule V

## **2. Perquisites & Allowances**

In addition to the prescribed basic salary, special allowance and performance linked incentive shall be paid; Ms. Prabhha Shankarran (DIN: 07906258) may also be entitled to perquisites and allowances like dearness allowance, conveyance expense and leave travel allowance as per the approval of the Board and NRC.

## **3. General**

i. The Director shall perform her 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, if any, depending on the performance of the Whole-time Director, profitability of the Company and other relevant factors.

Ms. Prabhha Shankarran 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 her appointment. She 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:

<b>Name of the Director</b>	<b>Ms. Prabhha Shankarran</b>
DIN	07906258
Age	52 years
Date of Birth	24/03/1970
Date of Appointment as Whole-time Director	August 30, 2022
Qualifications	Post-graduation in M.com along with the Diploma in Business Management.
Shareholding in the Company	10,400 equity shares of Rs. 10/- each
Nature of Expertise & Experience	Around 15 years of experience in the field of Human Resources, Operations and Management.
Terms and Conditions of Appointment/re- appointment	Tenure of the appointment will be for five years with effect from August 30, 2022 and liable to retire by rotation.
Details of Remuneration sought to be paid	Within the limits specified under Schedule V (Part-II).
Remuneration last drawn	Rs. 35,000 p.m.
Number of Meetings attended during the year	For the board meetings held from April 01, 2021 to March 31, 2022, she has attended all the meetings.
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	Not Applicable																											
(4) Financial performance based on given indicators	<table border="1"> <thead> <tr> <th>Particulars</th> <th>2021-22</th> <th>2020-21</th> </tr> </thead> <tbody> <tr> <td>Total revenue for the year</td> <td>0.04</td> <td>97.78</td> </tr> <tr> <td>Profit before depreciation, exceptional items &amp; Taxes</td> <td>(58.98)</td> <td>(296.81)</td> </tr> <tr> <td>Depreciation for the year</td> <td>7.55</td> <td>13.43</td> </tr> <tr> <td>Profit before exceptional items</td> <td>(66.53)</td> <td>(310.24)</td> </tr> <tr> <td>Exceptional items</td> <td>0.36</td> <td>(47.40)</td> </tr> <tr> <td><b>Profit/(loss) before tax</b></td> <td>(66.17)</td> <td>(357.64)</td> </tr> <tr> <td>Tax for the year (including deferred tax - net)</td> <td></td> <td>-</td> </tr> <tr> <td><b>Net profit / (loss)</b></td> <td>(66.17)</td> <td>(357.64)</td> </tr> </tbody> </table>	Particulars	2021-22	2020-21	Total revenue for the year	0.04	97.78	Profit before depreciation, exceptional items & Taxes	(58.98)	(296.81)	Depreciation for the year	7.55	13.43	Profit before exceptional items	(66.53)	(310.24)	Exceptional items	0.36	(47.40)	<b>Profit/(loss) before tax</b>	(66.17)	(357.64)	Tax for the year (including deferred tax - net)		-	<b>Net profit / (loss)</b>	(66.17)	(357.64)
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Tax for the year (including deferred tax - net)		-																										
<b>Net profit / (loss)</b>	(66.17)	(357.64)																										
(5) Foreign investments or collaborations, if any.	Nil																											
II. Information about the appointee:																												
(1) Background details	Post-graduation in M.com along with the Diploma in Business Management. She has around 15 years of experience in the field of Human Resources, Operations and Management.																											
(2) Past remuneration	Rs. 35,000 p.m.																											
(3) Recognition or	-																											



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awards	
(4) Job profile and his suitability	Appointment as a Whole-time Director
(5) Remuneration proposed	As she is already a Director, she is paid Rs. 35,000/- per month as remuneration which is within the limit as prescribed in Part: II of schedule V of the Companies Act, 2013, as amended from time to time. The Board in consultation with the NRC may give her perquisites 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 being paid to Ms. Prabhha Shankarran 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 her position as Whole-time Director of the Company, Ms. Prabhha Shankarran devotes her 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, 2022 due to market situation which worsened due to the global pandemic - COVID 19.
(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 August 30, 2022.

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### **Annexure 3**

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

(i) The voting period begins on Sunday, September 25, 2022 (9:00 a.m. IST) and ends on Wednesday, September 28, 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 Thursday, September 22, 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 &amp; 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is <u>not registered</u> for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; 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>

demat mode)  
login through  
their

**Depository  
Participants**

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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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"><li>• 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.</li></ul>
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"><li>• 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.</li></ul>

(vi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(vii) 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.



(viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(ix) 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.

(x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xii) 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.

**(xiii) 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](http://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](mailto: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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-2305