

Date: September 06, 2022

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

**Ref :- Scrip Code : 542910
ISIN : INE08RT01016**

Sub: Annual Report for the financial year ended March 31, 2022

Dear Sir,

This is to inform you that the 9th Annual General Meeting of the Company is scheduled to be held on Thursday, September 29, 2022 at 12:00 Noon through electronic mode [video conference or other audio visual means ("OAVM")].

Please find enclosed Annual Report for the financial year ended March 31, 2022.

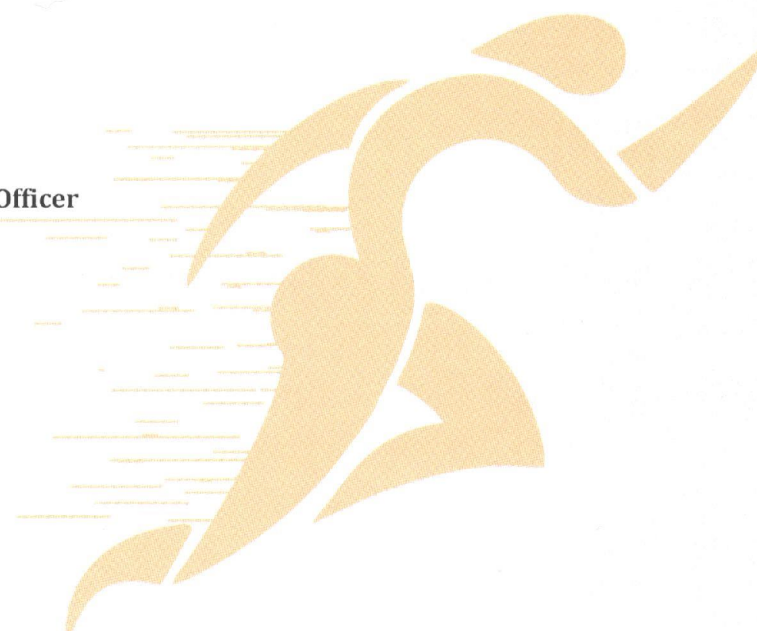
Kindly take the same on record.

Thanking you,

For Valencia Nutrition Limited

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

Encl: a/a



CIN: L51909MH2013PLC381314



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
1st 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 9th 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

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SPORTS



ANNUAL REPORT

Valencia Nutrition Ltd

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CORPORATE INFORMATION

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

Sl. No.	Name of Directors	Designation
1	Mr. Stavan Ajmera	Chairman, Non-Executive Director
2	Mr. Manish Turakhia	Non-Executive Director
3	Mr. Jay Shah	Whole-time Director
4	Mr. Eshanya Gupta	Non-Executive Independent Director
5	Mr. Jaimin Patwa	Non-Executive Independent Director
6	Ms. Prabhha Shankarran	Executive Director
7	Mr. Jay Shah	Chief Financial Officer
8	Mr. Himanshu Pareek	Company Secretary & Compliance Officer (Resigned effective from May 31, 2022)
9	Mr. Aditya Agarwal	Company Secretary & Compliance Officer (Appointed effective from June 8, 2022)

Valencia Nutrition Ltd. here onto abbreviated as "VNL".

REGISTERED OFFICE:

SH-4, A Wing, Bldg. No. 34, Tilak Nagar, Chembur,
Sahvas Co-operative HSG Soc, Mumbai-400089

CORPORATE OFFICE:

601A, Neelkanth Business Park,
Nathani Road, Vidyavihar (West),
Mumbai- 400 086

STATUTORY AUDITOR:

M/s. Shah & Modi,

Chartered Accountants
(Firm registration no. 112426W)
101/116, Bhaveshwar Complex,
Road,
Vidyavihar (West),
Mumbai -400086

SECRETARIAL AUDITOR:

M/s. Krupa Joisar & Associates

Company Secretaries
(Mem No. F11117; COP: 15263)
308, Reena Complex, Nathani
Vidyavihar (West)
Mumbai -400086

REGISTRAR AND SHARE TRANSFER AGENT:

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai - 400 059

BANKERS:

ICICI Bank
Ghatkopar (W) Branch, Prince Apartment
Village Kirol, Ghatkopar (W)
Mumbai - 400086

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**

Name of the Director	Mr. Stavan Ajmera
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:

Name of the Director	Ms. Prabhha Shankarran
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 & 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>Profit/(loss) before tax</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>Net profit / (loss)</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)	Profit/(loss) before tax	(66.17)	(357.64)	Tax for the year (including deferred tax - net)		-	Net profit / (loss)	(66.17)	(357.64)
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	Tax for the year (including deferred tax - net)		-																									
	Net profit / (loss)	(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 INSTRUCTIONS 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is <u>not registered</u> for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option.</p>

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 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 Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) 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 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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-2305

**“Your customer
doesn’t care
how much you
know until they
know how
much you care.”**



ABOUT US

We started our journey in April 2013 and have evolved. Valued Added Beverages & Nutrition Products development has been at our core. During our journey we have discovered new methods to reach consumers in a cost-effective manner. We have been a BSE Start Up Listed Corporate Company since January 2020.

Our Company is an applied biotechnology startup operating in the niche field of researching, developing & marketing high-quality, best-in-class nutraceutical products i.e. multi-nutrient functional products: AL Cans, Sachets, PET bottles, PET Cans, TetraPak, and Refreshment Mints to prevent or manage lifestyle-related diseases. Our Company is bridging the increasing gap between demand & supply for healthy products with its healthy, nutritious & flavorsome drinks, Sachets and Mints. We have been working dedicatedly for the last 9 years to fully evolve a well-researched product and develop a niche brand within this nascent but high-potential market. We are an applied biotechnology company focused on ready-to-drink nutraceuticals (also known as functional beverages) ready-to-mix nutraceuticals (Ease Out Sachets) and Refreshments Mints based on in-house research and development. The nutraceutical market is divided into four major segments according to product type: functional foods, functional beverages, dietary supplements, and beverages.

We are operating in the states of Karnataka, Tamil Nadu, Andhra Pradesh, and Hyderabad/Telangana. We have contract manufacturers, super-stockist, and distributors across the southern region.

OUR CORE VALUES

BELIEFS

We believe that our core competencies as well as future growth both would rely heavily on levels of innovation and our superior product quality, as we are innovation-driven. In order to stay ahead of the growth curve and ensure high-quality products we are continuously engaged in R&D activities

Our ultimate objective is to create a difference in the lives of common people with our qualitative as well as healthy economical products.

CULTURE

Our Company's organizational culture upholds professionalism, integrity, and continuous improvement across all functions as well as efficient utilization of the Company's resources for sustainable and profitable growth.

FEELINGS

We hold pride, confidence, and trust in the products that we offer. Our top management along with the front-line employees hold within themselves a version of the whole organization. At VNL, it is imperative that your Company affairs are being managed in a fair and transparent m

OUR MISSION, VISION & GOAL

MISSION

- To get our fellow customers a portfolio of healthy world-class products in turn creating a better living and a sense of empowerment.
- Enhance the competitive power of the portfolio through synergies derived by blending the diverse skills and capabilities of in-house & external professionals.
- Being responsible towards environment & society at large.

VISION

We hold strong values in business and care for our customers, stakeholders, and community. We aim at creating a healthier society through our range of multi-nutrient functional products.

GOALS

- Create the leader of tomorrow within the organization by nurturing talented and focused top management teams for each of the product segment verticals.
- Expand Corporate Governance processes and systems to catalyze the entrepreneurial energies of management by striking the golden balance between executive freedom and the need for effective control and accountability.
- To create a fortune at the bottom and top of the pyramid.

Management Discussions & Analysis

Industry Structure and Developments

VNL is a Biotechnology Company with Nutraceuticals Focus. Present segment of production line is in the format of Beverage. Hence FSSAI Regulations, GST & Market Nuances of Beverage Market forms our ecology.

Market Segmentation

The India non-alcoholic beverage market is segmented based on product type, packaging, package size, distribution channel, region, and competition landscape. Based on product type, the market is categorized into carbonated beverages and non-carbonated beverages. Based on packaging, the market is segmented into bottles, cans, and others (Tetra Pak, Pouches, etc.). Further, on the basis of package size, the market is segmented into below 250 ml, 250ml-1L, and above 1L. The market strategies are devised on regional market segmentation, divided among north, west, south, and east regions.

India Non-Alcoholic Beverages Market is segmented into following categories:

- India Non-Alcoholic Beverages Market, By Product Type:
 1. Carbonated
 2. Non-Carbonated
- India Non-Alcoholic Beverages Market, By Packaging:
 1. Bottles
 2. Cans
 3. Tetra Pak
 4. Pouches

- India Non-Alcoholic Beverages Market, By Package Size:
 1. Below 250 ml
 2. 250 ml-1L
 3. Above 1L

- India Non-Alcoholic Beverages Market, By Distribution Channel:
 1. Department Store
 2. Supermarket/Hypermarket
 3. Convenience Store
 4. Online
 5. Others

- India Non-Alcoholic Beverages Market, By Region:
 1. North
 2. West
 3. South
 4. East

India Non-Alcoholic Beverages Market (Carbonated Beverage & Non-Carbonated Beverage)

The India non-alcoholic beverages Market Size Value in FY2021 was USD8.69 billion and is expected to reach USD13.7 billion by 2027F, growing at a CAGR of 8.10% during the forecast period. In India, the non-alcoholic beverage market is mainly driven by increasing demand for non-fizzy drinks, rising GDP and per capita income, the surge in sales through e-commerce, etc.

Moreover, substantial marketing activities by various brands and significant endorsements by film stars are some of India's significant drivers of non-alcoholic beverages. Furthermore, changing consumer tastes and preferences and consumer inclinations to consume food and beverages have led to an increase in the consumption of non-alcoholic beverages.

The non-alcoholic beverage market in India has made a lot of progress in the last few decades. After just a few Indian players in the 1970s and 1980s, the market saw the re-entry of many multinationals in the 1990s, including Coca-Cola and Pepsi. Since then, various Indian firms, as well as foreign multinationals, have attempted to gain a foothold in the rapidly expanding market.

Today, India is an important market for numerous players looking to establish a strong beverage brand. Owing to several macroeconomic factors, the Indian non-alcoholic beverage market is one of the fastest-growing globally.

In 2016, Prime Minister of India proposed to large beverage companies such as Coca-Cola and Pepsi to include 2% fruit content in aerated drinks, allowing farmers to cultivate more fruits while earning a profit. This type of initiative has pushed for the inclusion of natural fruits in the carbonated beverages sold in India.

Seeing that Indian consumers no longer consider aerated drinks to be a healthy option, the decision by India's Prime Minister seems to have a significant impact on the non-alcoholic beverage market.

Under GST tariffs, fruit-pulp or fruit juice-based drinks draw a 12 per cent rate. On the other hand, aerated waters and carbonated drinks are charged 28 per cent GST along with 12 per cent cess. Most Domestic Players added Apple Juice Concentrate to their beverage and add just the flavour of respective fruit like Lichee, Orange, Lemon, Grape, etc. Under this bypass to 'Use of Fruit' they presumed to fall under with self-justification of manufacturing "Fruit Based Beverage"

Every player was summoned to pay GST 28% plus Cess 12% with retrospective basis that led to wide scale disruption and closure of many regional brands.

With the onset of the second pandemic wave in April 2021, the non-alcoholic beverage companies confronted on-the-spot demanding situations because only a few shops remained open which hampered their delivery chain. Key enterprises delivered new beverages and improved door-to-door deliveries to pressure sales. Due to the disruptions in international delivery chains, the authorities established guidelines with the aim of implementing the stern FSSAI (Food Safety and Standards Authority of India) recommendations for excellent guarantee and control of quality of drinks. Indian producers of carbonated drinks witnessed their lowest demand during April and June 2021.

OPERATIONAL REVAMP

NEW CORPORATE LOGO & TAGLINE

With the restructuring of the organization, a new corporate identity was formed. Thus, leading to the development of a new Corporate Logo Icon.



The corporate Logo has Green, Orange & Red colours each signifying a vital character imbibed in Valencia Nutrition Ltd.

- Green Liquid represents a refreshing healthy drink.
- Orange is bright and vibrant and represents fun colours that burst with youthfulness, energy and happiness.
- Red resonates with life, health, vigour, war and courage.

Corporate Icon comprises a Running Athlete representing Strength, Courage and Speed.

The Colour yellow-orange is the colour of sunshine that conveys happiness, excitement, and enthusiasm. It's associated with warmth and energy. It is also the colour of autumn leaves linked with the change of seasons.

PRODUCTION REVAMP

OUR PRODUCTS

Our portfolio of healthier functional beverages.



Laboratory Trial Production of 250ml Aluminum Can

We planned the production of Bounce Roar at Ceylon Beverages International P. Ltd. Sri Lanka due to better economies of scale. We would be exporting the Formulations from India and Importing the Filled Aluminum Can-Bounce Roar and Himalayan Yak. Due to Free Trade Agreement (FTA) between Sri Lanka and India, We planned to carry out our commercial production of Al Cans in Sri Lanka.

PRODUCTION REVAMP

During December 2021, we carried out Laboratory Trials for all of the above seven variants of 250ml Al-Can. The laboratory trials received great acceptance and created a sense of excitement among the distributors. . Due to the widespread Protests that took place on 3rd April 2022 in Sri Lanka, which resulted in a state of despair, thus derailing our commercial production.

We plan to commence our Aluminium Can production in India. We have joined hands with manufacturing facilities and have plans to launch the product in the forthcoming year.

