



VALENCIA NUTRITION LTD

CIN: U51909KA2013PLC068380

To,
BSE Limited,
Corporate Relations Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai
Maharashtra – 400 001

Dear Sir/madam,

Scrip code: 542910

Sub: Submission of Voting results and Scrutinizer's report of 7th Annual General Meeting

With respect to the captioned subject and in continuation to our earlier communications in connection to the Notice of Annual General Meeting, we wish to inform that the members of the Company have passed all the resolutions as set out in the Notice of 7th Annual General Meeting of the Company with requisite majority.

Accordingly, pursuant to provisions of SEBI (LODR) Regulations, 2015, the voting results and Scrutinizer's report on remote e-voting and voting conducted at the venue of the 7th Annual General Meeting of the Company held on Wednesday, September 30, 2020 are annexed hereunder.

We request you to kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

For **VALENCIA NUTRITION LIMITED**

Deepthi Anand
Managing Director
DIN: 05246641

Date: 02.10.2020
Place: Bengaluru



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VOTING RESULTS

Date of Notice of Annual General Meeting	September 06, 2020
Date of Annual General Meeting	September 30, 2020
Total number of shareholders as on Record Date	79
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	1
Public	8
No. of shareholders attended the meeting through Video conferencing	
Promoters and Promoter Group	-
Public	-





VALENCIA NUTRITION LTD

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Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/Special)		Ordinary						
Whether Promoter/Promoter Group are interested in the agenda/resolution?		No						
Description of resolution passed		Adoption of audited financial statements of the Company for the financial year ended March 31, 2020, together with the Report of the Board and the Auditors thereon						
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	35,67,954	32,30,175	90.53%	32,30,175	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		35,67,954	32,30,175	90.53%	32,30,175	0	100%
Public-Institutions	E-voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)	0	0	0.00%	0	0	0.00%	0.00%
	Total	0	0	0.00%	0	0	0.00%	0.00%
Public-Non-Institutions	E-voting	20,17,387	1,07,900	5.35%	1,07,900	0	100%	0.00%
	Poll		2,18,810	10.85%	2,18,810	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0	0	0	0.00%	0.00%
	Total		20,17,387	3,26,710	16.19%	3,26,710	0	100%
TOTAL		55,85,341	35,56,885	63.68%	35,56,885	0	100%	0.00%

Invalid votes: NIL

Resolution passed with requisite majority.



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Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/Special)		Ordinary						
Whether Promoter/Promoter Group are interested in the agenda/resolution?		No						
Description of resolution passed		Appoint a Director in place of Ms. Shankarran Prabhha, who retires by rotation and being eligible, seeks re-appointment						
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	35,67,954	32,30,175	90.53%	32,30,175	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		35,67,954	32,30,175	90.53%	32,30,175	0	100%
Public-Institutions	E-voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)	0	0	0.00%	0	0	0.00%	0.00%
	Total	0	0	0.00%	0	0	0.00%	0.00%
Public-Non-Institutions	E-voting	20,17,387	97,500	4.83%	97,500	0	100%	0.00%
	Poll		2,18,810	10.85%	2,18,810	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0	0	0	0.00%	0.00%
	Total		20,17,387	3,16,310	15.68%	3,16,310	0	100%
TOTAL		55,85,341	35,46,485	63.50%	35,46,485	0	100%	0.00%

Invalid votes: 10,400

Resolution passed with requisite majority.



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Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/Special)		Ordinary						
Whether Promoter/Promoter Group are interested in the agenda/resolution?		No						
Description of resolution passed		Appointment of M/s. Manian & Rao, Chartered Accountants as Statutory Auditors of the Company for the period of five years.						
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	35,67,954	32,30,175	90.53%	32,30,175	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		35,67,954	32,30,175	90.53%	32,30,175	0	100%
Public-Institutions	E-voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)	0	0	0.00%	0	0	0.00%	0.00%
	Total	0	0	0.00%	0	0	0.00%	0.00%
Public-Non-Institutions	E-voting	20,17,387	1,07,900	5.35%	1,07,900	0	100%	0.00%
	Poll		2,18,810	10.85%	2,18,810	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0	0	0	0.00%	0.00%
	Total		20,17,387	3,26,710	16.19%	3,26,710	0	100%
TOTAL		55,85,341	35,56,885	63.68%	35,56,885	0	100%	0.00%

Invalid votes: NIL

Resolution passed with requisite majority.



