



Registered Office:  
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6th Floor, A Wing, Nathani Road,  
Vidyavihar (West), Mumbai - 400086.  
T: +9122 25094351/2  
E: compliance@valencianutrition.com  
W: www.valencianutrition.com  
CIN: L51909MH2013PLC381314

**Date: March 11, 2025**

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

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

**Sub: Disclosures of Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report of the Extra-Ordinary General Meeting of the Company held on Monday, March 10, 2025:**

Dear Sir,

We wish to inform you that, at the Extra-Ordinary General Meeting (EGM) of Valencia Nutrition Limited held on Monday, March 10, 2025 through electronic mode [video conference or other audio-visual means ("OAVM")], all the items of business contained in the Notice of the EGM dated February 13, 2025, were transacted and approved by the shareholders with requisite majority by way of remote e-voting and e-voting at the meeting. In this connection, please find enclosed the following:

- (a) Voting Results as required under Regulation 44 of SEBI Listing Regulations.
- (b) Report of Scrutinizer dated March 11, 2025, pursuant to the Companies Act, 2013 and Rules made thereunder.

Kindly take the same on record and oblige.

**Thanking You,**  
**For Valencia Nutrition Limited**

Jay Jatin  
Shah

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by Jay Jatin Shah  
Date: 2025.03.11  
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**Jay Shah**  
**Whole-Time Director & CFO**  
**(DIN: 09072405)**  
**(PAN: BJPPS6293E)**

*Encl:a/a*



**BOUNCE**  
SUPERDRINKS

**ROAR**  
ENERGY BEVERAGE

**Koffico**

**Ti TONIC**

### General information about company

Scrip code	542910
NSE Symbol	
MSEI Symbol	
ISIN	INEO8RT01016
Name of the company	Valencia Nutrition Limited
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	10-03-2025
Start time of the meeting	12:00 PM
End time of the meeting	12:45 PM

### Scrutinizer Details

Name of the Scrutinizer	Krupa Joisar
Firms Name	Krupa Joisar & Associates
Qualification	CS
Membership Number	11117
Date of Board Meeting in which appointed	13-02-2025
Date of Issuance of Report to the company	11-03-2025

Jay Jatin  
Shah

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### Voting results

Record date	03-03-2025
Total number of shareholders on record date	257
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	15
b) Public	9
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	Textual Information(1)

### Text Block

Textual Information(1)	2
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by Jay Jatin Shah  
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### Resolution(1)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				RATIFICATION OF THE TYPOGRAPHICAL / CLERICAL ERROR IN THE EXPLANATORY STATEMENT FOR THE APPROVAL OF THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10517454	9182454	87.3068	9182454	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		10517454	9182454	87.3068	9182454	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	6462887	1587400	24.5618	1587400	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6462887	1587400	24.5618	1587400	0	100
Total		16980341	10769854	63.4254	10769854	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

## Resolution(2)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10517454	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		10517454	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	6462887	1587400	24.5618	1587400	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		6462887	1587400	24.5618	1587400	0	100
Total		16980341	1587400	9.3485	1587400	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

## Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



**Date: March 11, 2025**

**Consolidated Scrutinizer's Report**

[pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')]

To,  
The Chairman,  
**Valencia Nutrition Limited**  
601A, Neelkanth Business Park,  
Nathani Road, Vidyavihar (West),  
Mumbai - 400 086.

Dear Sir,

1. I, Krupa Joisar, proprietor of M/s. Krupa Joisar & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Valencia Nutrition Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means on the resolutions contained in the notice dated February 13, 2025 ("Notice"), in accordance with the General Circular No. 09/2023 issued by the Ministry of Corporate Affairs (MCA) dated September 25, 2023, read with the circulars issued earlier on the subject (collectively referred to as 'MCA Circulars') and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 issued by the Securities and Exchange Board of India (SEBI) dated October 07, 2023, read with the circulars issued earlier on the subject (collectively referred to as 'SEBI Circulars') and in compliance with the provisions of the Companies Act, 2013, read with the rules made thereunder and SEBI Listing Regulations, calling the Extra-Ordinary General Meeting of its Equity Shareholders ("the Meeting" /"EGM") through VC / OAVM. The EGM was convened on Monday, March 10, 2025 at 12:00 noon (IST) through VC / OAVM.
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
  - i. the process of e-voting remotely, before the EGM, using an electronic voting system on the dates referred to in the Notice calling the EGM ("remote e-voting"); and
  - ii. the e-voting process at the EGM is done through an electronic voting system ("e-voting during the EGM").