MAJOR EVENTS

ON-SITE INTERACTIONS

→ 5th July 2021 Visit to Mysore Bottling Partner



→ 20th July 2021 Visit to Hyderabad Bottling Partner



MAJOR EVENTS

➔ **20th July 2021 Distributors Meeting at Hyderabad**



➔ **20th July 2021 Visit to Wholesale market at Hyderabad**



MAJOR EVENTS

➔ 24th July 2021 Distributors Meeting at Chennai



➔ 25th July 2021 Visit to Bottling Partner at Pondicherry



MAJOR EVENTS

➔ **1st November 2021 Visit to Aluminium Can Filling & Bottling Partner at Indore**



MAJOR EVENTS

➔ 13 - 14 December 2021 Visit to Aluminum Can Filling Partner at Sri Lanka



MAJOR EVENTS

➔ **25-26 March Bounce Promotion at NMIMS
Start Up Event at Mumbai**



PREP Sachet Trial



**A BOUNCE TOWARDS
THE FUTURE OF
CONSUMER
CENTRICITY,
INNOVATION,
DIGITAL
TRANSFORMATION
AND SUSTAINABILITY**

NEW FORMULATION

In September 2021 GST Board levied a 40% duty on Carbonated Fruit Beverages. Thus creating a challenging situation for the beverage ecology.

We reworked the strategy and finalized new formulations resulting in the removal of Apple Juice Concentrate & Sucralose.

We carried out Laboratory Trails to confirm the stability of stevia, a Natural Sweetener to achieve our goal of removing the mandatory caution notice on the bottle due to the use of sucralose, an artificial sweetener. The notice on the bottle read "Contains Sucralose, Not recommended for children below 13 years of age" .

The new formulation includes vitamins B3, B6, B5 and C along with stevia. This helped us accomplish our goal of creating a healthier society by making our products safe for both adults as well as youth.

DIGITAL TRANSFORMATION: VALENCIA WEB APP

In parallel preparations from August 2021, we plan to launch a Software – WebApp for Object Tracking, Distribution Tie Ups and Sales.

Our company envisions creating a change through a systemic intervention, eradicating the hierarchy of selling products from the company to super-stockists to distributors and finally to retailers which are also known to be the traditional method. To approach this our company is developing a Web based Application, called the “Valencia WebApp”, for onboarding every SS, DB and Retailer; coupled with an added solution of considering the tracking, logistics, vendors and manufacturing facilities, solving our lives for the better part of it. Once developed, we will come back to you for onboarding Distributors and their Retailers. Distributors will be able to receive Orders & Payments via WebApp and deliver them to the concerned Retailer. All payment offers etc will be tracked through an AI system built into the web app.

UN SDG GOALS

01

Good Health and well being

Our company believes in giving to others by supporting other charitable organizations. Creating an impact and making a difference in the life of others. We try to reflect the same in the formulation of our drinks where we avoid harmful sweeteners like Aspartame and Sucralose. The new formulation provides vitamins B3, B6, B5 and C which are healthy for the human body.

02

Gender Equality

Our company believes in gender equality, both women and men are treated in an equal manner and paid according to their competence and position.

03

Decent Work & Economic Growth

We as a company are conscious consumers – we choose and create products that are harmless to not only humans but the environment as well. We support local economic growth by choosing to buy from local producers and businesses.

04

Industry, Innovation & Infrastructure

Our company aims to create a hotspot map to help people spot public spaces with free Wi-Fi access. By mapping them out in our neighborhood and spreading awareness through social media we plan to help more people access the internet.

UN SDG GOALS

05

Responsible Consumption & Production

We as a company are conscious about our packaging – the less the better! We choose reusable products. All the plastic used in our products is recyclable.

06

Partnership for the Goals

We believe in supporting the make in India initiative by sourcing products from domestic vendors.

FUTURE GOALS

SMART CONSUMER

In process of creating 5000+ Content assets for our marketing and loyalty program requirements creating a stronger community in the future.

FMCG BUSINESS PLANNING

Our Fortified PET Bottles and PET Cans had a good response in the Indian market, and we are encouraged to plan the expansion of our company into various Fortified FMCG products in the future:

- Mints
- Chewing Gum
- Biscuits
- Snacks
- Popcorn

**MESSAGE
BY OUR
PROMOTER**

ME
MA
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MESSAGE BY
MANISH
TURAKHIA

MESSAGE BY OUR PROMOTER

An opportunity to be the Arjuna



Business Set Up Tour at Chennai

Expanding Vision of Promoter

Our Promoter **Mr. Manish Turakhia** had a long-time aspiration to enter Nutraceuticals and Nutrition that was founded in Valencia Nutrition Ltd. (VNL). On the way a new theme has developed - the '**Wellness with Fun**' segment. Being a start-up, VNL has the much-needed agility. He aspires new team to build the company in the specialized space of Nutrition.

A gradual increase in the consumption of functional food and functional beverage industry could occur as a result of a change in consumer preferences, perceptions, and spending habits at any time and future success will depend partly on our ability to anticipate or adapt to such changes and offer, on a timely basis, new products that meet consumer preferences.

Within India & Abroad, Nutrition is recognized as a high-growth arena with the social impact of better health for the world population.

MESSAGE BY OUR PROMOTER

BUSINESS CASE

We manufacture & market consumer items of small ticket size with repetitive purchase frequency. Our business has huge scalability potential that eventually thrives on negative working capital. Negative working capital arises in a scenario wherein the current liabilities exceed the current assets. In other words, there is more short-term debt than there are short-term assets. Generally, having anything negative is not good, but in the case of working capital it is good as a Company with negative working capital funds its growth in sales by effectively borrowing (float money) from its suppliers and customers. When managed properly, negative working capital could be a way to fund your growth in sales with other people's money. Negative working capital often arises when a business generates cash so quickly that it can sell its products to the customer before it has to pay its bill to the supplier. In the meantime, it is technically using the supplier's money to grow.

INDUSTRY NUANCES

Even though we are an applied biotech Company, our product categories operate in the Functional Beverage Industry and hence we have to deal with its nuances. The functional food and functional beverages industry in India are subject to changes in consumer preferences, perceptions, and spending habits. Our strategy depends on factors that may affect the level and patterns of consumer spending like consumer preferences, consumer confidence, consumer income, consumer perception of the safety and quality of our beverages, and consumer interest in diet and health issues.

DIRECTOR'S REPORT

BOARD'S REPORT

To,
The Members,

Your Directors take pleasure in presenting their Ninth Annual Report on the Business and Operations of the Company and the Accounts for the Financial Year ended 31st March, 2022.

1.FINANCIAL PERFORMANCE OF THE COMPANY:

The summary of standalone financial highlights for the financial year ended March 31, 2022 and the previous financial year ended March 31, 2021 is given below:

Particulars	Amount (Rs. In lakhs)	
	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)
Profit/(loss) before tax	(66.17)	(357.64)
Tax for the year (including deferred tax - net)		-
Net profit / (loss)	(66.17)	(357.64)

FINANCIAL PERFORMANCE:

The Members of the Company are hereby informed that the Company suffered heavy cash burn due to Lock Down and entire team was asked to leave on November 30, 2020.

DIRECTOR'S REPORT

Company suffered severe jolt from the Resignation of its Founder Promoter and MD on 31.01.2021.

Post that Mr. Manish Turakhia along with the Directors were left alone to rebuilt the operations or close down the company. Upon the wise counsel of the investors, new team was to be build & inculcated, the Beverage Industry Nuance (Production, Distribution, Marketing) had to be understood from grass root level, the Bottling Partners & Vendors needed to be taken in confidence. Almost entire year went to reconnect the scattered dots.

Accordingly, few Business Planning were mulled and implemented later –

1. Production to be carried out at multiple location so as to distribute final product in the radius of 300km of Plant location.
2. All variants have to be produced in day wise schedule.
3. Products to be supplied in Truck Load with all the variant in each truck straight to the Distributors (This practice does away with Central Warehouse, multiple Loading & Unloading and Damages/Shortages as Central Warehouse.)
4. We adopted policy of Only Sales without Sales Support.
5. Doing away with Sale or Return Policy. Products once SOLD to Distributors will be their property and they will have to sell to Retailers. (Only Manufacturing Defects will be replaced but unsold inventory will not be replaced.)
6. To do away large with Sales Force at Retail level to take orders. This has to be achieved via implementation of Valencia WebApp looping Super Stockist, Distributors & Retailer.

The total Income of the Company stood at Rs. 0.04 lakhs for the year ended March 31, 2022 as against Rs. 97.78 lakhs in the previous year. The Company incurred a Net loss for the year ended March 31, 2022 Rs. 66.17 lakhs as compared to the Net loss of Rs. 357.64 lakhs in the previous year.

DIRECTOR'S REPORT

1.DIVIDEND:

As the Company incurred a net loss during the year, your Directors do not propose any dividends for the Financial Year ending 31st of March, 2022.

2.TRANSFER TO RESERVE:

The Company has not transferred any amount to Reserves during the year.

3.UNPAID DIVIDEND & IEPF:

The Company was not required to transfer any amount to the Investor Education & Protection Fund (IEPF).

4.STATE OF AFFAIRS OF THE COMPANY:

Information on the operations and financial performance, among others for the period under review, is given in the Management Discussion and Analysis Report which is annexed to this Report and is in accordance with the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

5.DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a)Composition & Constitution of Board of Directors:

The Board of Directors as on date of this Report comprises of following Directors:

DIRECTOR'S REPORT

Sr. No.	Name	DIN/ PAN	Designation
1.	Mr. Stavan Ajmera	08112696	Chairman, Non-Executive Director
2.	Mr. Manish Turakhia	02265579	Non-Executive Director
3.	Mr. Jay Shah*	09072405	Executive-Whole time Director
4.	Mr. Eshanya Gupta**	01727743	Non-Executive Independent Director
5.	Mr. Jaimin Patwa	08613495	Non-Executive Independent Director
6.	Ms. Prabhha Shankarran	07906258	Executive Director

*Mr. Jay Shah (DIN: 09072405) was appointed as Whole time Director effective from September 1, 2021.

**Mr. Eshanya Gupta has been appointed as an Independent Director effective from May 31, 2021.

During the year under review, Mr. Haresh Sanghvi (DIN: 00006301) resigned from the post of Non-Executive Director with effect from May 31, 2021.

a) Composition & Constitution of Key Managerial Personnel:

The Key Managerial Personnel as on the date of this Report comprises of following:

Sr. No.	Name	DIN/ PAN	Designation
1.	Mr. Himanshu Pareek*	CRKPP5901N	Company Secretary and Compliance Officer
2.	Mr. Aditya Agarwal**	APGPA7704N	Company Secretary and Compliance Officer
3.	Mr. Jay Shah***	BJPPS6293E	Chief Financial Officer & Whole-Time Director

*Mr. Himanshu Pareek (PAN: CRKPP5901N) resigned as Company Secretary and Compliance Officer of the Company effective from May 31, 2022.

DIRECTOR'S REPORT

*** Mr. Aditya Agarwal (PAN:APGPA7704N) was appointed as Company Secretary and Compliance Officer of the Company effective from June 08, 2022.

***Mr. Jay Shah having (PAN: BJPPS6293E/DIN:09072405) was appointed as a Chief Financial Officer (CFO) effective from March 01, 2021 and Whole-Time Director effective from September 1, 2021.

i. Committees of Board of Directors

The Board as on the date of this Report has three Committees of Board of Directors consisting of the following members:

a. Audit Committee

- Mr. Jaimin Patwa–Chairman, Non-Executive Independent Director
- Mr. Eshanya Gupta –Member, Non-Executive Independent Director
- Mr. Jay Shah –Member, Whole time Director & CFO

b. Nomination and Remuneration Committee

- Mr. Jaimin Patwa–Chairman, Non-Executive Independent Director
- Mr. Eshanya Gupta –Member, Non-Executive Independent Director
- Mr. Stavan Ajmera –Member, Non-Executive Director

c. Stakeholder's Relationship Committee

- Mr. Jaimin Patwa–Chairman, Non-Executive Independent Director
- Mr. Manish Turakhia –Member, Non-Executive Director
- Mr. Stavan Ajmera –Member, Non-Executive Director

i. Independent Directors

Independent Directors have provided their confirmation, that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. An Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment for the next five years on the passing of a special resolution by the Company.

As on date of this Report, Mr. Eshanya Gupta & Mr. Jaimin Patwa are the Independent Directors of the Company.

DIRECTOR'S REPORT

Familiarisation Programme for Independent Directors: The Company has an orientation programme upon induction of new Directors as well as other initiatives to update Directors on a continuous basis. The details of familiarisation programme of independent directors are available on the Company's website at www.valencianutrition.com.

i. Retirement by Rotation of the Directors

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Stavan Ajmera (DIN: 08112696), Non-Executive Director of the Company, retires by rotation and offers himself for re-appointment.

The brief profile of Mr. Stavan Ajmera, the nature of his expertise in specific functional areas, names of the companies in which he has held Directorships, his shareholding etc. are furnished in the "Annexure 1" to notice of the ensuing Annual General Meeting.

ii. Key Managerial Personnel

Mr. Aditya Agarwal has been appointed as a Company Secretary and Compliance Officer of the Company with effect from June 08, 2022 in place of Mr. Himanshu Pareek who resigned from the office of Company Secretary and Compliance Officer effective from May 31, 2022.

Mr. Jay Shah is the Chief Financial Officer and appointed as Whole-Time Director effective from September 1, 2021.

