Registered Office:
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6th Floor, A Wing, Nathani Road,
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T: +91 22 3541 8449
E: compliance@valencianutrition.com
W: www.valencianutrition.com
CIN: L51909MH2013PLC381314

Date: September 03, 2026

To,
BSE Limited
Department of Corporate Services,
Phiroze Jejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Ref: - Scrip Code: 542910
ISIN: INE08RT01016

Sub: -Outcome of Board Meeting held on Thursday, September 03, 2026 at 06:30 p.m. and concluded at 07:50 p.m.

Dear Sir/ Madam,

Pursuant to Regulation 30 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), we wish to inform your good office that the Board of Directors of Valencia Nutrition Limited, at its meeting held today, i.e. Thursday, September 03, 2026, which commenced at 06:30 p.m. and concluded at 07:50 p.m. has inter alia, considered, approved and noted the following business items:

1. Approval of the Directors' Report and Management Discussion and Analysis (MD&A), along with all other necessary annexures thereto, for the financial year ended March 31, 2026.

2. Approval and recommendation to the shareholders for the re-appointment of Mrs. Meghana Turakhia (DIN: 07109963), Director retiring by rotation at the ensuing Annual General Meeting, who being eligible, offers herself for re-appointment.

3. Approval for appointment of Mr. Ashish Kamdar (DIN: 07691534) as an Additional Director (designated as Executive Director) of the Company, liable to retire by rotation w.e.f. September 03, 2026, subject to the approval of the Members. *(Refer to Annexure I)*

4. Approval for appointment of Mr. Hiren Jain (DIN: 02789749) as an Additional Director (designated as Non-Executive Director) of the Company, liable to retire by rotation, w.e.f. September 03, 2026, subject to the approval of the Members. *(Refer to Annexure I)*

5. Noting of the resignation of Mr. Paresh Desai (DIN: 07412510) as a Non- Executive Director of the Company, w.e.f. September 03, 2026. *(Refer to Annexure I)*

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6.
7. Approval for the alteration of the existing Main Objects Clause of the Memorandum of Association (MoA), subject to the approval of the Members to include-

   (i) Undertaking the business of agricultural production, farming, and allied agri-activities including horticulture, floriculture, aquaculture and contract farming; and

   (ii) Undertaking the business of software development, IT-enabled services, cloud computing, and AI/ML solutions.

8. Approval for the slump sale of the Canned, Functional & Premium Beverage undertaking to Valencia Can Beverages Private Limited (or any other name as may be approved by the Registrar of Companies), subject to the approval of the Members *(Refer to Annexure-II)*

9. Approval for the slump sale of the Snacks, Bakery & Healthy Snacking undertaking to Valencia Snacks and Healthy Bites Private Limited (or any other name as may be approved by The Registrar of Companies), subject to the approval of the Members *(Refer to Annexure-II)*

10. Approval for the slump sale of the Automated Retail & Point-of-Sale Solutions undertaking to Valencia POS Solutions Private Limited (or any other name as may be approved by The Registrar of Companies), subject to the approval of the Members *(Refer to Annexure-II)*

11. Approval for the slump sale of the Nutraceuticals & Specialised Nutrition undertaking to Valencia Nutracare Lifesciences Private Limited, subject to the approval of the Members *(Refer to Annexure-II)*

12. Approval for the slump sale of the Consumer Products undertaking to Valencia Consumer Products Private Limited (or any other name as may be approved by The Registrar of Companies), subject to the approval of the Members *(Refer to Annexure-II)*

13. Approval of the Notice convening the Thirteenth (13th) Annual General Meeting (AGM) of the Company, scheduled to be held on Tuesday, September 29, 2026, at 11:30 A.M. IST in Hybrid Mode at Ruby Room, Interlink Banquets, 2nd Floor, Neelkanth Business Park, D Wing, Near Vidyavihar Railway Station, Ghatkopar (West), Mumbai – 400 086 (In-Person), and through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) along with the draft Explanatory Statement.

