

Date: December 21, 2022

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

Ref :- Scrip Code: 542910
ISIN : INE08RT01016

Sub: Voting Results of Extra-Ordinary General Meeting (EGM) 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 both the resolutions transacted at the Extra-Ordinary General Meeting ('EGM') held on Tuesday, December 20, 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 December 20, 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

Voting results

Record date	13-12-2022
Total number of shareholders on record date	107
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	2
b) Public	8
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in authorised share capital of the Company and consequential amendment of the capital clause in the Memorandum of Association (MoA) 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	773708	21.6849	773708	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3567954	773708	21.6849	773708	0	100.0000	0.0000
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
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2017387	1166600	57.8273	1166600	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2017387	1166600	57.8273	1166600	0	100.0000	0.0000
Total		5585341	1940308	34.7393	1940308	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution (2)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for availing of the non-interest-bearing unsecured loan from Director(s) and/or Promoter(s) with an option for conversion of the loan into Equity Shares 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	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3567954	0	0.0000	0	0	0.0000
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
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2017387	1166600	57.8273	1166600	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2017387	1166600	57.8273	1166600	0	100.0000
Total		5585341	1166600	20.8868	1166600	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Date: December 20, 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 November 28, 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 Extra-Ordinary General Meeting of its Equity Shareholders ("the Meeting" /"EGM") through VC / OAVM. The EGM was convened on Tuesday, December 20, 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 EGM, using an electronic voting system on the dates referred to in the Notice calling the EGM ("remote e-voting"); and
 - ii. process of e-voting at the EGM through an electronic voting system ("e-voting during the EGM").

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

Krupa
Jagdish Joisar

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4. Scrutinizer's Responsibility:

My responsibility as Scrutinizer for 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 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., Tuesday, December 13, 2022 were entitled to vote on the resolutions (item nos. 1 & 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 Saturday, December 17, 2022 at 9.00 a.m. (IST) onwards and ended on Monday, December 19, 2022, at 5.00 pm (IST), and the remote e-voting platform was disabled by CDSL thereafter.
- (ii) The votes cast were unblocked on, Tuesday, December 20, 2022 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 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 EGM, 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 EGM is enclosed herewith.

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 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 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.

Krupa
Jagdish
Joisar

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**For Krupa Joisar & Associates
Company Secretaries**

**Krupa
Jagdish
Joisar**

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Krupa Joisar

Mem No: F11117

CP No: 15263

Peer review no. 1251/2021

UDIN: F011117D002763515

Date: December 20, 2022

Place: Mumbai

**Countersigned by
For Valencia Nutrition Limited**

**STAVAN
PRAVIN
AJMERA**

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**Stavan Ajmera
Chairman of the EGM**

Consolidated Results

Special Business:

Resolution 1: (Ordinary)	Increase in authorised share capital of the Company and consequential amendment of the capital clause in the Memorandum of Association (MoA) of the Company.
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Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%) of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	28	1940308	0	0	28	1940308	100.00
Dissent	0	0	0	0	0	0	0.00
Invalid	0	0	0	0	0	0	0.00
Total	28	1940308	0	0	28	1940308	100.00

Based on the aforesaid result, we report that the Ordinary 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
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Krupa Joisar

Mem No: F11117

CP No: 15263

Peer review no. 1251/2021

UDIN: F011117D002763515

Date: December 20, 2022

Place: Mumbai

Resolution 2: (Special)	Approval for availing of the non-interest-bearing unsecured loan from Director(s) and/or Promoter(s) with an option for conversion of the loan into Equity Shares of the Company.
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Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%) of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	21	1166600	0	0	21	1166600	100.00
Dissent	0	0	0	0	0	0	0.00
Invalid	0	0	0	0	0	0	0.00
Total	21	1166600	0	0	21	1166600	100.00

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.

The votes cast by Mr. Manish Turakhia and related entities, if any, have not been considered in the above resolution.

**For Krupa Joisar & Associates
Company Secretaries**

**Krupa
Jagdish
Joisar**

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d4ae5, cn=Krupa Jagdish Joisar
Date: 2022.12.20 16:20:20 +05'30'

Krupa Joisar

Mem No: F11117

CP No: 15263

Peer review no. 1251/2021

UDIN: F011117D002763515

Date: December 20, 2022

Place: Mumbai