7. MEETINGS:

During the year under review, the Board of your Company met eight (8) times. The details of Board Meeting held and participation of Directors thereat is enumerated as below:

DIRECTOR'S REPORT

Sr. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	24-05-2021	6	5	83.33
2	31-05-2021	7	6	83.33
3	05-07-2021	6	6	100.00
4	09-07-2021	6	6	100.00
5	01-09-2021	6	6	100.00
6	12-11-2021	6	6	100.00
7	03-12-2021	6	6	100.00
8	20-01-2022	6	6	100.00

The details of Board Meetings held from April 01, 2021 to March 31, 2022 and attendance of each Director thereat is as follows:

Sr. No.	Name of the Board Member	No. of Meetings entitled to attend	No. of Meetings attended	% of Attendance
1.	Mr. Haresh Sanghvi	2	0	0
2.	Mr. Stavan Ajmera	8	8	100
3.	Mr. Manish Turakhia	8	8	100
4.	Mr. Jay Shah	8	8	100
5.	Mr. Jaimin Patwa	8	8	100
6.	Ms. Prabhha Shankarran	8	8	100
7.	Mr. Eshanya Gupta	7	7	100

8.AUDIT COMMITTEE:

During the year under review, the Audit Committee comprised of Mr. Jaimin Patwa, Mr. Manish Turakhia and Mr. Haresh Sanghvi and as on May 31, 2021 it was re-constituted as Mr. Turakhia and Mr. Sanghvi stepped down and Mr. Eshanya Gupta and Mr. Jay Shah were added as the members of the said Audit Committee. As on the date of this Report, Mr. Jaimin Patwa, Mr. Eshanya Gupta and Mr. Jay Shah are the members of the Committee.

The Audit Committee met Five (5) times during the financial year ended March 31, 2022.

DIRECTOR'S REPORT

Sr. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	24-05-2021	3	3	100
2	09-07-2021	3	3	100
3	01-09-2021	3	3	100
4	12-11-2021	3	3	100
5	20-01-2022	3	3	100

The details of Audit Committee Meetings held from April 01, 2021 to March 31, 2022 and attendance of each Director thereat is as follows:

Sr. No.	Name of the Committee Member	No. of Committee Meetings entitled to attend	No. of Meetings attended	% of Attendance
1.	Mr. Haresh Sanghvi*	1	1	100
2.	Mr. Manish Turakhia*	1	1	100
3.	Mr. Jaimin Patwa	5	5	100
4.	Mr. Jay Shah	4	4	100
5.	Mr. Eshanya Gupta	4	4	100

*Stepped down effective from May 31, 2022

The Committee is governed by a terms of reference, which is in line with the regulatory requirements mandated by the Companies Act, 2013. Some of the important functions performed by the Committee are:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of our Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to our Board for approval, with particular reference to:

DIRECTOR'S REPORT

(a) Matters required to be included in the Director's Responsibility Statement, to be included in our Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act;

(a) Changes, if any, in accounting policies and practices and reasons for the same;

(b) Major accounting entries involving estimates based on the exercise of judgment by management;

(c) Significant adjustments made in the financial statements arising out of audit findings;

(d) Compliance with listing and other legal requirements relating to financial statements;

(e) Disclosure of any related party transactions; and

(f) Qualifications in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to our Board for approval;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to our Board to take up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8. Approval of any subsequent modification of transactions of our Company with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of our Company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems

DIRECTOR'S REPORT

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to our Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post- audit discussion to ascertain any area of concern;
17. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Reviewing the functioning of the Whistle Blower Mechanism;
19. Approval of appointment of CFO (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.]
22. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
23. Carrying out any other function as may be mentioned in the terms of reference of the Audit Committee.

DIRECTOR'S REPORT

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

The Company Secretary acts as the Secretary to the Committee.

9.NOMINATION AND REMUNERATION COMMITTEE:

During the year under review, the Nomination and Remuneration Committee comprised of Mr. Jaimin Patwa, Mr. Manish Turakhia and Mr. Haresh Sanghvi and as on May 31, 2021 it was re-constituted as Mr. Turakhia and Mr. Sanghvi stepped down and Mr. Eshanya Gupta and Mr. Stavan Ajmera were added as the members of the said Committee. As on the date of this Report, Mr. Jaimin Patwa, Mr. Eshanya Gupta and Mr. Stavan Ajmera are the members of the Committee.

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

During the year, the committee met two (2) times with full attendance of all the members with full attendance of all the members. The composition of the Nomination and Remuneration Committee as of March 31, 2022 and details of the Members participation at the Meetings of the Committee are as under:

DIRECTOR'S REPORT

S.N	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	%of Attendance
1	31-05-2021	3	3	100
2	01-09-2021	3	3	100

(The details of Nomination and Remuneration Committee Meetings held from April 01, 2021 to March 31, 2022 and attendance of each Director thereat is as follows:

Sr. No.	Name of the Committee Member	No. of Committee Meetings entitled to attend	No. of Meetings attended	% of Attendance
1	Mr. Haresh Sanghvi*	1	1	100
2	Mr. Manish Turakhia*	1	1	100
3	Mr. Jaimin Patwa	2	2	100
4.	Mr. Eshanya Gupta	1	1	100
5.	Mr. Stavan Ajmera	1	1	100

*Stepped down effective from May 31, 2022

The terms of reference of the Committee inter alia, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to our Board a policy relating to the remuneration of the Directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent Directors and our Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to our Board their appointment and removal;
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Recommend to the board, all remuneration, in whatever form,

DIRECTOR'S REPORT

payable to senior management.

10. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

During the year under review, the Stakeholders' Relationship Committee, as per Section 178 (5) of Companies Act, 2013, is under Chairmanship of Mr. Jaimin Patwa, who was inducted in the Committee effective from May 31, 2022 and Mr. Stavan Ajmera and Mr. Manish Turakhia are the members of the said Committee. During the year, the committee met one (1) time with full attendance of all the members. The composition of the Stakeholders' Relationship Committee as at March 31, 2022 and details of the Members participation at the Meetings of the Committee are as under:

Sr. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	20-01-2022	3	3	100

The details of Stakeholders' Relationship Committee Meetings held from April 01, 2021 to March 31, 2022 and attendance of each Director thereat is as follows:

Sr. No.	Name of the Committee Member	No. of Committee Meetings entitled to attend	No. of Meetings attended	% of Attendance
1.	Mr. Jaimin Patwa	1	1	100
2.	Mr. Stavan Ajmera	1	1	100
3.	Mr. Manish Turakhia	1	1	100

The terms of reference of the Committee are:

1. Specifically look into various aspects of interest of shareholders, debenture holders and other security holders.
2. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared .

DIRECTOR'S REPORT

- dividends, issue of new/duplicate certificates, general meetings etc.
3. Review of measures taken for effective exercise of voting rights by shareholders.
 4. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
 5. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company

During the year, there were no complaints received from shareholder on SCORES. There are no balance complaints. The Company had no share transfers pending as on March 31, 2022.

11. BOARD EVALUATION:

Your Board has devised an Evaluation Policy for evaluating the performance of the Board, its Committees, Executive and Non-Executive Directors, Independent Directors. Based on the same, the performance was evaluated for the financial year ended March 31, 2022. As part of the evaluation process, the performance of Non-Independent Directors, the Chairman and the Board was conducted by the Independent Directors. The performance evaluation of the respective Committees and that of Independent and Non- Independent Directors was done by the Board excluding the Director being evaluated.

The policy inter alia provides the criteria for performance evaluation such as Board effectiveness, quality of discussion, contribution at the meetings, business acumen, strategic thinking, time commitment, and relationship with the stakeholders, corporate governance practices, contribution of the committees to the Board in discharging its functions etc.

DIRECTOR'S REPORT

The Board carried out formal annual evaluation of its own performance and that of its Committees viz., the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee (NRC). The Board also carried out the performance evaluation of all the individual Directors including the Chairman of the Company. Additionally, NRC also carried out the evaluation of the performance of all the individual Directors and Chairman of the Company. The performance evaluation was carried out by way of obtaining feedback from the Directors through a structured questionnaire prepared in accordance with the policy adopted by the Board and after taking into consideration the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India.

The feedback received from the Directors through the above questionnaire was reviewed by the Chairman of the Board and the Chairman of the NRC and then discussed the same at the meetings of the Board and NRC respectively. The performance evaluation of the Chairman, Wholetime Director and the Board as a whole was carried out by the Independent Directors at their separate meeting.

12. WEBLINK OF ANNUAL RETURN:

Pursuant to Section 134(3)(a) of the Companies Act, 2013, the Annual Return of the Company for the financial year ending on March 31, 2022 is available on the Company's website <https://www.valencianutrition.com>.

13. REMUNERATION POLICY:

The remuneration of the Board members is based on the Company's size, its economic and financial position, industrial trends and compensation paid by peer companies. The compensation reflects each Board member's responsibility and performance.

DIRECTOR'S REPORT

The Company has framed a Nomination and Remuneration Policy pursuant to Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 which is available on the Company's website <https://www.valencianutrition.com>.

14. AUDITORS:

i. Statutory Auditors:

The Members of the Company at their Eighth Annual General Meeting held on September 28, 2021, had appointed M/s. Shah & Modi, Chartered Accountants (FRN: 112426W), as Statutory Auditors of the Company for a period of five years till the conclusion of thirteenth Annual General Meeting of the Company, in place of M/s. Manian and Rao, Chartered Accountants (FRN: 001983S) who resigned effective from September 1, 2021.

The comments, if any, on financial statements referred to in the Auditors' Report are self explanatory and do not call for any further explanations.

The Auditors' Report does not contain any qualification, reservation or adverse remark. No instances of fraud have been reported by the Statutory Auditors of the Company under Section 143(12) of the Companies Act, 2013.

ii. Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed

DIRECTOR'S REPORT

M/s. Krupa Joisar & Associates, represented by its Proprietor Ms. Krupa Joisar, a firm of Company Secretaries in Practice (CP No. 15263), to undertake the Secretarial Audit of the Company for the F.Y. 2021-22. The Secretarial Audit Report for F.Y. 2021-22 is annexed herewith as “Annexure I” to the Board’s Report.

Explanation to the qualifications made by Auditors in their report is explained as under:

(a) The Company failed to approve its annual audited financial results within prescribed timeline under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, and accordingly a penalty of Rs. 53,100/- The said non-compliance was inadvertent in nature and the said penalty was paid and was acknowledged the same in time.

(b)The Company sold its land parcel without prior approval of the Members of the Company under Section 180(1)(a) of the Companies Act, 2013 – The said Act was ratified by the Members.

(c)Mr. Jaimin Patwa was appointed as an Additional Director on May 11, 2020 and his appointment was not confirmed at the immediate annual general meeting; however the same was confirmed by the Members of the Company on September 28, 2021 – Inadvertently missed and the appointment was approved by the Members.

(d) The Audited Financial Results of the Company for year ended March 31, 2022 were approved, signed by the Board and disseminated on the BSE Website on May 30, 2022 as per Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and the Independent Auditor’s Report alongwith the Annexures was signed on August 30, 2022 -

DIRECTOR'S REPORT

The Company has approved and signed the Audited Annual Results within 60 days from the end of the Financial Year which is in time and hence, has complied with the provisions of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and since there is no timeline mentioned in the Companies Act 2013, there is no violation of the Companies Act 2013.

iii. Internal Auditor:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and other applicable provisions if any, the Company has appointed M/s SPDS & Associates LLP on January 20, 2022, Chartered Accountants (FRN: W100383), to undertake the internal audit of the Company for financial year 2021-22.

iv. Cost Auditor:

Appointment of Cost Auditor is not applicable to the Company.

15. VIGIL MECHANISM:

In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and Employees to report genuine concerns has been established. Affirmation is also given that no personnel has been denied access to the audit committee.

DIRECTOR'S REPORT

16. INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been observed.

17. RISK ASSESSMENT AND MANAGEMENT:

The Company has been on a continuous basis reviewing and streamlining its various operational and business risks involved in its business as part of its risk management policy. The Company also takes all efforts to train its employees from time to time to handle and minimize these risks.

18.DETAILS OF SUBSIDIARY/JOINT VENTURES / ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint venture or Associate companies.

19. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company is compliant with the applicable Secretarial Standards (SS) viz. SS-1 & SS-2 on Meetings of the Board of Directors and General Meetings, respectively.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

i.Conservation of Energy

DIRECTOR'S REPORT

- a) The steps taken or impact on conservation of energy – The Operations of the Company are not energy intensive. However, adequate measures have been initiated for conservation of energy.
- b) The steps taken by the Company for utilizing alternate source of energy – Company shall consider on adoption of alternate source of energy as and when necessities.
- c) The Capital Investment on energy conservation equipment – No Capital Investment yet.

ii. Technology absorption

- a) The efforts made towards technology absorption. – Minimum technology required for Business is absorbed.
- b) The benefits derived like product improvement, cost reduction, product development or import substitution – Nil
- c) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable.
 - a. the details of technology imported;
 - b. the year of import;
 - c. whether the technology been fully absorbed;
 - d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof

iii. The expenditure incurred on Research and Development- Not Applicable.

iv. Foreign Exchange earnings and outgo: NIL

21. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES:

There were no loans, guarantees provided during the year which is falling under section 186 of the Companies Act, 2013.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions during FY22 were in the ordinary course of business and at arm's length terms. During FY22, Audit Committee has reviewed on quarterly basis, the related party transactions of the Company against the omnibus approval accorded by Audit Committee.

During FY22, there were no material related party transactions including transaction involving payments made to related party with respect to brand usage/ royalty, requiring approval of the shareholders. Furthermore, there were no contracts/arrangements with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013.