The statutory disclosures required under Regulation 30 of the SEBI LODR Regulations, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated July 11, 2023, updated as on January 30,2026, in respect of Director changes, and Slump Sale

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restructuring transactions are enclosed herewith as Annexure I and Annexure II respectively.

Kindly take the above information on record.

Yours Truly,
For Valencia Nutrition Limited

Jay Jatin Shah Digitally signed by Jay Jatin Shah
Date: 2026.09.03 19:51:56 +05'30'

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

Encl:a/a

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The details as required under Regulation 30 of SEBI Listing Regulations read with SEBI circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated July 13, 2023, updated on January 30,2026 are as under:

Annexure-I

Sr. No	Particulars	Details (Item 3)	Details (Item 4)	Details (Item 5)
1	Name	Mr. Ashish Kamdar (DIN: 07691534)	Mr. Hiren Jain (DIN: 02789749)	Mr. Paresh Desai (DIN: 07412510)
2	Reason for Change viz., appointment, resignation, removal, death or otherwise	Appointment as an Additional Director (designated as Executive Director) of the Company.	Appointment as an Additional Director (designated as Non-Executive Director) of the Company.	Resignation as a Non-Executive Director of the Company.
3	Date of Appointment and Term of Appointment	The Board at its meeting held today, i.e. September 03, 2026, approved the appointment of Mr. Ashish Kamdar (DIN: 07691534) as an Additional Director (designated as Executive Director) of the Company, liable to retire by rotation in terms of Section 152 of the Companies Act, 2013, with effect from September 03, 2026, based on the recommendation of the Nomination & Remuneration Committee, and subject to the approval of the Shareholders at the forthcoming	The Board at its meeting held today, i.e. September 03, 2026, approved the appointment of Mr. Hiren Jain (DIN: 02789749) as an Additional Director (designated as Non-Executive Director) of the Company, liable to retire by rotation in terms of Section 152 of the Companies Act, 2013, with effect from September 03, 2026, based on the recommendation of the Nomination & Remuneration Committee, and subject to the approval of the Shareholders at the forthcoming Annual	The Board at its meeting held today, i.e. September 03, 2026, took note of the resignation of Mr. Paresh Desai (DIN: 07412510) as a Non-Executive Director of the Company.

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		Annual General Meeting (AGM) of the Company.	General Meeting (AGM) of the Company.	
4	Brief Profile (In case of appointment)	Mr. Ashish Kamdar is a Commerce graduate with a Diploma in Capital Markets and possesses nearly three decades of diversified business experience in manufacturing, automobile components, computerized embroidery, capital market investments, international trade compliance, cross-border logistics, and operational leadership.	Mr. Hiren Jain is a Commerce graduate from Mumbai University and a versatile operational leader and entrepreneur with over two decades of experience spanning commercial construction, technical facility modernization, agri-business supply chains, and statutory compliance management. His expertise encompasses the self-funded development and execution of commercial mall and cinema infrastructure in 2018, hands-on leadership in theatrical distribution, content security (KDM licensing), and HVAC/electrical upgrades, as well as founding a Mumbai-based commercial RO water technology enterprise. Additionally, he brings significant exposure in large-scale agricultural operations, animal husbandry, cross-	N.A.

			border import-export logistics, and government-partnered environmental CSR initiatives including dam restoration and reforestation projects with the Government of Maharashtra backed by a robust command over corporate tax governance, GST compliance, and regulatory licensing.	
5	Disclosure of Relationship between Directors (in case of Appointment of a Director)	Except for the appointee himself, none of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise.	Except for the appointee himself, none of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise.	N.A.

