



VALENCIA NUTRITION LTD

Corporate Office: 601A, Neelkanth Business Park, Nathani Road, Vidyavihar (West),
Mumbai 400086.

CIN: L51909KA2013PLC068380

Date: September 28, 2021

To,
The Department of Corporate Services,
Bombay Stock Exchange Limited
14th Floor, P.J. Towers,
Dalal Street, Mumbai - 400 001.

Dear Sir/ Madam,

Sub: - Proceedings of 8th Annual General Meeting held on Tuesday, September 28 2021 at 11.00 am

Ref: BSE Scrip Code: 542910

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 8th Annual General Meeting held on Tuesday, September 28, 2021 at 11 am.

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

Thanking You,

Yours Truly,

For Valencia Nutrition Limited

JAY JATIN Digitally signed by
SHAH JAY JATIN SHAH
Date: 2021.09.28
19:39:13 +05'30'

Jay Shah
Director
(DIN: 09072405)
Place: Mumbai

SUMMARY OF PROCEEDINGS OF THE 8TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF VALENCIA NUTRITION LIMITED HELD ON TUESDAY, SEPTEMBER 28, 2021 AT 11:00 AM THROUGH ELECTRONIC MODE [VIDEO CONFERENCE OR OTHER AUDIO VISUAL MEANS(“OAVM”)] AND CONCLUDED AT 11:20 AM

1. Following Directors were present at the AGM:
 - a. Mr. Stavan Ajmera. (Chairman, Non-Executive Director)
 - b. Mr. Manish Turakhia (Non-Executive Director)
 - c. Mr. Jay Shah (Executive Director & CFO)
 - d. Mr. Eshanya Gupta (Non-Executive, Independent Director)
 - e. Mr. Jaimin Patwa (Non-Executive, Independent Director)
 - f. Ms. Prabha Shankaran (Executive Director)
2. Mr. Stavan Ajmera took the chair and welcomed all the Members present via VC and after confirming the presence of requisite quorum called the meeting to order.
3. Mr. Jay Shah later introduced the Board of Directors who were present and were sharing dais with him.
4. Due to certain exigencies, the Statutory Auditors and Secretarial Auditors couldn't attend the meeting and hence exemption was granted to them.
5. Mr. Jay Shah informed the Members that Secretarial Audit report and Statutory Audit report for financial year 2020-21, statutory registers, Memorandum of Association and Articles of Association and all the other documents as mentioned or referred to in the AGM Notice were available for inspection of Members.
6. With the permission of Members present, Mr. Jay Shah took the Notice convening the AGM as read. Again, with the permission of the Members, the Independent Statutory Auditor's Report was taken as read.
7. Mr. Jay Shah read the adverse remarks in the secretarial audit report and provided clarifications or explanations for adverse remarks contained in the said report.
8. Mr. Manish Turakhia briefed on the workings of the Company and invited members present in person to ask any query(ies) or make observations and comments, if any on performance of the Company.
9. There were no queries raised by the shareholders.
10. Mr. Jay Shah informed the Members that pursuant to the provisions of the 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 on from Saturday, 25th September, 2021 from 9.00am (IST) onwards and ended on Monday, 27th September, 2021, at 5.00 pm (IST) to the Members of Company whose names appeared in the Register of Members as on the cut-off date i.e 21st September, 2021 to vote on the resolutions through a platform provided by CDSL.
11. He further informed the Members who were present at the AGM and who had not cast their votes through remote e-voting, may vote during the Annual General Meeting. He further informed that Ms. Krupa Joisar, Proprietor of Krupa Joisar & Associates, Practising Company Secretaries, was appointed as Scrutinizer for scrutinizing the remote e-voting process and e-voting at the AGM.
12. The following items of business as per the Notice of the AGM dated 1st September, 2021 were transacted at the meeting:

| Sr. No. | Resolutions | Type of Resolution (Ordinary/Special) |
|--------------------------|---|--|
| ORDINARY BUSINESS | | |
| 1 | To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31 st March, 2021 and the Reports of Directors and Auditors of the Company thereon | Ordinary |
| 2 | To re-appoint Mr. Manish Turakhia (DIN: 02265579), a Director who retires by rotation and being eligible, offers himself for re-appointment | Ordinary |
| 3 | Appointment of M/s. Shah & Modi, Chartered Accountants (FRN: 112426W) as Statutory Auditors of the Company for a term of 5 (five) consecutive years till the conclusion of the Thirteenth AGM. | Ordinary |
| SPECIAL BUSINESS | | |
| 4 | To shift the registered office of the Company from the state of Karnataka to the state of Maharashtra. | Special |
| 5 | To appoint Mr. Jaimin Patwa (DIN: 08613495) as an Independent Director of the Company for a term up to five consecutive years commencing from May 11, 2020. | Ordinary |
| 6 | To appoint Mr. Eshanya Gupta (DIN: 01727743) as an Independent Director of the Company for a term up to five consecutive years commencing from May 31, 2021. | Ordinary |
| 7 | To appoint Mr. Jay Shah (DIN: 09072405) as whole-time director of the company for a period of 5 (five) years. | Ordinary |
| 8 | To increase in borrowing limits under section 180(1)(c) and creation of charge on the assets of the Company under section 180(1)(a) of the Act including approval for sale of undertaking | Special |
| 9 | To increase in limits for investing, granting loans, providing security and giving guarantee under section 186 of the Act. | Special |

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 AGM.

The Meeting concluded at 11:20 am with a vote of thanks to the chair.

For Valencia Nutrition Limited

Digitally signed
JAY JATIN
 by JAY JATIN
 SHAH
 Date: 2021.09.28
 19:40:12 +05'30'

Jay Shah
Director
(DIN: 09072405)
Place: Mumbai