Form No. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
VALENCIA NUTRITION LIMITED
D. No. 134, 6th Main, 1st Block,
Banashankari 3rd Stage,
Bangalore - 560085

7th Annual General Meeting ("AGM") of the Equity shareholders of Valencia Nutrition Limited ("the Company") held on Wednesday, September 30, 2020 at 11.00 A.M. at #11, 7th Block, 33rd Main, Banagirinagar, Banashankari 3rd Stage, Bengaluru – 560 085

Dear Sir/Madam,

I, Vighneshwar Bhat Proprietor of M/s. VB & Associates, Practising Company Secretaries, has been appointed as the Scrutinizer by the Board of Directors of Valencia Nutrition Limited dated 6th September, 2020, for the purpose of scrutinizing e-voting process (remote e-voting) and physical voting during the AGM pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, in respect of the below mentioned resolutions proposed at the 7th Annual General Meeting of the Equity shareholders of the Company held on Wednesday, September 30, 2020 at 11.00 A.M. at #11, 7th Block, 33rd Main, Banagirinagar, Banashankari 3rd Stage, Bengaluru – 560 085, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and physical vote at the AGM by the shareholders on the resolutions proposed in the Notice of 7th AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by physical voting at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.
2. The remote e-voting facility was provided by National Securities Depository Limited (NSDL).
3. In accordance with the Notice of 7th AGM sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on September 08, 2020, the remote e-voting opened at 9:00 AM on September 27, 2020 and remained open up to 5:00 PM on September 29, 2020.
4. After declaration of voting by the Chairman, the shareholders present at the AGM voted by show of hands at the AGM.



5. The Equity Shareholders holding shares as on September 23, 2020, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 7th Annual General Meeting of the Company.
6. As per the information given by the Company, the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM and who had not voted on remote e-voting were allowed to cast their votes during the AGM.
7. After closure of voting at the AGM, the votes cast at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

ORDINARY BUSINESS:

8.1 Resolution – 1: Ordinary Resolution

Adoption of audited financial statements of the Company for the financial year ended March 31, 2020, together with the Report of the Board and the Auditors thereon:

(i) Voted in **favour** of the resolution

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	14	33,38,075	100%
Physical	5	2,18,810	100%
Total	19	35,56,885	100%

(ii) Voted in **against** of the resolution

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL



8.2 Resolution – 2: Ordinary Resolution

Appoint a Director in place of Ms. Shankarran Prabhha, who retires by rotation and being eligible, seeks re-appointment

(i) Voted in favour of the resolution

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	13	33,27,675	100%
Physical	5	2,18,810	100%
Total	18	35,46,485	100%

(ii) Voted in against of the resolution

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Invalid Votes cast
e-voting	1	10,400	100%
Physical	NIL	NIL	NIL
Total	1	10,400	100%

(Note: The votes cast by Ms. Shankarran Prabhha, being interested, is treated as invalid)

8.3 Resolution – 2: Ordinary Resolution

Appointment of M/s. Manian & Rao, Chartered Accountants as Statutory Auditors of the Company for the period of five years

(i) Voted in favour of the resolution

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	14	33,38,075	100%
Physical	5	2,18,810	100%
Total	19	35,56,885	100%



(ii) Voted in against of the resolution

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

9. All of the above-mentioned resolutions have been passed with requisite majority. You may accordingly declare the result of AGM to the shareholders of the Company.
10. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 7th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

For **VB & Associates**
Company Secretaries



Vigneshwar Bhat
Proprietor
Company Secretary in Practice
C.P. No. 10012
Membership No. F10557
UDIN: F010557B000843356

Date: 02.10.2020
Place: Bengaluru