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Annexure-II

Sr. No.	Particulars	Details		
		Item No.7 (Valencia Can Beverages Private Limited)	**Item No.8 (Valencia Snacks and Healthy Bites Private Limited)**	**Item No.9 (Valencia POS Solutions Private Limited)**
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year;	Turnover: ₹15,35,417.15 % Contribution: 1.60% of total revenue	Turnover: ₹60,45,539.32 % Contribution: 6.31% of total revenue	Turnover: ₹4,66,099.95 % Contribution: 0.49% of total revenue
2.	Date on which the agreement for sale has been entered into	Proposed to be entered into upon receipt of requisite approval of the Members. No agreement has been executed as on the date of this Notice.	Proposed to be entered into upon receipt of requisite approval of the Members. No agreement has been executed as on the date of this Notice.	Proposed to be entered into upon receipt of requisite approval of the Members. No agreement has been executed as on the date of this Notice.
3.	The expected date of	On or before March 31, 2027,	On or before March 31, 2027, subject to	On or before March 31, 2027, subject to receipt

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	completion of sale/disposal ;	subject to receipt of requisite approvals, if any	receipt of requisite approvals, if any.	of requisite approvals, , if any.
4.	Consideration received from such sale/disposal ;	i. Slump Sale Consideration (Share Swap): ₹ 56,02,492/- (discharged via 5,60,249 Equity Shares of ₹ 10 each at par + ₹ 2 cash adjustment). ii. IPR & Intangibles Consideration: ₹ 71,74,672/- (plus applicable GST of ₹ 12,91,440/-).	i. Slump Sale Consideration (Share Swap): ₹1,29,45,410/- (discharged via 12,94,541 Equity Shares of ₹ 10 each at par + ₹ 5 cash adjustment). ii. IPR & Intangibles Consideration: ₹1,70,31,676/- (plus applicable GST of ₹30,65,702/-).	i. Slump Sale Consideration (Share Swap): ₹1,05,73,599/- (discharged via 10,57,359 Equity Shares of ₹10 each at par + ₹9 cash adjustment). ii. IPR & Intangibles Consideration: ₹88,30,461/- (plus applicable GST of ₹15,89,484/-).

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5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Buyer: Valencia Can Beverages Private Limited (subsidiary under incorporation). Promoter Group Link: VNL holds 75% and Mr. Manish Turakhia (MD & Promoter) holds 25. Buyer is a Related Party / Promoter Group entity.	Buyer: Valencia Snacks and Healthy Bites Private Limited (subsidiary under incorporation). Promoter Group Link: VNL holds 75% and Mr. Manish Turakhia (MD & Promoter) holds 25%. Buyer is a Related Party / Promoter Group entity.	Buyer: Valencia POS Solutions Private Limited (subsidiary under incorporation) Promoter Group Link: VNL holds 75% and Mr. Manish Turakhia (MD & Promoter) holds 25% Buyer is a Related Party / Promoter Group entity.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Yes. Material Related Party Transaction determined on an arm's length basis pursuant to independent Valuation Report dated August 31, 2026, issued by Registered Valuer CA Shyam P. Dave (M/s. S Dave & Associates).	Yes. Material Related Party Transaction determined on an arm's length basis pursuant to independent Valuation Report dated August 31, 2026, issued by Registered Valuer CA Shyam P. Dave (M/s. S Dave & Associates).	Yes. Material Related Party Transaction determined on an arm's length basis pursuant to independent Valuation Report dated August 31, 2026, issued by Registered Valuer CA Shyam P. Dave (M/s. S Dave & Associates).
7.	Whether the sale, lease or disposal of the undertaking is outside	Yes. Transfer is outside a Scheme of Arrangement. Seeking approval of Members at the 13th AGM via	Yes. Transfer is outside a Scheme of Arrangement. Seeking approval of Members at the 13th AGM via Special Resolution in	Yes. Transfer is outside a Scheme of Arrangement. Seeking approval of Members at the 13th AGM via Special Resolution in

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	Scheme of Arrangement ? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Special Resolution in compliance with Regulation 37A (Majority of Minority / Public Shareholders' approval).	compliance with Regulation 37A (Majority of Minority / Public Shareholders' approval).	compliance with Regulation 37A (Majority of Minority / Public Shareholders' approval).