Related party transactions during FY22, were in compliance with the Companies Act, 2013, SEBI Listing Regulations and Accounting Standards and are disclosed in the notes forming part of the financial statements.

23. DEPOSITS:

Your Company did not accept / hold any deposits from public / shareholders during the year under review.

24. SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

DIRECTOR'S REPORT

The Company has shifted its registered office from Bangalore, in the state of Karnataka to Mumbai, in the state of Maharashtra as majority of the new management belongs to Mumbai and this would save the administrative costs of the Company to have new business avenues. In this connection, the Company received order from Regional Director (RD), South-Eastern region to shift the registered office dated March 11, 2022.

25. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

In accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made there under, the Company has framed and adopted the policy for Prevention of Sexual Harassment at Workplace. Company was not in receipt of any complaint of sexual harassment during the year.

26. .PARTICULARS OF EMPLOYEES

The information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable, since during the year under review none of the employees of the Company was in receipt of remuneration in excess of the limits specified, whether employed for the whole year or part thereof.

27. CHANGES IN NATURE OF BUSINESS

There was no change in nature of Business during the year.

28. CORPORATE SOCIAL RESPONSIBILITY

The provisions of the Section 135 of the Companies Act, 2013 is not applicable to the Company.

DIRECTOR'S REPORT

29. HUMAN RESOURCES:

Your Company considers people as its biggest assets and 'Believing in People' is at the heart of its human resource strategy. It has put concerted efforts in talent management and succession planning practices, strong performance management and learning and training initiatives to ensure that your Company consistently develops inspiring, strong and credible leadership.

Your Company has established an organization structure that is agile and focused on delivering business results. With regular communication and sustained efforts it is ensuring that employees are aligned on common objectives and have the right information on business evolution. Your Company strongly believes in fostering a culture of trust and mutual respect in all its employees seek to ensure that business world values and principles are understood by all and are the reference point in all people matters.

The current workforce breakdown structure has a good mix of employees at all levels. Your Board confirms that the remuneration is as per the remuneration policy of the Company. As on March 31, 2022, the Company had only 3 employees.

30. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the board of Directors, to the best of their knowledge and ability, confirm that:

i. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.

DIRECTOR'S REPORT

ii.They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/loss of the Company for that period.

i.They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

ii.They have prepared the annual accounts on a going concern basis.

iii. They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.

iv.They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal and statutory auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2021-22.

DIRECTOR'S REPORT

31. DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013:

The Company has not issued any shares with differential rights as to dividend, voting or otherwise and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

32. DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

33. DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013:

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

34. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

DIRECTOR'S REPORT

25. REPORTING OF FRAUD:

The Auditors of the Company have not reported any instances of fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Companies Act, 2013.

36. CAUTIONARY STATEMENTS:

Statements in this Annual Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

37. ACKNOWLEDGEMENTS:

Your Directors would like to express deep sense of appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders and for the devoted service by the Executives, staff and workers of the Company. The Directors express their gratitude towards each one of them.

38. RELATIONSHIPS BETWEEN DIRECTORS INTER_SE:

None of the Directors is related to each other and there are no inter se relationships between the Directors.

39. SHAREHOLDING OF DIRECTORS AS ON MARCH 31, 2022:

DIRECTOR'S REPORT

As on March 31, 2022, no other Director (except as mentioned below) holds any shares in the Company. The Company has not issued any convertible instruments

Sr. No.	Name of the Directors	Shareholding at the beginning of the year	Shareholding at the end of the year.
1.	Mr. Manish Turakhia, Non-Executive Director	2,38,329 shares (4.27%)	2,38,329 shares (4.27%)
2.	Ms. Prabhha Shankarran, Executive Director	10,400 shares (0.19%)	10,400 shares (0.19%)
3.	Mr. Stavan Ajmera, Non-Executive Director	2,600 shares (0.05%)	2,600 shares (0.05%)

40. BOARD-SKILLS/EXPERTISE/COMPETENCIES:

The Board of directors based on the recommendations of the Nomination and Remuneration Committee, identified the following core skills/expertise/competencies of Directors as required in the context of business of the Company for its effective functioning:

Sr. No	Skills/Expertise/Competencies
1	Leadership qualities
2	Industry knowledge and experience
3	Understanding of relevant laws, rules and regulations
4	Financial Expertise
5	Risk Management

Following are the details of the skills and competence possessed by the Board of Directors:

DIRECTOR'S REPORT

S.N	Name of Directors	Leadership qualities	Industry knowledge and experience	Understanding of relevant laws, rules and regulations	Financial Expertise	Risk Management
1	Mr. Stavan Ajmera	Expert	Expert	Expert	Expert	Expert
2	Mr. Manish Turakhia	Proficient	Expert	Proficient	Expert	Proficient
3	Mr. Jay Shah	Expert	Expert	Proficient	Expert	Proficient
4	Mr. Eshanya Gupta	Expert	Expert	Expert	Expert	Expert
5	Mr. Jaimin Patwa	Expert	Expert	Expert	Expert	Expert
6	Ms. Prabhha Shankarran	Expert	Expert	Expert	Expert	Expert

The identified skills / competences are broad-based and marking of 'Proficient' against a particular member does not necessarily mean the member does not possess the corresponding skills / competences.

41. DETAILS OF REMUNERATION TO ALL THE DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Name of the Directors	Salary, Allowance, perquisites and other benefits	Performance-linked Income/Bonuses/Commission Paid/Payable	Stock Option	Pension	Sitting Fees Paid
Executive Directors					
Ms. Prabhha Shankarran	Rs. 4,20,000/-			Nil	
Mr. Jay Shah	Nil				
Non-Executive Directors					
Mr. Stavan Ajmera				Nil	
Mr. Manish Turakhia					
Mr. Jaimin Patwa					
Mr. Haresh Sanghvi*					

DIRECTOR'S REPORT

* Mr. Haresh Sanghvi resigned from the Company with effect from May 31, 2021

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD DURING FY 2021-2022

S N	Particulars of Remuneration	Remuneration (in Rs.) till the date of employment	
			Total
	Name	Himanshu Pareek	
	Designation	Company Secretary and Compliance Officer	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,90,000 p.a.	1,90,000 p.a.
	(b) Value of perquisites u/s 17(2) Income- tax Act, 1961	Nil	Nil

	(c) Profits in lieu of salary undersection		
	17(3) Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	- others, specify...		
5	Others, please specify		
	Total	1,90,000 p.a.	1,90,000 p.a.

*Mr. Himanshu Pareek was appointed on May 24, 2021.

Disclosure of Managerial Remuneration

A. Ratio of remuneration of each Director to the median remuneration of the employees of the Company for FY 2021-22 as well as the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary is as under:

DIRECTOR'S REPORT

Name of Director/ Key Managerial Personnel	Ratio to median remuneration	% increase in remuneration over previous year
Non-Executive Directors		
Mr. Stavan Ajmera	This is not applicable as the Company did not pay any remuneration to its directors.	
Mr. Jaimin Patwa		
Mr. Manish Turakhia		
Mr. Haresh Sanghvi		
Mr. Eshanya Gupta		
Executive Directors		
Mr. Jay Shah	This is not applicable as the Company did not pay remuneration	
Ms. Prabha Shankaran	1.84:1	Nil
Key Managerial Personnel		
Mr. Jay Shah*	This is not applicable as the Company did not pay remuneration	
Mr. Himanshu Pareek**	1:1	This is not applicable as no increment was made in the FY 2021-22.
Mr. Aditya Agarwal***	1:1	

*Mr. Jay Shah has been appointed as whole-Time Director (with effect from September 1, 2021) of the Company.

**Mr. Himanshu Pareek resigned as Company Secretary and Compliance Officer of the Company effective from May 31, 2022.

***Mr. Aditya Agarwal has been appointed as a Company Secretary and Compliance Officer of the Company effective from June 08, 2022.

B. Percentage decrease in the median remuneration of employees in FY 2021-22: 36.48%

DIRECTOR'S REPORT

C. Number of permanent employees on the rolls of the Company as on March 31, 2022:3

D. Comparison of average percentile increase in salary of employees other than the managerial personnel and the percentile increase in the managerial remuneration:

Particulars	% change in remuneration
Average decrease in salary of employees (other than managerial personnel)	15.79%
Average decrease in remuneration of managerial personnel	85.54%

Affirmation: It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty				NONE	
Punishment					
Compounding					
B. DIRECTORS					
Penalty				NONE	
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty				NONE	
Punishment					
Compounding					

DIRECTOR'S REPORT

The Company failed to approve its annual audited financial results within prescribed timeline under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, and accordingly a penalty of Rs. 53,100/- was levied by BSE. The payment for the same was made by the Company within due time.

42. GENERAL SHAREHOLDER INFORMATIONS:

a) 9th Annual General Meeting

Date	Time	Venue
29 th September, 2022	12 Noon	AGM will be held through electronic mode [video conference or other audiovisual means ("OAVM")]

b) Financial Calendar for the year 2021-2022

Financial year	1 st April, 2021 to 31 st March, 2022
Book Closure Dates	September 22, 2022- September 29, 2022 (both days inclusive)

c) Listing of Equity Shares on Stock Exchange and Stock Codes

Listing on Stock Exchange:

BSE Limited ("BSE")

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai 400 023

SCRIP CODE: 542910

d) Location and time, where Annual General Meeting (AGM) for the last 3 years were held is given below:

Financial Year	AGM	Date	Time	Location
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DIRECTOR'S REPORT

Financial Year	AGM	Date	Time	Location
2020-21	8 th	Tuesday, September 28, 2021	11.00 a.m.	Video-Conferencing/ Other Audio-Visual Means
2019-20	7 th	Wednesday, September 30, 2020	11.00 a.m.	11, 7 th Block, 33rd Main, Banagirinagar, Banashankari 3rd Stage, Bengaluru - 560 085
2018-19	6 th	Monday, 30 September, 2019	11.00 a.m.	11, 7 th Block, 33rd Main, Banagirinagar, Banashankari 3rd Stage, Bengaluru - 560 085

e) Stock Market Date and their Performance v/s S&P BSE Sensex

The high/low of the market price of the shares of the Company is as follows:

Month	BSE (Rs.)	
	High	Low
April-2021	17.10	16.40
May-2021	15.40	13.60
June-2021	17.50	13.70
July-2021	21.00	17.50
August-2021	18.70	17.50
September-2021	17.30	15.95
October-2021	16.20	16.20
November-2021	-	-
December-2021	16.10	15.95
January-2022	16.10	15.95
February-2022	17.50	14.80
March-2022	16.10	12.75

f) Registrar and Share Transfer Agent (RTA)

REGISTRAR AND SHARE TRANSFER AGENT:

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis, Makwana Road, Marol,

Andheri East, Mumbai-400 059

Tel: 022 62638200.

Fax: 2851 2885

website: <https://www.bigshareonline.com/>

DIRECTOR'S REPORT

Share transfer system:

The Board has the authority for approving transfer, transmission of the Company's securities. The Company ensures that the half yearly Compliance Certificate pursuant to regulations 40(9) and 40 (10) of the SEBI Listing Regulations are filed with the Stock Exchanges.

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) cannot be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories.

The Board appreciates that all the members are holding shares in dematerialized form.

Distribution of shareholding:

Nominal Value of Shares: Rs. 10

Category (Shares)	Shareholders		Shares	
	Number	%	Number	%
501-1000	1	0.9524	900	0.0161
1001-2000	1	0.9524	1300	0.0233
2001-3000	48	45.7143	143600	2.5710
3001-4000	3	2.8571	11550	0.2068
5001-10000	17	16.1905	113200	2.0267
10001 - 9999999999	35	33.3333	5314791	95.1561
Total	105	100.0000	5585341	100.0000

g) Dematerialization of Shares :

The Company's shares are required to be compulsorily traded on Stock Exchanges in dematerialized form. The number of shares as on 31st March, 2022 held in dematerialized and physical form are as under.

DIRECTOR'S REPORT

Particulars	No. of Shares	%
NSDL	25,01,114	44.78
CDSL	30,84,227	55.22
Physical	0	0
Total	55,85,341	100

h) Compliance with mandatory and non-mandatory requirements of the Listing Regulations:

The Company has complied with all mandatory requirements of Listing Regulations and has not adopted any non-mandatory requirements which are not applicable to the Company.

43. Corporate Governance

The Company does not fall under purview of Regulations of Corporate Governance.

Pursuant to Regulation 15 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the provisions of reporting of Corporate Governance as specified in Regulation 27 (2) is not applicable to the Company, as it is SME Listed Company.

Though the Corporate Governance is not applicable to the Company, the Company has given certain disclosures as a practice of good corporate governance.

DIRECTOR'S REPORT

Registered Office:

SH-4, A Wing, Bldg. No. 34, Tilak Nagar Chembur Sahvas Co-operative HSG Soc, Mumbai - 400089

Tel : 080 - 26799552

CIN: L51909MH2013PLC381314

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

Email: info@valencianutrition.com

By Order of the Board of Directors

For VALENCIA NUTRITION LIMITED

Sd/-

Stavan Ajmera

DIN: 08112696

The Chairman

Date: August 30, 2022

Sd/-

Jay Shah

DIN: 09072405

Whole Time Director & CFO

Place: Mumbai

Mass Resignations & Retrenchments

Company suffered heavy cash burn due to Covid Lock Downs (March 2020 to July 2020) and entire team was asked to leave on November 30, 2020.

Resignation of Deepthi Anand

Company suffered severe jolt from the Resignation of its Founder Promoter and MD on 31.01.2021.

