



**VALENCIA NUTRITION LTD**

**Corporate Office:** 601A, Neelkanth Business Park, 6th Floor, A Wing, Nathani Road, Vidyavihar (West), Mumbai - 400086. • T.: +9122 25094351/2

E.: consumer@valencianutrition.com • W.: www.valencianutrition.com

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

**Date: September 29, 2022**

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

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

**Sub: Voting Results of Ninth Annual General Meeting of the Company pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report:**

Dear Sir(s),

We wish to inform you that all the resolutions transacted at the 9<sup>th</sup> Annual General Meeting ("AGM") held on Thursday, September 29, 2022 at 12:00 Noon, have been passed by the Members with the 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 September 29, 2022 pursuant to the Companies Act, 2013 and Rules made thereunder.

Kindly take the same on records and oblige.

**For Valencia Nutrition Limited**

**JAY JATIN  
SHAH**

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

*Encl:a/a*



CIN: L51909MH2013PLC381314

**BOUNCE**  
SUPERDRINKS™

**ROAR**

**PREP  
KIDS**

**EASE  
OUT**

**PREP  
SPORTS**

<b>Voting results</b>	
Record date	22-09-2022
Total number of shareholders on record date	107
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	4
b) Public	7
<b>No. of resolution passed in the meeting</b>	<b>3</b>
Disclosure of notes on voting results	

## Resolution (1)

<b>Resolution required: (Ordinary / Special)</b>				Ordinary				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Description of resolution considered</b>				Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.				
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
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	3567954	1048879	29.3972	1048879	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>		3567954	1048879	29.3972	1048879	0	100.0000
<b>Public- Institutions</b>	<b>E-Voting</b>	0	0	0	0	0	0.0000	0.0000
	<b>Poll</b>		0	0	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0.0000	0.0000
	<b>Total</b>		0	0	0.0000	0	0	0.0000
<b>Public- Non Institutions</b>	<b>E-Voting</b>	2017387	717000	35.5410	717000	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>		2017387	717000	35.5410	717000	0	100.0000
<b>Total</b>	<b>Total</b>	5585341	1765879	31.6163	1765879	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution								

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-Appointment of Mr. Stavan Ajmera (DIN: 08112696), Director liable to Retire by Rotation				
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	3567954	1048879	29.3972	1048879	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		3567954	1048879	29.3972	1048879	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2017387	717000	35.5410	717000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		2017387	717000	35.5410	717000	0	100.0000
<b>Total</b>	<b>Total</b>	5585341	1765879	31.6163	1765879	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution								

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Prabhha Shankarran as Whole - Time Director of the Company.				
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	3567954	1048879	29.3972	1048879	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		3567954	1048879	29.3972	1048879	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0.0000
	<b>Total</b>		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2017387	717000	35.5410	717000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		2017387	717000	35.5410	717000	0	100.0000
<b>Total</b>	<b>Total</b>	5585341	1765879	31.6163	1765879	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution								

Date: September 29, 2022

### 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 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 August 30, 2022 ("Notice") issued in accordance with General Circular No. 2/2022 dated May 5, 2022 which is in continuation of circular dated January 13, 2021 read with other circulars dated April 8, 2020, April 13, 2020 issued by the Ministry of Corporate Affairs ('MCA Circulars') and the Circular No. SEBI /HO /DDHS /DDHS\_Div2 /P /CIR /2022 / 079 dated June 03, 2022 which is in continuation of circulars dated January 15, 2021 and May 12, 2020 issued by the Securities and Exchange Board of India (SEBI Circulars'), calling the 9<sup>th</sup> Annual General Meeting of its Equity Shareholders ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Thursday, September 29, 2022 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. process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
  - ii. process of e-voting at the AGM through an electronic voting system ("e-voting during the AGM").

