



# VALENCIA NUTRITION LTD

CIN: U51909KA2013PLC068380

Date: June 20, 2020

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

Dear Sir/madam,

**Sub: (Security Code: 542910) Results of Postal Ballot**

With respect to the captioned subject and in continuation to our earlier communications in connection to the Notice of Postal Ballot (e-Voting), we wish to inform that the members of the Company have passed special resolution for Appointment of M/s. Manian & Rao as Statutory Auditors of the company and passed ordinary resolution for Appointment of Mr. Jaimin Ajay Patwa as Non-Executive Independent Director of the Company.

Accordingly, pursuant to provisions of Regulation 44 of SEBI (LODR) Regulations, 2015, the voting results of the Postal Ballot along with the Scrutinizer's Report 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: 20.06.2020  
Place: Bengaluru



# VALENCIA NUTRITION LTD

## VOTING RESULTS

<b>Date of Notice of Postal Ballot</b>	May 11, 2020
<b>Total number of shareholders as on Record Date</b>	82
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group	NA
Public	NA
<b>No. of shareholders attended the meeting through Video conferencing</b>	
Promoters and Promoter Group	NA
Public	NA





# VALENCIA NUTRITION LTD

Agenda-wise disclosure (to be disclosed separately for each agenda item)								
Resolution required: (Ordinary/Special)				Special				
Whether Promoter/Promoter Group are interested in the agenda/resolution?				No				
Description of resolution passed				Appointment of M/s. Manian & Rao as statutory auditors of the company				
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	16,88,050	47.31%	16,88,050	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%
	<b>Total</b>		<b>35,67,954</b>	<b>16,88,050</b>	<b>47.31%</b>	<b>16,88,050</b>	<b>0</b>	<b>100%</b>
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%
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public-Non-Institutions	E-voting	20,17,387	80,600	4%	80,600	0	100%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0	0	0	0.00%	0.00%
	<b>Total</b>		<b>20,17,387</b>	<b>80,600</b>	<b>4%</b>	<b>80,600</b>	<b>0</b>	<b>100%</b>
<b>TOTAL</b>		<b>55,85,341</b>	<b>17,68,650</b>	<b>31.67%</b>	<b>17,68,650</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>



# VALENCIA NUTRITION LTD

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 Mr. Jaimin Ajay Patwa as Non-Executive Independent Director of the Company				
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	16,88,050	47.31%	16,88,050	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%
	<b>Total</b>		<b>35,67,954</b>	<b>16,88,050</b>	<b>47.31%</b>	<b>16,88,050</b>	<b>0</b>	<b>100%</b>
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%
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public-Non-Institutions	E-voting	20,17,387	80,600	4%	80,600	0	100%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0	0	0	0.00%	0.00%
	<b>Total</b>		<b>20,17,387</b>	<b>80,600</b>	<b>4%</b>	<b>80,600</b>	<b>0</b>	<b>100%</b>
<b>TOTAL</b>		<b>55,85,341</b>	<b>17,68,650</b>	<b>31.67%</b>	<b>17,68,650</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>



**Form No. MGT-13**  
**SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]*

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

Dear Sir/Madam,

**Sub: Scrutinizer's Report u/s 108 & 110 of the Companies Act, 2013 for voting by equity shareholders through Postal Ballot (e-voting)**

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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 11<sup>th</sup> May, 2020, pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of monitoring the e-voting process, scrutinizing the votes casted and ascertaining the results thereof and report to the Chairman in respect of the below mentioned resolution:

Pursuant to Section 108 and 110 of the Companies Act, 2013 (the Act) read with Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with MCA General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 ("Circular") and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on resolution as mentioned in the Notice of Postal Ballot (e-voting) dated 11<sup>th</sup> May, 2020, in a fair and transparent manner. Further, due to non-availability of postal and courier services, on account of threat posed by COVID-19 (Corona virus) pandemic situation, the members have casted their votes electronically only in accordance with the above-referred rules and circular.

The Company has appointed M/s. National Securities Depository Limited as the Service Provider, for the facility of electronic voting to the shareholders of the company.

The details regarding Commencement and end date of postal ballot and remote e-voting are as under:

Cut-Off date for considering voting rights for postal ballot	May 08, 2020
E-voting Commencement date	May 21, 2020 (9:00 AM)
E-Voting end Date	June 19, 2020 (5:00 PM)

I submit my report as under:

- i. The Company has Completed the dispatch & Email a Notice of e-voting/Postal Ballot on May 16, 2020 to its Members whose name appear on the Register of Members/ list of Beneficiaries as on date May 08, 2020.
- ii. All the data of e-voting i.e. the results of e-Voting along with the list of shareholders who voted "For" and "Against" the Resolution were downloaded from the e-voting portal of National Securities Depository Limited (NSDL), by unblocking the event on Friday, June 19, 2020 around 5:00 p.m.
- iii. The Members holding shares in physical mode or not having email ID registered with their Depository Participants or Registrar & Share Transfer Agent or the Company, were given special facility to get their email ID registered to receive the Notice electronically and participate in remote e-voting process.
- iv. All votes casted through e-voting upto 5.00 p.m., Friday, June 19, 2020, the last date and time fixed by the Company, were considered for scrutiny.

The results of the remote e-voting conducted through e-voting are as under:

**Item No. 1- Special Resolution-**

**APPOINTMENT OF M/S. MANIAN & RAO AS STATUTORY AUDITORS OF THE COMPANY**

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

Number of members voted in E-voting	Number of votes cast (shares) - E voting	Number of members voted – Postal ballot	Number of votes cast (shares) - Postal ballot	Total Number of votes cast through E-voting & Postal ballot	% of total number of valid votes cast
14	17,68,650	NIL	NIL	17,68,650	100%

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

Number of members voted in E-voting	Number of votes cast (shares) - E voting	Number of members voted - Postal ballot	Number of votes cast (shares) - Postal ballot	Total Number of votes cast through E-voting & Postal ballot	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	NIL

(iii) **Invalid** votes

Number of members voted in E-voting	Number of votes cast (shares) - E voting	Number of members voted - Postal ballot	Number of votes cast (shares) - Postal ballot	Total Number of votes cast through E-voting & Postal ballot
NIL	NIL	NIL	NIL	NIL

**Item No. 2- Ordinary Resolution-**

**APPOINTMENT OF MR. JAIMIN AJAY PATWA AS NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

Number of members voted in E-voting	Number of votes cast (shares) - E voting	Number of members voted – Postal ballot	Number of votes cast (shares) - Postal ballot	Total Number of votes cast through E-voting & Postal ballot	% of total number of valid votes cast
14	17,68,650	NIL	NIL	17,68,650	100%

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

Number of members voted in E-voting	Number of votes cast (shares) - E voting	Number of members voted - Postal ballot	Number of votes cast (shares) - Postal ballot	Total Number of votes cast through E-voting & Postal ballot	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	NIL

(iii) **Invalid votes**

Number of members voted in E-voting	Number of votes cast (shares) - E voting	Number of members voted - Postal ballot	Number of votes cast (shares) - Postal ballot	Total Number of votes cast through E-voting & Postal ballot
NIL	NIL	NIL	NIL	NIL

Based on the aforesaid result, I report that all the Resolutions as contained in the Postal Ballot (e-voting) Notice dated May 11, 2020 has been passed with requisite majority. You may accordingly declare the result of postal ballot through e-voting.

The relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, the same shall be handed over to the 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: F010557B000361644

Date: 20.06.2020  
Place: Bengaluru