



**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: December 21, 2022**

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

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

Subject: 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 the Rules made thereunder.

Kindly take the same on records and oblige.

**JAY  
JATIN  
SHAH**

Digitally signed by JAY JATIN SHAH  
DN: cn=JAY JATIN SHAH,  
o=VALENCIA NUTRITION LTD,  
ou=VALENCIA NUTRITION LTD,  
email=j.j.shah@valencianutrition.com,  
c=IN



**BOUNCE**  
SUPERDRINKS™

**ROAR**

**PREP  
KIDS**

**EASE  
OUT**

**PREP  
SPORTS**

## Voting results

<b>No. of shareholders present in the meeting either in person or through proxy</b>	
<b>No. of shareholders attended the meeting through video conferencing</b>	
<b>No. of resolution passed in the meeting</b>	<b>2</b>

## Resolution (1)

Resolution required: (Ordinary / Special)

Whether promoter/promoter group are interested in the agenda/resolution?

Description of resolution considered

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>	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
<b>Public- Institutions</b>	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
<b>Public- Non Institutions</b>	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
<b>Total</b>								
<b>Whether resolution is Pass or Not.</b>								

## Resolution (2)

Resolution required: (Ordinary / Special)								
Whether promoter/promoter group are interested in the agenda/resolution?								
Description of resolution considered								
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>	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
<b>Public- Institutions</b>	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
<b>Public- Non Institutions</b>	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
<b>Total</b>								
<b>Whether resolution is Pass or Not.</b>								



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) Rules, 2015 and Companies (Management and Administration) Rules, 2016]

#### 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

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

Digitally signed by Krupa Jagdish Joisar  
DN: cn=Krupa, o=Krupa,  
2.5.4.20=097956ac508a59477bd97  
0d0c511bda5d01ab477a9fa9be555  
47742d2, postalCode=400001,  
st=Maharashtra,  
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f1d379e029f0c35d7816bc21158dad  
dad7ed4a5, cn=Krupa Jagdish Joisar  
Date: 2022.12.20 19:40:32 +05'30'

**For Krupa Joisar & Associates  
Company Secretaries**

**Krupa  
Jagdish  
Joisar**

Digitally signed by Krupa Jagdish Joisar  
DN: c=IN, o=Personal,  
2.5.4.20=4977995a5c58a5594772b49702f  
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st=Maharashtra,  
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7e44ae5, cn=Krupa Jagdish Joisar  
Date: 2022.12.20 19:40:49 +05:30'

**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**

Digitally signed by STAVAN PRAVIN AJMERA  
DN: cn=StavanPravin,  
2.5.4.20=4977995a5c58a5594772b49702f  
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st=Maharashtra,  
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d370ca568fa1c5a7811bdc21158b8dded  
7e44ae5, cn=STAVAN PRAVIN AJMERA  
Date: 2022.12.20 19:41:17 +05:30'

**Stavan Ajmera  
Chairman of the EGM**

## Consolidated Results

### Special Business:

<b>Resolution 1: (Ordinary)</b>	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	
<b>Assent</b>	28	1940308	0	0	28	1940308	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>28</b>	<b>1940308</b>	<b>0</b>	<b>0</b>	<b>28</b>	<b>1940308</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 EGM has been passed with the requisite majority.

**For Krupa Joisar & Associates  
Company Secretaries**

Krupa  
Jagdish  
Joisar

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cd51bbd8a01ab4717ad9a9be5555af774  
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st=Maharashtra,  
serialNumber=5684a5a186689a667f67  
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7ed4ae5, cn=Krupa Jagdish Joisar  
Date: 2022.12.20 16:19:52 +05'30'

**Krupa Joisar**

**Mem No: F11117**

**CP No: 15263**

**Peer review no. 1251/2021**

**UDIN: F011117D002763515**

**Date: December 20, 2022**

**Place: Mumbai**

<b>Resolution 2: (Special)</b>	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	
<b>Assent</b>	21	1166600	0	0	21	1166600	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>21</b>	<b>1166600</b>	<b>0</b>	<b>0</b>	<b>21</b>	<b>1166600</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.

**For Krupa Joisar & Associates  
Company Secretaries**

**Krupa  
Jagdish  
Joisar**

Digitally signed by Krupa Jagdish Joisar  
DN: c=IN, o=Personal,  
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serialNumber=9684dd5a186689a667fef7d  
37bca668fac3fa7f810be2115b0addad7e  
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**