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Joisar** Digitally signed  
by Krupa  
Jagdish Joisar  
Date: 2025.03.11  
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### 3. **Management's Responsibility:**

The management of the Company is responsible for ensuring compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the EGM. The management of the Company is responsible for ensuring a secure framework and robustness of the electronic voting systems.

### 4. **Scrutinizer's Responsibility:**

My responsibility as Scrutinizer for the e-voting process (i.e. remote e-voting and e-voting during the EGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/documents furnished to me electronically by the Company and/ or NSDL for my verification.

### 5. **Cut-off date:**

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Monday, March 03, 2025, were entitled to vote on the resolutions (item nos. 1 and 2 set out in the Notice calling the EGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

### 6. **Remote e-voting process and E-voting at the EGM:**

- (i) The remote e-voting period remained open from Friday, March 07, 2025 at 9:00 a.m. (IST) onwards and ends on Sunday, March 09, 2025, at 5:00 p.m. (IST), and the remote e-voting platform was disabled by NSDL thereafter.
- (ii) The votes cast were unblocked on, Monday, March 10, 2025, after the conclusion of the EGM.
- (iii) Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that were put to vote, were generated from the e-voting website of NSDL, i.e., [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Based on the report generated by NSDL and relied upon by me, data regarding remote e-voting was scrutinized on a test-check basis.

### 7. **Consolidated Report:**

I now submit my consolidated Report as under on the result of the remote e-voting and e-voting during the EGM, based on the reports generated by the NSDL, scrutinized on test check and relied upon by me, in respect of the resolutions listed in the Notice calling the EGM is enclosed herewith.

8. The electronic data, provided by NSDL, relating to e-voting are under my safe custody and will be handed over to Company Secretary and Compliance Officer or any other person authorised by the Board for this purpose, for preserving safely after the Chairman considers, approves and signs the Proceedings or Minutes of the EGM.

9. **Restriction on Use:**

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

**For Krupa Joisar & Associates  
Company Secretaries**

Krupa  
Jagdish  
Joisar

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Krupa Jagdish  
Joisar  
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**Krupa Joisar**

**Mem No: F11117**

**CP No: 15263**

**Peer review no. 1251/2021**

**UDIN: F011117F004082681**

**Date: March 11, 2025**

**Place: Mumbai**

Countersigned by  
**For Valencia Nutrition Limited**

Jay Jatin  
Shah

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by Jay Jatin Shah  
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**Jay Shah**  
**Chairman of the EGM**



## CONSOLIDATED RESULTS

<b>Resolution 1: (Special)</b>	<b>Ratification of the Typographical / Clerical error in the explanatory statement for the approval of the issue of equity shares on Preferential basis:</b>
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Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%) of valid votes
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	37	10769854	0	0	0	10769854	100.00
<b>Dissent</b>	0	0	0	0	0	0	0.00
<b>Invalid</b>	0	0	0	0	0	0	0.00
<b>Total</b>	<b>37</b>	<b>10769854</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>10769854</b>	<b>100.00</b>

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 1 of the Notice of the EGM has been passed with the **requisite majority**.

**For Krupa Joisar & Associates  
Company Secretaries**

Krupa Jagdish Joisar  
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Date: 2025.03.11 12:21:21 +05'30'

**Krupa Joisar**

**Mem No: F11117**

**CP No: 15263**

**Peer review no. 1251/2021**

**UDIN: F011117F004082681**

**Date: March 11, 2025**

**Place: Mumbai**

<b>Resolution 2: (Special)</b>	<b>Approval for the issue of Equity shares on a preferential basis.</b>
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Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%) of valid votes
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	22	1587400	0	0	22	1587400	14.77
<b>Dissent</b>	0	0	0	0	0	0	0.00
<b>Invalid</b>	14	9161454	0	0	14	9161454	85.23
<b>Total</b>	<b>36</b>	<b>10748854</b>	<b>0</b>	<b>0</b>	<b>36</b>	<b>10748854</b>	<b>100.00</b>

Based on the aforesaid result, we report that the Special Resolution as set out in Item No.2 of the Notice of the EGM has been passed with the **requisite majority**.

*As the Promoter/Promoter Group is interested in Resolution 2, the votes cast by them are considered invalid.*

**For Krupa Joisar & Associates**  
**Company Secretaries**

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Jagdish  
Joisar

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Joisar  
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**Krupa Joisar**  
**Mem No: F11117**  
**CP No: 15263**  
**Peer review no. 1251/2021**  
**UDIN: F011117F004082681**  
**Date: March 11, 2025**  
**Place: Mumbai**