Sr. No.	Particulars	Details	
		Item No.10 (Valencia Nutracare Lifesciences Private Limited)	**Item No.11 (Valencia Consumer Products Private Limited)**
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year;	The said division did not undertake any business operations during the last financial year. Accordingly, there was no turnover, revenue or income contributed by it.	Turnover: ₹10 11,085.75 % Contribution: 1.06% of total revenue

2.	Date on which the agreement for sale has been entered into	Proposed to be entered into upon receipt of requisite approval of the Members. No agreement has been executed as on the date of this Notice.	Proposed to be entered into upon receipt of requisite approval of the Members. No agreement has been executed as on the date of this Notice.
3.	The expected date of completion of sale/disposal;	On or before March 31, 2027, subject to receipt of requisite approvals, if any.	On or before March 31, 2027, subject to receipt of requisite approvals, if any.
4.	Consideration received from such sale/disposal;	i. Slump Sale Consideration (Share Swap): ₹91,57,113/- (discharged via 9,15,711 Equity Shares of ₹10 each at par + ₹3 cash adjustment). ii. IPR & Intangibles Consideration: ₹1,21,75,188/- (plus applicable GST of ₹21,91,534/-).	i. Slump Sale Consideration (Share Swap): ₹40,50,472/- (discharged via 4,05,047 Equity Shares of ₹10 each at par + ₹2 cash adjustment). ii. IPR & Intangibles Consideration: ₹31,23,006/- (plus applicable GST of ₹5,62,142/-).
5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Buyer: Valencia Nutracare Lifesciences Private Limited. Promoter Group Link: VNL holds 75% and Mr. Manish Turakhia (MD & Promoter) holds 25% . Buyer is a Related Party / Promoter Group entity.	Buyer: Valencia Consumer Products Private Limited (subsidiary under incorporation). Promoter Group Link: VNL holds 75% and Mr. Manish Turakhia (MD & Promoter) holds 25%. Buyer is a Related Party / Promoter Group entity.
6.	Whether the transaction would fall within related party transactions? If yes,	Yes. Material Related Party Transaction determined on an arm's length basis pursuant to independent Valuation Report dated August 31, 2026, issued by Registered Valuer CA Shyam P. Dave (M/s. S Dave & Associates).	Yes. Material Related Party Transaction determined on an arm's length basis pursuant to independent Valuation Report dated August 31, 2026, issued by Registered Valuer CA Shyam P. Dave (M/s. S Dave &

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	whether the same is done at "arm's length";		Associates).
7.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Yes. Transfer is outside a Scheme of Arrangement. Seeking approval of Members at the 13th AGM via Special Resolution in compliance with Regulation 37A (Majority of Minority / Public Shareholders' approval).	Yes. Transfer is outside a Scheme of Arrangement. Seeking approval of Members at the 13th AGM via Special Resolution in compliance with Regulation 37A (Majority of Minority / Public Shareholders' approval).

Date: 3rd September, 2026
To,
Mr. Manish Turakhia
Managing Director
Valencia Nutrition Ltd.

Subject: Resignation from the Position of Non-Executive Director

Dear Mr. Turakhia,

I, Paresh Desai, hereby tender my resignation from the position of Non-Executive Director of Valencia Nutrition Ltd., with effect from 3rd September, 2026, due to personal reasons and other commitments.

I would like to express my sincere appreciation to the Board of Directors, management, and the entire team of Valencia Nutrition Ltd. for the cooperation and support extended to me during my tenure with the Company. It has been a privilege to be associated with the organisation and to contribute to its journey.

I request the Board to kindly accept my resignation and undertake the necessary formalities, filings, and statutory compliances with the Registrar of Companies and other applicable authorities in connection with my cessation as a Director of the Company.

I further request the Company to provide me with an acknowledgement of this resignation and confirmation upon completion of the necessary statutory filings.

I wish Valencia Nutrition Ltd., its Board, management, and employees continued success and growth in all future endeavours.

Thank you for the opportunity and association.

Yours sincerely

Paresh Desai
Non-Executive Director
Valencia Nutrition Ltd.
DIN: 07412510
PAN No: AAHPD5912H