



**VALENCIA NUTRITION LTD**

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

**Date: December 20, 2022**

To,  
**BSE Limited**  
Phiroze Jeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

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

Dear Sir/ Madam,

**Sub: Proceedings of the Extra-Ordinary General Meeting held on Tuesday, December 20, 2022 at 12:00 noon**

Dear Sir,

Pursuant to the provisions of Regulation 30, Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting the summary of the proceedings of the Extra-Ordinary General Meeting (EGM) held through Video Conference on Tuesday, December 20, 2022, at 12:00 noon.

Kindly take the same on records and acknowledge the receipt of the same.

**Thanking You,**

**Yours Truly,**  
**For Valencia Nutrition Limited**

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



CIN: L51909MH2013PLC381314

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**SUMMARY OF PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF VALENCIA NUTRITION LIMITED HELD ON TUESDAY, DECEMBER 20, 2022 AT 12:00 NOON THROUGH ELECTRONIC MODE [VIDEO CONFERENCE OR OTHER AUDIO VISUAL MEANS ("OAVM")] AND CONCLUDED AT 12:20 P.M.**

1. All the Directors were present at the EGM:
  - a. Mr. Stavan Ajmera (Chairman & Non-Executive Director)
  - b. Mr. Manish Turakhia (Non-Executive Director)
  - c. Mr. Jay Shah (Whole-Time Director & CFO)
  - d. Ms. Prabhha Shankarran (Whole-Time Director)
  - e. Mr. Eshanya Gupta (Non-Executive Independent Director)
  - f. Mr. Jaimin Patwa (Non-Executive Independent Director)
2. Mr. Stavan Ajmera, Chairman of the Board, chaired the meeting and conducted the proceedings. He welcomed all the Members present via VC and after confirming the presence of the requisite quorum called the meeting to order.
3. The Chairman introduced the Board of Directors who were present and were sharing dais with him and also acknowledged the presence of Ms. Krupa Joisar, proprietor of M/s. Krupa Joisar & Associates as Scrutinizer. He mentioned as the Statutory Auditors conveyed their inability to join, exemption was granted to them.
4. The Chairman then invited Mr. Manish Turakhia to update the Members on the development of the business operations of the Company. Mr. Turakhia addressed the Members, inter alia, highlighting the business activities of the Company. Thereafter, the Chairman continued the proceedings.
5. With the due permission of the Members, the Chairman took the Notice convening the EGM as read.
6. The Chairman briefed on the Special business items that were proposed to approve by the Members.
7. The following items of business as per the Notice of the EGM dated November 28, 2022, were transacted at the meeting & were put to vote by e-voting during the EGM.

| Sr. No.                  | Resolutions   | Type of Resolution (Ordinary/Special) |
|--------------------------|---|---------------------------------------|
| <b>SPECIAL BUSINESS:</b> |   |                                       |
| 1                        | Increase in authorised share capital of the Company and consequential amendment of the capital clause in the Memorandum of Association (MoA) of the Company                       | Ordinary                              |
| 2                        | Approval for availing of the non-interest-bearing unsecured loan from Director(s) and/or Promoter(s) with an option for conversion of the loan into Equity Shares of the Company. | Special                               |

8. The Chairman then invited the Members to express their views, raise queries/ questions and seek clarifications on the resolutions set out in the Notice. There being no questions asked, the Chairman proceeded with the proceedings.



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9. The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, the Company had provided remote e-voting facility which commenced from Saturday, December 17, 2022 at 9.00 a.m. (IST) onwards and ended on Monday, December 19, 2022, at 5.00 pm (IST) to the Members of the Company whose names appeared in the Register of Members as on the cut-off date i.e Tuesday, December 13, 2022 to vote on the resolutions through a platform provided by CDSL.
10. He further informed the Members who were present at the EGM and who had not cast their votes through remote e-voting, may vote during the EGM. He further informed that Ms. Krupa Joisar, proprietor of M/s. Krupa Joisar & Associates as Scrutinizer was appointed as Scrutinizer for scrutinizing the remote e-voting process and e-voting at the EGM.

The voting results in accordance with the provisions of Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, on the above resolutions shall be communicated to the Stock Exchanges upon receipt of voting results from the Scrutinizer within 48 hours from the conclusion of the said EGM.

The Meeting concluded at 12:20 p.m. with a vote of thanks to the Chair.

**For Valencia Nutrition Limited**

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