Post the above events, Mr. Manish Turakhia along with the Directors were left alone to rebuilt the operations or close down the company. Amongst the onslaught of Covid environment & widespread pessimism, we had to look for Ray of Hope.

Upon the wise counsel of the investors, new team was to be build & inculcated, the Beverage Industry Nuance (Production, Distribution, Marketing) had to be understood from grass root level, the Bottling Partners & Vendors needed to be taken in confidence. Almost entire year went to reconnect the scattered dots.

Accordingly, few Business Planning were mulled and implemented later –

1. Production to be carried out at multiple location so as to distribute final product in the radius of 300km of Plant location.
2. All variants have to be produced in day wise schedule.
3. Products to be supplied in Truck Load with all the variant in each truck straight to the Distributors (This practice does away with Central Warehouse, multiple Loading & Unloading and Damages/Shortages as Central Warehouse.)
4. We adopted policy of Only Sales without Sales Support.
5. Doing away with Sale or Return Policy. Products once SOLD to Distributors will be their property and they will have to sell to Retailers. (Only Manufacturing Defects will be replaced but unsold inventory will not be replaced.)
6. To do away large with Sales Force at Retail level to take orders. This has to be achieved via implementation of Valencia WebApp looping Super Stockist, Distributors & Retailer.

VALENCIA'S: WORLD-CLASS TALENT POOL



MEET
THE
TEAM

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MEET THE TEAM



Mr. Manish Turakhia
Promotor Director



Mrs. Meghna Turakhia
Strategic Advisor &
Partner, Veer
Value Ventures
LLP



Stavan Ajmera
Chairman & Director



Jaimin Patwa
Independent Director

MEET THE TEAM



Eshanya Gupta

Independent Director



Prabhha Shankarran

Executive Director



Jay Shah

Executive Director & CFO



Ar. Harsh Joshi

Creative & Marketing
Head

MEET THE TEAM



Dhruv Shah
Distribution Channel
Head



Hrithik Jain
Operations Head –
South India



Sourabh Rangmale
Technical Head



C. Sathish Kumar
Sales Head – Tamil Nadu



Thilak Noogula
Head Quality Control

MEET THE TEAM : SUPER STOCKIST OF VNL



A G Chenna Kesavalu

Honorary President -
Chennai Region



Pratul Kedia

Honorary President -
Hyderabad

INDIAN NON-ALCOHOLIC BEVERAGE MARKET

INDUSTRY STRUCTURE AND DEVELOPEMENTS

VNL is a Biotechnology Company with Nutraceuticals Focus. Present segment of production line is in the format of Beverage. Hence FSSAI Regulations, GST & Market Nuances of Beverage Market forms our ecology.

The India non-alcoholic beverage market is segmented based on product type, packaging, package size, distribution channel, region, and competitional landscape. Based on product type, the market is categorized into carbonated beverages and non-carbonated beverages. Based on packaging, the market is segmented into bottles, cans, and others (Tetra Pak, Pouches, etc.). Further, on the basis of package size, the market is segmented into below 250 ml, 250ml-1L, and above 1L. The market strategies are devised on regional market segmentation, divided among north, west, south, and east regions.

India Non-Alcoholic Beverages Market is segmented into following categories:

- India Non-Alcoholic Beverages Market, By Product Type:
 - Carbonated
 - Non-Carbonated
- India Non-Alcoholic Beverages Market, By Packaging:
 - Bottles
 - Cans
 - Tetra Pak
 - Pouches

INDIAN NON-ALCOHOLIC BEVERAGE MARKET

- India Non-Alcoholic Beverages Market, By Package Size:
 - Below 250 ml
 - 250 ml-1L
 - Above 1L
- India Non-Alcoholic Beverages Market, By Distribution Channel:
 - Department Store
 - Supermarket/Hypermarket
 - Convenience Store
 - Online
 - Others
- India Non-Alcoholic Beverages Market, By Region:
 - North
 - West
 - South
 - East

India Non-Alcoholic Beverages Market (Carbonated Beverage & Non-Carbonated Beverage)

The India non-alcoholic beverages Market Size Value in FY2021 was USD8.69 billion and is expected to reach USD13.7 billion by 2027F, growing at a CAGR of 8.10% during the forecast period. In India, the non-alcoholic beverage market is mainly driven by increasing demand for non-fizzy drinks, rising GDP and per capita income, the surge in sales through e-commerce, etc.

Moreover, substantial marketing activities by various brands and significant endorsements by film stars are some of India's significant drivers of non-alcoholic beverages. Furthermore, changing consumer tastes and preferences and consumer inclinations to consume food and beverages have led to an increase in the consumption of non-alcoholic beverages.

INDIAN NON-ALCOHOLIC BEVERAGE MARKET

·The non-alcoholic beverage market in India has made a lot of progress in the last few decades. After just a few Indian players in the 1970s and 1980s, the market saw the re-entry of many multinationals in the 1990s, including Coca-Cola and Pepsi. Since then, various Indian firms, as well as foreign multinationals, have attempted to gain a foothold in the rapidly expanding market.

·Today, India is an important market for numerous players looking to establish a strong beverage brand. Owing to several macroeconomic factors, the Indian non-alcoholic beverage market is one of the fastest-growing globally.

·In 2016, Prime Minister of India proposed to large beverage companies such as Coca-Cola and Pepsi to include 2% fruit content in aerated drinks, allowing farmers to cultivate more fruits while earning a profit. This type of initiative has pushed for the inclusion of natural fruits in the carbonated beverages sold in India.

·Seeing that Indian consumers no longer consider aerated drinks to be a healthy option, the decision by India's Prime Minister seems to have a significant impact on the non-alcoholic beverage market.

·Under GST tariffs, fruit-pulp or fruit juice-based drinks draw a 12 per cent rate. On the other hand, aerated waters and carbonated drinks are charged 28 per cent GST along with 12 per cent cess. Most Domestic Players added Apple Juice Concentrate to their beverage and add just the flavour of respective fruit like Lichee, Orange, Lemon, Grape, etc. Under this bypass to 'Use of Fruit' they presumed to fall under with self-justification of manufacturing "Fruit Based Beverage"

INDIAN NON-ALCOHOLIC BEVERAGE MARKET

Every player was summoned to pay GST 28% plus Cess 12% with retrospective basis that led to wide scale disruption and closure of many regional brands.

·With the onset of the second pandemic wave in April 2021, the non-alcoholic beverage companies confronted on-the-spot demanding situations because only a few shops remained open which hampered their delivery chain. Key enterprises delivered new beverages and improved door-to-door deliveries to pressure sales. Due to the disruptions in international delivery chains, the authorities established guidelines with the aim of implementing the stern FSSAI (Food Safety and Standards Authority of India) recommendations for excellent guarantee and control of quality of drinks. Indian producers of carbonated drinks witnessed their lowest demand during April and June 2021.

AUDIT REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED March 31, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
VALENCIA NUTRITION LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by VALENCIA NUTRITION LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

AUDIT REPORT

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of, as applicable:

(i) The Companies Act, 2013 (“the Act”) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), as applicable:-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; presently the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; presently the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

AUDIT REPORT

d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; presently the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; presently the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(vi) As per the information received from the Company, following are the other specific[A1] business/industry related laws that are applicable to the Company, viz.

- The Food Safety and Standards Act, 2006
- Legal Metrology Act, 2009
- The Trade Marks Act, 1999

I have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards with regards to Meeting of Board of Directors (SS-1) and General Meeting (SS-2) issued by The Institute of Company Secretaries of India,

AUDIT REPORT

ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Listing Agreements entered into by the Company with Stock Exchange(s) applicable as follows:

- SME Listing Agreement with the BSE Limited (BSE);

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except as mentioned hereinafter:

- The Company failed to approve its annual audited financial results within the prescribed timeline under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, and accordingly, a penalty of Rs. 53,100/- was levied by BSE and the same was paid by the Company.
- The Company sold its land parcel without prior approval of the Members of the Company under Section 180(1)(a) of the Companies Act, 2013. Later, ratified in the AGM.

I further report that the Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act except for Mr. Jaimin Patwa was appointed as an Additional Director on May 11, 2020, and his appointment was not confirmed at the immediate annual general meeting; however the same was confirmed by the Members of the Company on September 28, 2021.

AUDIT REPORT

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or on shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The minutes of the Board meetings and Committee Meetings have not identified any dissent by members of the Board /Committee of the Board; respectively hence we have no reason to believe that the decisions by the Board were not approved by all the directors/members present.

The Audited Financial Results of the Company for year ended March 31, 2022 were approved, signed by the Board and disseminated on the BSE Website on May 30, 2022 as per Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and the Independent Auditor's Report along with the Annexures was signed on August 30, 2022

I further report that, based on a review of the compliance mechanism established by the Company and the Compliance Certificates taken on record by the Board of Directors at their meetings, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

I further report that during the audit period the following events/actions have taken place which have a major bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.,:

AUDIT REPORT

(i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc. - NIL

(ii) Redemption/buy-back of securities - NIL

(iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013

- The Members at their Eighth Annual General Meeting held on September 28, 2021, approved the borrowing limits of the Company, pursuant to Section 180(1)(a) and Section 180(1)(c), upto aggregate value of ₹ 50 crores.

(iv) Merger / amalgamation / reconstruction, etc. - NIL.

(v) Foreign technical collaborations - NIL

(vi) Any other Events - please specify, if any

- The Company has received order from Regional Director (RD) dated March 11, 2022 for shifting of its registered office (RO) from the state of Karnataka to the state of Maharashtra.
- The Members at their Eighth Annual General Meeting held on September 28, 2021, approved the investment limit of the Company, pursuant to Section 186, upto aggregate value of ₹ 50 crores.

AUDIT REPORT

Sd/-

Krupa Joisar

Krupa Joisar & Associates

Practising Company Secretary

Membership No. F11117

Certificate of Practice No. 15263

Place: Mumbai Peer Review Certificate No.1251/2021

Date: August 30, 2022 UDIN F011117D000879072

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

AUDIT REPORT

'Annexure A'

To,
The Members
VALENCIA NUTRITION LIMITED

Our report of even date is to be read along with this letter.

1) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3) We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.

4) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

AUDIT REPORT

Sd/-

Krupa Joisar

Krupa Joisar & Associates

Practising Company Secretary

Membership No. F11117

Certificate of Practice No. 15263

Place: Mumbai Peer Review Certificate No.1251/2021

Date: August 30, 2022 UDIN F011117D000879072

Declaration regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

I, Jay Shah, Whole time Director and Chief Financial Officer of Valencia Nutrition Limited hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2022.

Jay Shah

Whole Time Director & CFO

(DIN: 09072405)

Date: August 30, 2022

Place: Mumbai

FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

TO,
THE MEMBERS OF VALENCIA NUTRITION LIMITED

Report on the Audit of the Standalone Financial Statements

1. Opinion

We have audited the standalone financial statements of VALENCIA NUTRITION LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2022, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.(hereinafter referred to as the "standalone financial statements.")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its loss and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India

FINANCIAL STATEMENTS

together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matters	Auditor's Responses
1.	<p><u>Assessment of Going Concern Assumption:</u> In view of stoppage of production and sales during the financial year since the start of Covid-19 pandemic, the going concern assumption has been examined.</p>	<p><u>Principal Audit Procedures:</u> Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none">• Reviewed the satisfaction of Financial obligations during the financial year• Reviewed the infusion of funds by way of <u>long term</u> loan by the promoter director• Reviewed the activities during the next financial year for resumption of business and verified the re launch of products

4. Emphasis of Matter

We draw attention to Note No. 29 of the Standalone Financial Statements, wherein the Company has disclosed its assessment relating to Covid 19 pandemic. As mentioned therein, the assessment of the Management does not indicate any material effect on the carrying value of its assets and liabilities of the Company on the reporting date or any adverse change in the

FINANCIAL STATEMENTS

ability of the Company to continue as a going concern. The assessment of the Management is dependent on the circumstances as they evolve considering the uncertainties prevailing in the economic situation.

Our opinion is not modified in respect of this matter.

5. Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

6. Responsibilities of Management for Standalone Financial Statements

The Company's Board of Directors is responsible for the matters

FINANCIAL STATEMENTS

stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company’s financial reporting process.

7. Auditor’s Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion.

FINANCIAL STATEMENTS

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

FINANCIAL STATEMENTS

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material

- uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters.

FINANCIAL STATEMENTS

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

8. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure B" to this report a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.

FINANCIAL STATEMENTS

e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There are no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

FINANCIAL STATEMENTS

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(v) The Company has not declared or paid any dividend during or for the financial year and hence reporting under Rule 11(f) is not applicable.

FINANCIAL STATEMENTS

**For M/s. Shah and Modi,
Chartered Accountants
FRN: 112426W**

**Jaydeep N. Modi
Partner
M. No. 039255
Date: 30.08.2022
Place: Mumbai
UDIN: 22039255ARBFPP5657**

FINANCIAL STATEMENTS

Annexure B to the Independent Auditors' Report

Report under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March, 2022

**To,
The Members of VALENCIA NUTRITION LIMITED,**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that,

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) i. The Company has not maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

ii. Since there are no intangible assets, hence, reporting under clause (i) (a) (ii) of the Order is not applicable.

(b) The Company has a regular programme of physical verification of its Property, Plant and Equipment and right-of-use assets, by which all assets are verified in a phased manner over a period of three years. However during the financial year, no physical verification has been conducted in view of the Covid pandemic.

(c) There are no immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements.