Krupa  
Jagdish  
Joisar

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DN: c=IN, o=Personal,  
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Date: 2022.09.29 19:05:18 +05'30'

### 3. Management's Responsibility:

The management of the Company is responsible to ensure 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 AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### 4. Scrutinizer's Responsibility:

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting during the AGM) 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 Central Depository Services (India) Limited ("CDSL"), 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 CDSL 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., Thursday, September 22, 2022 were entitled to vote on the resolutions (item nos. 1 to 3 set out in the Notice calling the AGM) 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 AGM:

- (i) The remote e-voting period remained open from Sunday, September 25, 2022 (9:00 a.m. IST) to Wednesday, September 28, 2022 (5:00 p.m. IST), and the remote e-voting platform was disabled by CDSL thereafter.
- (ii) The votes cast were unblocked on, Thursday, September 29, 2022 after the conclusion of the AGM.
- (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 CDSL, i.e., <https://www.evotingindia.com>. Based on the report generated by CDSL 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 AGM, based on the reports generated by the CDSL, scrutinized on test check and relied upon by me, in respect of the resolutions listed in the Notice calling the AGM is enclosed herewith.

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d4ae5, cn=Krupa Jagdish Joisar  
Date: 2022.09.29 19:04:59 +05'30'



8. The electronic data, provided by CDSL, relating to e-voting are under my safe custody and will be handed over to Mr. Aditya Agarwal, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the Proceedings or Minutes of the AGM.

## 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 CDSL. 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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DN: cn=Krupa, o=Personal,  
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Date: 2022.09.29 19:04:42 +05'30'

**Krupa Joisar**

**Mem No: F11117**

**CP No: 15263**

**Peer review no. 1251/2021**

**UDIN: F011117D001085190**

**Date: September 29, 2022**

**Place: Mumbai**

Countersigned by  
**For Valencia Nutrition Limited**

JAY JATIN  
SHAH

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DN: cn=JATIN SHAH,  
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ad7ed4ae5, cn=Krupa Jagdish Joisar  
Date: 2022.09.29 19:04:42 +05'30'

**Jay Shah**  
**Chairman of the AGM**



## Consolidated Results

### Ordinary Business:

<b>Resolution 1: (Ordinary)</b>	Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the reports of the Board of Directors and the Auditors thereon.
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Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of valid votes
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	19	1765879	0	0	19	1765879	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>19</b>	<b>1765879</b>	<b>0</b>	<b>0</b>	<b>19</b>	<b>1765879</b>	<b>100.00</b>

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

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Date: 2022.09.29 18:56:08 +05'30'

**Krupa Joisar**

**Mem No: F11117**

**CP No: 15263**

**Peer review no. 1251/2021**

**UDIN: F011117D001085190**

**Date: September 29, 2022**

**Place: Mumbai**

<b>Resolution 2: (Ordinary)</b>	Re-appointment of Mr. Stavan Ajmera (DIN: 08112696), a Director liable to Retire by Rotation.
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Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of valid votes
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	19	1765879	0	0	19	1765879	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>19</b>	<b>1765879</b>	<b>0</b>	<b>0</b>	<b>19</b>	<b>1765879</b>	<b>100.00</b>

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

*The votes cast by Mr. Stavan Ajmera or any interested entity, if any, have been considered invalid in the above resolution.*

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Date: 2022.09.29 18:57:05 +05'30'

**Krupa Joisar**

**Mem No: F11117**

**CP No: 15263**

**Peer review no. 1251/2021**

**UDIN: F011117D001085190**

**Date: September 29, 2022**

**Place: Mumbai**

**Special Business:**

<b>Resolution 3: (Ordinary)</b>	Appointment of Ms. Prabhha Shankarran as Whole-Time Director of the Company.
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Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of valid votes
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	19	1765879	0	0	19	1765879	100.00
<b>Dissent</b>	0	0	0	0	0	0	0.00
<b>Invalid/ Abstain</b>	0	0	0	0	0	0	0.00
<b>Total</b>	<b>19</b>	<b>1765879</b>	<b>0</b>	<b>0</b>	<b>19</b>	<b>1765879</b>	<b>100.00</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM has been passed with the requisite majority.

*The votes cast by Ms. Prabhha Shankarran or any interested entity, if any, have been considered invalid in the above resolution.*

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Date: 2022.09.29 18:56:44 +05'30'

**Krupa Joisar**

**Mem No: F11117**

**CP No: 15263**

**Peer review no. 1251/2021**

**UDIN: F011117D001085190**

**Date: September 29, 2022**

**Place: Mumbai**