(d) The Company has not revalued any of its Property, Plant and

FINANCIAL STATEMENTS

Equipment (including right-of-use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.

ii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the inventory has not been physically verified by the management during the year in view of the Covid pandemic.

(b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions on the basis of security of current assets, and hence reporting under clause (ii)(b) of the Order is not applicable.

iii.(a) The company, during the year, has not made any investments in, given any guarantee or security or granted any loans or advances which are characterised as loans, unsecured or secured, to LLPs, firms or companies or any other person. Hence reporting under clause (iii) (a), (b), (c), (d), (e) and (f) of the order is not applicable.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, if any.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

vi. The maintenance of cost records has not been specified by the

FINANCIAL STATEMENTS

Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

vii. In respect of Statutory dues :

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Cess and other material statutory dues were in arrears as at 31st March 2022, for a period of more than six months from the date they became payable.

(c) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022 on account of disputes are given below:

Nature of Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount (In Lakhs)
The Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	AY 2017-18	83.07

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, reporting as per clause (viii) of the Order is not applicable to the Company.

FINANCIAL STATEMENTS

ix. (a) To the best of knowledge and according to information and explanations given to us, The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender, if any.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us the Company has not raised any money obtained by way of term loans during the year.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.

(e) There are no subsidiaries or joint ventures of the company. Hence, the requirement to report on clause (ix)(e) of the Order is not applicable to the Company.

(f) There are no subsidiaries or joint ventures of the company. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x) (a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x) (b) of the Order is not applicable.

FINANCIAL STATEMENTS

xi. (a) To the best of knowledge and according to information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of knowledge and according to information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) To the best of knowledge and according to information and explanations given to us, there were no whistle-blower complaints reported to the company and hence reporting under clause (xi) (c) of the Order is not applicable.

xii. The Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, reporting under clause (xii) of the Order is not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

FINANCIAL STATEMENTS

(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi.(a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a), (b) and (c) of the Order is not applicable.

(b) The Group does not have any Core Investment Company as part of the group and accordingly reporting under clause (xvi) (d) of the Order is not applicable.

iii. The Company has incurred cash losses of Rs. 58.62 lakhs and 344.21 lakhs during the financial year covered by our audit and the immediately preceding financial year respectively.

xviii. M/s Manian & Rao Charatered Accountants, the statutory auditors of the Company have resigned with effect from September 1 2021. As informed, there have been no issues objections or concerns raised by the said outgoing auditors.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date i.of the audit report indicating that Company is not capable of meeting its liabilities existing at

FINANCIAL STATEMENTS

the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx.The provisions of section 135 with respect to Corporate Social Responsibility do not apply to the aforesaid company. Therefore provisions of clause 3(xx) (a) and (b) of the order are not applicable to the company.

**For M/s. Shah and Modi,
Chartered Accountants
FRN: 112426W**

**Jaydeep N. Modi
Partner
M. No. 039255
Date: 30.08.2022
Place: Mumbai
UDIN: 22039255ARBFPPF5657**

FINANCIAL STATEMENTS

Annexure - A

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the Internal Financial Controls over financial reporting of **VALENCIA NUTRITION LIMITED** (“the Company”), as of 31 March, 2022 in conjunction with our audit of the financial statements of the company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10)

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of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally

FINANCIAL STATEMENTS

accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the internal control

FINANCIAL STATEMENTS

over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M/s. Shah and Modi,
Chartered Accountants
FRN: 112426W**

**Jaydeep N. Modi
Partner
M. No. 039255
Date: 30.08.2022
Place: Mumbai
UDIN: 22039255ARBF5657**

FINANCIAL STATEMENTS

Valencia Nutrition Limited
CIN : L51909MH2013PLC381314
Balance Sheet as at 31st March, 2022

(Rs. in Lakhs)

Particulars	Note No	31st March 2022	31st March 2021
I. EQUITY AND LIABILITIES			
(1) Shareholder's funds			
(a) Share capital	2	558.53	558.53
(b) Reserves and Surplus	3	(498.86)	(432.68)
(2) Non-current liabilities			
(a) Long-term borrowings	4	59.80	18.04
(3) Current liabilities			
(a) Short Term Borrowings	5	-	38.33
(a) Trade payables	6		
(A) total outstanding dues of micro enterprises and small enterprises; and		1.49	1.49
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		20.42	54.40
(b) Other current liabilities	7	93.47	120.76
(c) Short-term provisions	8	9.92	9.67
Total		244.78	368.54
II. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment and Intangible assets	9		
(i) Property, plant and equipment		22.20	141.37
(b) Non-current investments	10	-	0.10
(c) Long term loans and advances	11	6.74	5.28
(2) Current assets			
(a) Inventories	12	7.82	7.82
(b) Trade receivables	13	5.80	2.21
(c) Cash and cash equivalents	14	4.56	26.74
(d) Short-term loans and advances	15	196.57	185.02
(e) Other Current Assets	16	1.10	-
Total		244.78	368.54

Significant accounting policies 1
Notes referred to above form an integral part of the Financial Statements.

As per our report of even date
For Shah & Modi
Chartered Accountants
FRN : 112426W

For & On Behalf of the Board

Sd/-
Mr. Jaydeep N. Modi
Partner
M.No.: 039255

Sd/-
Manish Pravinchandra Turakhia
Director
DIN : 02265579

Sd/-
Jay Jatin Shah
Whole Time
Director & CFO
DIN : 09072405
PAN : BJPPS6293E

Place:- Mumbai
Date:- 30th August 2022

Sd/-
Himanshu Pareek (PAN No. CRKPP5901N)
Company Secretary and Compliance Officer

FINANCIAL STATEMENTS

Valencia Nutrition Limited
CIN : L51909MH2013PLC381314

Statement of Profit and Loss for the year ended 31st March, 2022

(Rs. in Lakhs)

	Particulars	Note No.	Financial Year 2021 - 22	Financial Year 2020 - 21
I	Revenue from operations	17	-	95.48
II	Other income	18	0.04	2.30
III	Total Income		0.04	97.78
IV	Expenses:			
	Cost of materials consumed	19	1.31	156.06
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	-	21.24
	Employee benefit expense	21	16.39	108.45
	Financial costs	22	0.70	8.97
	Depreciation and amortisation cost	23	7.55	13.43
	Other expenses	24	40.62	99.87
	Total expenses		66.57	408.02
V	Profit before exceptional items and tax (III - IV)		(66.53)	(310.24)
VI	Exceptional items - gain / (loss)	25	0.36	(47.40)
VII	Profit before tax (V - VI)		(66.17)	(357.64)
VIII	Tax expense: (1) Current tax (2) Deferred tax	5	-	-
IX	Profit/(Loss) for the period (VII-VIII)		(66.17)	(357.64)
	Earning per equity share: Face value per equity shares Rs.10/- fully paid up.	26		
	(1) Basic		(1.18)	(6.40)
	(2) Diluted		(1.18)	(6.40)

Notes referred to above form an integral part of the Financial Statements.

As per our report of even date
For Shah & Modi
Chartered Accountants
FRN : 112426W

For & On Behalf of the Board

Sd/-
Mr. Jaydeep N. Modi
Partner
M.No.: 039255

Sd/-
Manish Pravinchandra Turakhia
Director
DIN : 02265579

Sd/-
Jay Jatin Shah
Whole Time Director & CFO
DIN : 09072405
PAN : BJPPS6293E

Place:- Mumbai
Date:- 30th August 2022

Sd/-
Himanshu Pareek (PAN No. CRKPP5901N)
Company Secretary and Compliance Officer

FINANCIAL STATEMENTS

VALENCIA NUTRITION LTD		
CIN : L51909MH2013PLC381314		
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022		
Particulars	For the Year ended March 31, 2022	For the year ended March 31, 2021
A CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extraordinary items	(66.17)	(357.64)
Adjustments for:		
Depreciation expense	7.55	13.43
Reversal of Provision for gratuity and leave encashment	-	(6.57)
(Profit) / Loss on sale of fixed assets	1.63	3.69
Interest income	(0.04)	(2.30)
Capital advance written off	-	47.40
Bad debts/advances written off & provision made	-	0.61
Provision for expiry	0.70	44.34
Interest expenses	-	9.03
Appropriation of profits	9.84	109.63
Operating profit / (loss) before working capital changes	(56.33)	(248.00)
Changes in working capital:		
Increase / (Decrease) in trade payable	(33.98)	16.77
Increase / (Decrease) in short term provision	0.25	4.70
Increase / (Decrease) in long term provisions	-	(2.69)
Increase / (Decrease) in deferred tax liabilities	-	-
Increase / (Decrease) in other current liabilities	(27.29)	49.93
(Increase)/decrease in long-term loans and advances	(1.46)	21.69
(Increase) / Decrease in short term loan and advances	(11.55)	(122.65)
(Increase) / Decrease in trade receivables	(3.59)	(0.38)
(Increase) / Decrease in inventories	-	31.38
(Increase)/decrease in other current assets	(1.10)	-
(Increase)/decrease in other non-current assets	0.10	-
	(78.61)	(1.24)
CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	(134.94)	(249.24)
Less: Taxes paid	-	-
NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	(134.94)	(249.24)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sales of tangible / intangible assets	112.13	(11.63)
Interest Received	0.04	2.31
NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES	112.17	(9.31)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Amount borrowed during the year	41.76	-
Interest expenses	0.70	(9.03)
Borrowings repaid	-	(8.21)
Dividend paid	-	-
NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES	42.46	(17.24)
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	19.69	(275.80)
Cash and Cash equivalents at beginning period (Refer Note 14)	23.22	299.01
Cash and Cash equivalents at end of period (Refer Note 14)	42.90	23.22
D. Cash and Cash equivalents comprise of		
Cash on hand	2.05	-
Balances with banks		
In current accounts	2.52	23.21
Total	4.56	23.21
This Cash Flow Statement has been prepared as per "Indirect Method" as prescribed by Accounting Standard -3 (revised) "Cash Flow Statements"		
As per our report of even date		For & On Behalf of the Board
For Shah & Modi		
Chartered Accountants		
FRN : 112426W		
Sd/-		Sd/-
Mr. Jaydeep N. Modi		Manish Pravinchandra
Partner		Jay Jatin Shah
M.No.: 039255		Whole Time Director &
Place:- Mumbai		CFO
Date:- 30th August 2022		DIN : 09072405
		PAN : BJPPS6293E
		Sd/-
		Himanshu Pareek (PAN No. CRKPP5901N)
		Company Secretary and Compliance Officer

FINANCIAL STATEMENTS

Valencia Nutrition Limited
CIN: L51909MH2013PLC381314
Notes Forming Part of Balance Sheet

Note 2 :- Share capital

(Rs. in Lakhs)

2.1 Authorized, Issued, Subscribed and Paidup share capital Particulars	31st March, 2022		31st March, 2021	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Share Capital Equity Shares of 10.00 each	57,000,000	5,700.00	57,000,000	5,700.00
Total	57,000,000	5,700.00	57,000,000	5,700.00
Subscribed and fully paid Equity Shares of 10.00 each	5,585,341	558.53	5,585,341	558.53
Total	5,585,341	558.53	5,585,341	558.53

2.2 : Reconciliation of number of shares outstanding is set out below:

Particulars	31st March, 2022	31st March, 2021
Equity shares at the beginning of the year	5,585,341	5,585,341
Add: Shares issued during the current financial year		
Equity shares at the end of the year	5,585,341	5,585,341

2.3 Shareholders holding more than 5% of Shares

Name	31st March, 2022		31st March, 2021	
	No. of Shares	% of Holding	No. of Shares	% of Holding
1. Deepthi Anand	1,879,904	33.66%	1,879,904	33.66%
2. Veer Value Ventures LLP	585,000	10.47%	585,000	10.47%

2.4 Shareholding of Promoters

Shareholding of Promoters at the end of the year 31st March 2022				
Sr. No.	Promoter Name	No. of Shares	% of total	% Change during the
1	Deepthi Anand	1,879,904	33.66%	0.00%
2	Manish Pravinchandra Turakhia	238,329	4.27%	0.00%
3	Veer Value Ventures Lip	585,000	10.47%	0.00%
4	Chauhan Ventures Lip	221,000	3.96%	0.00%
5	Jash Ventures	199,550	3.57%	0.00%
6	Arham Ventures	108,329	1.94%	0.00%
7	Vishva Vama Ventures	97,500	1.75%	0.00%
8	Simran Ventures	65,000	1.16%	0.00%
9	Sonahvi Ventures	54,171	0.97%	0.00%
10	H M Arvindkumar Ventures Lip	54,171	0.97%	0.00%
11	Ample Ventures	43,329	0.78%	0.00%
12	Ashit Alapi Ventures	21,671	0.39%	0.00%
	Total	3,567,954	63.88%	0.00%

Shareholding of Promoters at the end of the year 31st March 2021				
Sr. No.	Promoter Name	No. of Shares	% of total	% Change during the
1	Deepthi Anand	1,879,904	33.66%	0.00%
2	Manish Pravinchandra Turakhia	238,329	4.27%	0.00%
3	Veer Value Ventures Lip	585,000	10.47%	0.00%
4	Chauhan Ventures Lip	221,000	3.96%	0.00%
5	Jash Ventures	199,550	3.57%	0.00%
6	Arham Ventures	108,329	1.94%	0.00%
7	Vishva Vama Ventures	97,500	1.75%	0.00%
8	Simran Ventures	65,000	1.16%	0.00%
9	Sonahvi Ventures	54,171	0.97%	0.00%
10	H M Arvindkumar Ventures Lip	54,171	0.97%	0.00%
11	Ample Ventures	43,329	0.78%	0.00%
12	Ashit Alapi Ventures	21,671	0.39%	0.00%
	Total	3,567,954	63.88%	0.00%

2.5 Management Disclosure Notes

- The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.
- There is no fresh issue or buyback of shares during the year.
- The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.
- There is no change in the number of shares outstanding at the beginning and at the end of the year.
- There is no change in the pattern of shareholding during the year. It is same as the last year.

Note 3: Reserves and Surplus

Particulars	(Rs. in Lakhs)	
	31st March, 2022	31st March, 2021
Securities Premium Account :		
Balance as at the beginning of the year	1,142.00	1,142.00
Add / (Less) : Movements during the year :	-	-
Balances as at the end of the Year	1,142.00	1,142.00
Surplus:		
Balance as at the beginning of the year	(1,574.69)	(1,217.05)
Add/(Less):- Profit/(Loss) for the year	(66.17)	(357.64)
Balances as at the end of the Year	(1,640.86)	(1,574.69)
Total	(498.86)	(432.68)

Note 4 : Long term borrowings

Particulars	(Rs. in Lakhs)	
	31st March, 2022	31st March, 2021
Other Loans and advances from related parties:		
-Unsecured Loans from related parties	59.80	18.04
TOTAL	59.80	18.04

Note :

Unsecured loan from related parties includes loan from directors of the company which are interest free and repayable on demand.

FINANCIAL STATEMENTS

Note 5 : Short-term borrowings (Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
(a) Current maturities of Long term borrowings : -Term Loan	-	38.33
TOTAL	-	38.33

Note 6 : Trade payables (Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
Total outstanding dues of micro enterprises and small enterprises	1.49	1.49
Total outstanding dues of creditors other than micro enterprises and small enterprises	20.42	54.40
Total	21.91	55.89

Note 7.1 : Steps have been taken to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March 2022, disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act, is not expected to be material.

Trade Payables ageing schedule: As at 31st March,2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	1.49	-	-	1.49
(ii) Others	0.02	12.87	6.27	1.26	20.42
(iii) Disputed dues- MSME					-
(iv) Disputed dues - Others					-

Trade Payables ageing schedule: As at 31st March 2021

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME		1.49			1.49
(ii) Others	44.45	8.96	(2.07)	3.06	54.40
(iii) Disputed dues- MSME					-
(iv) Disputed dues - Others					-

FINANCIAL STATEMENTS

Note 7 : Other Current Liabilities

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
Statutory Dues:		
-Statutory remittances payable	3.30	4.22
Other Dues:		
-Payables on purchase of fixed assets	0.72	1.26
-Claims Payable	46.19	46.39
-Accrued Expenses	43.26	38.89
-Advance against Land	-	30.00
Total	93.47	120.76

Note 8 : Short Term Provisions

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
Provision for employee benefits		
-Provision for Compensated Absences	4.25	4.25
-Provision for Gratuity	5.67	5.42
Total	9.92	9.67

Note 9 :- Property, plant & equipments and intangible assets as on 31st March, 2022 (As per the Companies Act, 2013)

(Rs. in Lakhs)

Details of Assets	Gross Block				Accumulated Depreciation			Net Block		
	As On 01st April, 2021	Additions	Deductions	Total	As On 01st April, 2021	For The Year	Deductions	As on 31st March, 2022	As At 31st March, 2022	As At 31st March, 2021
TANGIBLE ASSETS										
Land held for sale	109.64	-	109.64	-	-	-	-	-	-	109.64
Electrical Installations	-	-	-	-	-	-	-	-	-	-
Plant & machinery	21.95	-	-	21.95	6.94	4.16	-	11.10	10.85	15.01
Computers	2.33	-	-	2.33	1.98	0.05	-	2.03	0.31	0.35
Telephone system	-	-	-	-	-	-	-	-	-	-
Office equipments	1.46	-	-	1.46	1.35	0.07	-	1.42	0.04	0.11
Furniture & fixtures	1.29	-	-	1.29	1.13	0.04	-	1.17	0.12	0.16
Moulds, tools and cylinders	29.46	-	-	29.46	25.47	1.54	-	27.01	2.45	3.99
Laboratory Equipments	15.39	-	-	15.39	3.76	1.55	-	5.31	10.08	11.64
Vehicles	3.50	-	3.50	-	3.03	0.15	1.52	1.66	(1.66)	0.47
	185.04	-	113.14	71.89	43.66	7.55	1.52	49.70	22.20	141.37
	-	-	-	-	-	-	-	-	-	-
Total	185.04	-	113.14	71.89	43.66	7.55	1.52	49.70	22.20	141.37
Figures of previous year	183.09	11.63	9.68	185.04	36.23	13.43	5.99	43.66	141.37	146.87

FINANCIAL STATEMENTS

Valencia Nutrition Limited
CIN : L51909MH2013PLC381314
Notes Forming Part of Balance Sheet

Note 10 : Non current investment		(Rs. in Lakhs)	
Sr. No.	Particulars	31st March, 2022	31st March, 2021
	Equity based mutual fund		
	Other entities (Investment In Udaya Souharda Credit Co-operative Ltd)	-	0.10
	Total	-	0.10

All above investments are carried at cost
10.1 Other disclosures

(a)	Aggregate cost of quoted investment	-	-
(b)	Aggregate market value of quoted investments	-	0.10
(c)	Aggregate provision for diminution in value of investment	-	-

Note 11 : Long term loans and advances		(Rs. in Lakhs)	
Sr. No.	Particulars	31st March, 2022	31st March, 2021
I)	Security deposit		
	a) Secured, considered good	-	-
	b) Unsecured, considered good	0.74	5.28
II)	Other loans & advances		
	Total	0.74	5.28

Note 12 : Inventories*		(Rs. in Lakhs)	
Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Finished goods		
2	Semi finished goods		
3	Raw material	7.82	7.82
4	Stores & packing		
	*Valued at lower of cost and net realizable value		
	Total	7.82	7.82

Note 13 : Trade receivables		(Rs. in Lakhs)	
Sr. No.	Particulars	31st March, 2022	31st March, 2021
	(a) Unsecured, considered good	5.80	2.21
	(b) Doubtful	-	-
	Total	5.80	2.21

Trade Receivables ageing schedule as at 31st March, 2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	-	3.61	1.61	0.54	0.03	5.80
(ii) Undisputed Trade receivables -considered doubtful						-
(iii) Disputed trade receivables -considered good						-
(iv) Disputed trade receivables -considered doubtful						-

Trade Receivables ageing schedule as at 31st March, 2021

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	2.21	-	-	-	-	2.21
(ii) Undisputed Trade receivables -considered doubtful						-
(iii) Disputed trade receivables -considered good						-
(iv) Disputed trade receivables -considered doubtful						-

Note 14 : Cash and bank balances		(Rs. in Lakhs)	
Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Cash on hand	2.05	-
2	Balances with Banks	2.52	23.21
3	Other Bank Balances		
	-Fixed deposit earmarked bank Guarantee	-	1.91
	-Other deposits with Banks	-	1.61
	Total	4.56	26.74

Note 15 : Short terms loans and advances		(Rs. in Lakhs)	
Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Others		
	-Prepaid expenses	-	0.17
	-Advances to Vendors	26.32	7.85
	-Receivable from Government Authorities	61.55	60.66
	-Other advances	109.70	116.34
	Total	196.57	185.02

Note 16 : Other Current Assets		(Rs. in Lakhs)	
Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Balance with Government Authorities	1.10	-
	Total	1.10	-

FINANCIAL STATEMENTS

Valencia Nutrition Limited

CIN: L51909MH2013PLC381314

Notes Forming Part of Statement of Profit & Loss

Note 17 : Revenue from operations

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Sales of products (refer sub note 17.1)	-	95.48
2	Sale of services		
3	Other operating revenues -		
	Sales are net of Goods & Service Tax (GST)		
	Total	-	95.48

17.1 Sale of products

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Sales - finished goods	-	95.48
2	Sales - semi finished goods		
3	Sales - parts of electric motors		
	Total	-	95.48

Note 18 : Other income

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Discount Income	0.04	2.30
	Total	0.04	2.30

Note 19 : Cost of material consumed

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Cost of materials consumed: (refer sub note 18.1)	1.31	156.06
	Total	1.31	156.06

19.1 Cost of materials consumed

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Consumption of raw material		
	Opening stock	7.82	71.56
	Add :- purchase during the year	1.31	92.33
		9.13	163.88
	Less :- Closing stock	7.82	7.82
		1.31	156.06
	Total	1.31	156.06

FINANCIAL STATEMENTS

Note 20 : Change in inventories

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	<u>Change in inventories of finished goods</u>		
	Opening stock	-	21.24
	Closing stock	-	-
	Sub total (a)	-	21.24
2	<u>Changes in inventories of work-in-progress</u>		
	Opening stock	-	-
	Closing stock	-	-
	Sub total (b)	-	-
	Total	-	21.24

Note 21 : Employment benefit expenses

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
	Salaries and wages	15.76	93.58
	Directors' remuneration	-	14.59
	Contributions to provident and other funds	-	0.12
	Staff welfare expenses	0.38	0.16
	Gratuity	0.25	-
	Total	16.39	108.45

Note 22 : Financial cost

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
	Interest expense on borrowings	0.70	8.97
	Total	0.70	8.97

FINANCIAL STATEMENTS

Note 23 : Depreciation

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
	Depreciation	7.55	13.43
	Total	7.55	13.43

Note 24 : Other expenses

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
	Office Expenses	25.76	3.20
	Rent Including Lease rentals	1.42	5.14
	Website maintenance charges	-	0.33
	Communication	-	0.53
	Travelling & Conveyance	-	6.78
	Printing and stationery	-	1.70
	Freight and forwarding	0.01	10.70
	Commission, Incentives and discounts	-	1.87
	Warehouse Maintenance Expenses	-	4.34
	Business promotion	-	5.80
	Training and development expenses	-	0.81
	Bad trade receivables written off	-	0.61
	Provision for expiry	-	(6.07)
	Trade Claims	-	39.58
	Loss on fixed assets sold / scrapped / written off - net	-	3.69
	Reimbursement Exp	0.65	-
	Loss on destruction	1.98	-
	Hotel Expenses	0.73	-
	Evoting Charges	0.10	-
	Email Hosting	0.36	-
	Donation	0.00	-
	Sales Marketing	2.18	-
	Balance Written Off	2.73	-
	Repairs & maintenance	0.84	0.93
	Rent, rates & taxes	-	4.70
	Miscellaneous expenses	-	1.72
	Legal and Professional Fees	0.61	11.84
	Auditor's remuneration	3.25	1.67
	Insurance premium	-	-
	Total	40.62	99.87

FINANCIAL STATEMENTS

24.1 Rent, rates & taxes

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Water Charges	-	0.16
2	Rates and taxes	-	4.54
	Total	-	4.70

24.2 Legal and Professional Fees

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Legal and professional	0.24	11.84
2	Other legal charges	0.37	-
	Total	0.61	11.84

24.2 Auditor's remuneration

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Payments to auditors - As Internal Auditors	0.75	
2	Payments to auditors - As Statutory Auditors	2.50	1.67
	Total	3.25	1.67

Note 25 : Exceptional items - gain / (loss)

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Balances written off	-	(47.40)
2	Gain on sale of Land	0.36	-
	Total	0.36	(47.40)

Note 26 : Earning per share

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Net profit after tax	(66.17)	(357.64)
2	Weighted average number of equity shares	5,585,341	5,585,341
	Earning per share (face value of Rs.10/-fully paid)	(1.18)	(6.40)

Note 27 Figures of previous years have been regrouped, rearranged and reclassified wherever necessary to conform the current period's classification.

Note 28 Contingent liabilities and commitments (to the extent not provided for)

Contingent Liabilities	
1	As at 31st March 2022, claims against company not acknowledged as debts in respect of Income tax matter pertaining to AY. 2018-19 amounting to Rs.83.07 lakhs. The matter is pending before Commissioner of Income Tax Appeals and the Management expect that its position will not have material adverse effect on Company's Financial position and result of operations.

Note 29 Impact of COVID-19 Outbreak on Business :

The Company considered the possible effects of COVID-19 on the carrying amounts of Property, Plant and Equipment, Investments, Trade receivables and other Current Assets of the Company and group. Based on the current estimates, taking into account external and internal information that are available up to the date of the approval of the financial results, the Company expects the carrying amount of these assets to be recovered and believes that there is no impact on its ability to continue as a going concern. The Company would continue to closely monitor any material changes to future economic/business conditions.

FINANCIAL STATEMENTS

**Note 30 : Disclosure as required by Para 20 of Accounting Standard-AS 18 "Related Parties" of the Companies (Accounting Standard) Rules, 2006:-
CIN : L51909MH2013PLC381314**

Names of related parties and description of relationship :

Sr. No.	Name	Relation
1	Eshanya Biharielall Gupta	Director (KMP)
2	Manish Pravinchandra Turakhia	Promoter and Director (KMP)
3	Shankarran Prabhha	Director (KMP)
4	Stavan Pravin Ajmera	Director (KMP)
5	Jaimin Ajay Patwa	Director (KMP)
6	Jay Jatin Shah	Director (KMP)
7	Aditya Agarwal	Director (KMP)
8	Deepthi Anand	Promoter (KMP)
9	Veer Value Ventures LLP	Promoter (KMP)
10	Chauhan Ventures LLP	Promoter (KMP)
11	Jash Ventures	Promoter (KMP)
12	Arham Ventures	Promoter (KMP)
13	Vishva Vama Ventures	Promoter (KMP)
14	Simran Ventures	Promoter (KMP)
15	Sanghavi Ventures	Promoter (KMP)
16	H M Arvindkumar Ventures LLP	Promoter (KMP)
17	Ample Ventures	Promoter (KMP)
18	Ashit Alapi Ventures	Promoter (KMP)

Transactions with related parties

(Rs. in Lakhs)

Sr. No.	Particulars	Loans Payable		Reimbursement Expenses		Salary Expenses	
		2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
1	Manish Pravinchandra Turakhia	41.76	-	1.95	-	-	-
2	Shankarran Prabhha	-	-	0.07	-	2.11	5.74
3	Jay Jatin Shah	-	-	0.16	-	-	-
4	Deepthi Anand	-	-	2.96	1.23	14.59	14.59
5	Peeyush Agrawal	-	-	-	0.73	-	11.55
6	Adarsha K R	-	-	-	0.17	-	0.88
7	Akshya T M	-	-	-	0.03	-	13.53
	Total	41.76	-	5.13	2.15	16.70	46.29

FINANCIAL STATEMENTS

Additional Regulatory Information

- (i) There no Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are either repayable on demand or without specifying any terms
- (ii) Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD) - NIL
- (iii) During the year, the Company has not raised any borrowings from banks or financial institutions on the basis of security of current assets.
- (iv) Ratios to be disclosed:-
- (a) Current Ratio,
 - (b) Debt-Equity Ratio,
 - (c) Debt Service Coverage Ratio,
 - (d) Return on Equity Ratio,
 - (e) Inventory turnover ratio,
 - (f) Trade Receivables turnover ratio, As per Annexure 1
 - (g) Trade payables turnover ratio,
 - (h) Net capital turnover ratio,
 - (i) Net profit ratio,
 - (j) Return on Capital employed,
 - (k) Return on investment.
- (v) Other statutory information :
- a Title deeds of Immovable Property not held in name of the Company - NIL
 - b The company has not revalued its Property, Plant and Equipment.
 - c The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
 - d The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - e The Company has no relationship with struck off companies
 - f The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
 - g The Company was not a part of any Scheme of Arrangements to be approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
 - h The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - i The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
 - j The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

As per our report of even date
For Shah & Modi
Chartered Accountants
FRN : 112426W

Sd/-
Mr. Jaydeep N. Modi
Partner
M.No.: 039255

Place:- Mumbai
Date:- 30th August 2022

For & On Behalf of the Board

Sd/-
Manish Pravinchandra Turakhia
Director
DIN : 02265579

Sd/-
Jay Jatin Shah
Whole Time Director & CFO
DIN : 09072405
PAN : 8JPPS6293E

Sd/-
Himanshu Pareek (PAN No. CRKPP5901N)
Company Secretary and Compliance Officer

FINANCIAL STATEMENTS

VALENCIA NUTRITION LTD
CIN : L51909MH2013PLC381314

Annexure 1 -Key financial ratios of Standalone Financial Statements

Ratio Analysis	Numerator	Rs in lakhs	Denominator	Rs in lakhs	31-Mar-22	31-Mar-21	% of Variations	Refer Note
1 Current Ratio	Current Assets	215.85	Current Liabilities exclu. Current Borrowings	125.31	1.72	1.19	44.72%	1
2 Debt Equity Ratio	Total Liabilities Short term Borrowings + Long term Borrowings	59.80	Shareholder's Equity (Beginning shareholders' equity + Ending shareholders' equity) ÷ 2	92.76	0.64	0.19	248.42%	2
3 Debt Service Coverage Ratio	Net Operating Income Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	(57.92)	Debt Service Interest + Scheduled Principal Repayments of Long Term Borrowings.	39.03	-1.48	-17.61	-91.57%	3
4 Return on Equity Ratio	Profit for the period Net Profit after taxes - preference dividend (if any)	(66.17)	Avg. Shareholders Equity (Beginning shareholders' equity + Ending shareholders' equity) ÷ 2	92.76	-71.33%	-1.17	-39.23%	4
5 Inventory Turnover Ratio	Net Credit Sales Credit Sales	-	Average Inventory (Opening Stock + Closing Stock)/2	7.82	NA	1.90	NA	5
6 Trade Receivables Turnover Ratio	Net Credit Sales Credit Sales	-	Average Trade Receivables (Beginning Trade Receivables + Ending Trade Receivables) / 2	4.00	NA	2.01	NA	6
7 Trade Payables Turnover Ratio	Total Purchases Annual Net Credit Purchases	1.31	Average Trade Payables (Beginning Trade Payables + Ending Trade Payables) / 2	38.90	0.03	1.94	-98.27%	7
8 Net Capital Turnover Ratio	Net Sales Total Sales - Sales Return	-	Working Capital Current Assets - Current Liabilities exclu. Current Borrowings	90.54	NA	2.69	NA	8
9 Net Profit Ratio	Net Profit Profit After Tax	(66.17)	Net Sales Sales	-	NA	-374.57%	NA	9
10 Return on Capital employed	EBIT Profit before Interest and Taxes	(65.47)	Capital Employed (Beginning Capital employed + Ending Capital Employed) ÷ 2 Capital Employed = Shareholders Equity + Long Term Debt + Short Term Debt	131.69	-49.72%	-101.59%	-51.06%	10
11 Return on Investment	Return/Profit/Earnings	NIL	Investment	-	NIL	NIL	NIL	-

Notes :

- Current Ratio has improved since liability of advance for land sale is adjusted against sale of land during the financial year 2021-22.
- Debt-Equity Ratio has deteriorated as the company has received unsecured loans from related parties during the financial year 2021-22.
- Debt service coverage ratio has deteriorated due to further losses during the financial year.
- Due to re-structuring of business, company has incurred losses in the current financial year 2021-22, resulting into variations in ratios as reported above.
- As there are no revenue from operations in the current financial year 2021-22, Inventory Turnover ratio is not applicable respectively.
- As there are no revenue from operations in the current financial year 2021-22, Trade Receivables Turnover ratio is not applicable respectively.
- Due to re-structuring of business, the Company was not in operations and hence there are minimal purchases and subsequently the amount of trade payables is decreased in the current financial year 2021-22.
- As there are no revenue from operations in the current financial year 2021-22, Net Capital Turnover ratio is not applicable for current financial year.
- As there are no revenue from operations in the current financial year 2021-22, Net Profit ratio is not applicable for current financial year.
- Due to re-structuring of business, company has incurred losses in the current financial year 2021-22, resulting into variations in ratios as reported above.

FINANCIAL STATEMENTS

M/S. VALENCIA NUTRITION LIMITED

SIGNIFICANT ACCOUNTING POLICIES:

1. Corporate Information:

Valencia Nutrition Limited ('the Company'), headquartered in Bangalore, Karnataka, India, was incorporated on 1st April, 2013. The company is engaged in the business of developing, manufacturing, sale & distribution of nutraceutical products. The Company has entered into the listing agreement with the BSE Limited on 02 January 2020, pursuant to the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for listing of its shares. The company has successfully completed the Initial Public Offering (IPO) in the current year and its shares have started trading on the Bombay Stock Exchange Startups (BSE Startups) on 06 January 2020.

The above financial statements were authorised for issue in accordance with a resolution of the Board of directors on 09 July, 2021.

2. Summary of significant accounting policies:

a) Basis of preparation of financial statements

The financial statements have been prepared on the basis of a going concern assumption, on historical cost convention and on accrual method of accounting in accordance with the generally accepted accounting principles in India, Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable and the provisions of the Companies Act, 2013 as adopted consistently by the Company.

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b) Use of estimates

The preparation of the financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, the useful lives and provision for impairment of fixed assets and intangible assets. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates.

C) Cash Flow Statement

Cash Flow Statement is prepared under the “Indirect Method” as set out in the Accounting Standard 3 (AS-3), “Cash Flow Statements”, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature

reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported period.

d) Cash and Cash Equivalents

Cash comprises cash on hand, current accounts and demand deposit with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into loan amounts of cash and which are subject to insignificant risk of changes in values.

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e) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives using the written down value method, considering a salvage value of 5%. The estimated useful lives of assets are as follows:

Asset	Estimated useful life
Plant and equipment	15 years
Office equipment	5 years
Tools	3 years
Computers and IT equipment	3 years
Furniture & fittings	10 years

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end. Subsequent expenditures relating to property, plant and equipment are capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognised in net profit in the Statement of Profit and Loss when incurred. The cost incurred on assets yet to be available for use as at the end of the reporting period is disclosed as "Capital Work in Progress". Depreciation is charged from the time asset is available for use. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Advances paid towards the acquisition of property, plant

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and equipment, Tools outstanding at each balance sheet date are classified as capital advances under other non-current assets.

f) Depreciation and Amortization

Depreciation on property, plant & equipment is provided on pro-rata basis for the period of use, on Written down value at the rates determined based on useful lives of respective assets as prescribed in the Schedule II of the Companies Act, 2013.

g) Revenue recognition

Revenue from sale of products are recognised when substantial risks and rewards of ownership are transferred to customers, and are stated net of trade discounts, rebates and value added tax or goods and services tax.

h) Inventories

a) Inventories are valued at cost on First in First out (FIFO) basis or Net Realizable Value whichever is less.

b) Cost of inventories comprises of costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

c) The diminution in the value of obsolete, unserviceable, slow moving and non-moving stores and spares are assessed periodically and accordingly provided for.

d) Consumables are charged to the Statement of Profit and Loss in the year of purchase irrespective of the value.

i) Retirement and other benefits to employees

The company accounts for salaries on an accrual basis. The Company's provident fund schemes are defined contribution plans. The contributions paid/payable under the schemes are recognized immediately in the Statement of Profit and Loss.

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Gratuity Obligations

The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on actuarial valuation carried out by an independent actuary using Projected Unit Credit (PUC) method. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss. Past service cost is recognized as an expense on a straight line basis over the average period until the benefit becomes vested. To the extent the benefits are already vested past service cost is recognized immediately.

Leave Encashment Benefit

The liabilities for earned leaves are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

j) Foreign currency transactions

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses

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on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences except those qualifying for hedge accounting are recognised in the Statement of Profit and Loss.

k) Accounting for taxes on income

i) Provision for current tax is made, based on the tax payable under the Income Tax Act, 1961. Minimum Alternative Tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of Section 115JB of the Income tax Act, 1961) over normal income-tax is recognised as an asset by crediting the Statement of Profit and Loss only when and to the extent there is convincing evidence that the Company will be able to avail the said credit against normal tax payable during the period of ten succeeding assessment years.

ii) Deferred tax on timing differences between taxable income and accounting income is accounted for, using the tax rates and the tax laws enacted or substantively enacted as on the balance sheet date. Deferred tax assets on unabsorbed tax losses and unabsorbed tax depreciation are recognised only when there is a virtual certainty of their realisation. Other deferred tax assets are recognised only when there is a reasonable certainty of their realisation

l) Impairment

The Company reviews the carrying values of tangible and intangible assets for any possible impairment at each balance sheet date. An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value at appropriate discount rates. If at the balance sheet date there is an indication that a

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previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

m) Provisions and Contingent Liabilities

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation and in respect of which a reliable estimate can be made. Provision is not discounted and is determined based on best estimate required to settle the obligation at the year-end date. Contingent Assets are not recognised or disclosed in the financial statements.

n) Segment Reporting

The Company is engaged in the business of non-alcoholic nutrition based beverages. The risks and returns of the Company are predominantly determined by its principal product and the Company's activities fall within a single business segment. The company does not have any geographical segment.

o) Earnings Per Share

Basic Earnings per Share (EPS) is computed by dividing the net profit or loss for the year attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the

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conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS is computed by dividing the net profit or loss for the year attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the result are anti-dilutive.

p) Leases:

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss based on the terms of the agreement and the effect of lease equalisation is not given considering the increment is on account of inflation factor.

3.a) Business segment

The Company has only one reportable business segment of dealing in non-alcoholic nutrition based beverages. Hence, no disclosure is required for business segment.

b) Geographical segments

The company does not have any reportable geographical segments.

4. Deferred tax assets/liabilities (net):

The company has not recognised net deferred tax asset arising on account of timing difference of expenses allowed as per books and income tax and on accumulated losses on prudence, as there does not exist virtual certainty supported by convincing evidence

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that sufficient future taxable income will be available against which such deferred tax assets can be realised.

5. Information on revenue and purchases:

a. The Company gets its products processed through bottling units under two models:

i) Job work model - Where the Company sends goods to the bottling unit under the cover of challan, and the Unit dispatches finished products. Units charge for the 'jobwork' in such instances.

ii) Sale & purchase model - Under this model, the Company sells raw materials & packing materials to bottling units, and such units sell finished goods to the Company.

b. Lease:

i. The company has not entered into any non-cancellable lease during the year.

ii. The Company has taken premises on lease which is an operating lease. Rentals paid during the year has been charged to Profit and Loss Account.

c. All amounts are in Indian Rupees unless otherwise specified therein. Previous year's figures have been reclassified, regrouped wherever necessary, to be consistent with the current year's classification.

As per our attached report of even date.

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As per our attached report of even date.

For M/s. Shah and Modi

For and on behalf of the Board of Directors

Chartered
Accountants FRN:
112426W

Sd/-

Sd/-

Sd/-

Mr. Jaydeep N. Modi
Partner

Manish Pravinchandra Turakhia
Director

**Jay Jatin
Shah**

Membership No: 039255

DIN: 02265579

Director
DIN:
09072405

Date: **30.08.2022**

Place: **Mumbai**

Himanshu Pareek
Company Secretary

