



Registered Office:
601A, Neelkanth Business Park,
6th Floor, A Wing, Nathani Road,
Vidyavihar (West), Mumbai - 400086.
T: +91 22 3541 8449
E: compliance@valencianutrition.com
W: www.valencianutrition.com
CIN: L51909MH2013PLC381314

Date: September 02, 2024

To,
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Ref :- Scrip Code: 542910
ISIN: INE08RT01016

Sub: - Outcome of Board Meeting held on Monday, September 02, 2024 at 11:00 a.m.

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 30 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform your good office that the Board of Directors of Valencia Nutrition Limited in their meeting held today i.e. Monday, September 02, 2024, which commenced at 11:00 a.m. and concluded at 05:45 p.m. have inter alia, approved/noted the following items:

1. Approval for increase in authorized share capital of the Company from the existing Rs. 14,20,00,000 (Rupees Fourteen Crore Twenty Lakhs) divided into 1,42,00,000 (One Crore Forty-Two Lakhs) equity shares of the face value of Rs.10 (Rupees Ten) each to Rs. 25,00,00,000 (Rupees Twenty-Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of the face value of Rs.10 (Rupees Ten) each ranking pari passu in all respect with the existing equity shares of the Company and that Clause V of the Memorandum of Association be altered accordingly, subject to the approval of the shareholders of the Company.
2. Approval for an amendment to the existing main object clause of the Memorandum of Association (MOA) to undertake the business of manufacturing products related to skincare, make-up, hair-care & personal hygiene, perfumes & fragrances, subject to the approval of the shareholders of the Company.
3. Approval for altering/inserting the definition of 'Securities' [as defined under Securities Contracts (Regulations) Act, 1956] under the existing Articles of Association (AoA) of the Company and authorizing the Company to issue various Securities, subject to the approval of the shareholders of the Company.
4. Approval for fundraising aggregating up to Rs. 20,00,00,000/- (Rupees Twenty Crore) by way of issuance of upto 50,00,000 (Fifty Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of the face value of Rs. 10/- each ("Warrants") for Rs. 40/- (Rupees Forty Only) each payable in cash ("Warrants Issue Price"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until the expiry of 18 (eighteen) months, to Mr. Manish Pravinchandra Turakhia, Managing Director and Promoter, by way of a preferential issue through private placement offer, subject to the approval of the shareholders of the Company. (Refer to Annexure: I for more details)





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5. Approval for fundraising by issuing upto 32,52,500 (Thirty-Two Lakhs Fifty- Two Thousand & Five Hundred) Equity Shares of Rs.10/- (Rupees Ten Each) at a price of Rs. 40/- (Rupees Forty Only) per share aggregating to Rs. 13,01,00,000/- (Rupees Thirteen Crore and One Lakh only) by way of a preferential issue through private placement offer to the proposed allottees, subject to the approval of the shareholders of the Company. (Refer to Annexure: II for more details)
6. Approval for the appointment of Mrs. Meghna Turakhia (DIN: 07109963) as an Additional Director (Executive Director) of the Company, liable to retire by rotation w.e.f. September 2, 2024, subject to approval of the members. (Refer to Annexure: III for more details)
7. Approval of the Notice of the 11th Annual General Meeting (AGM) of the Company to be held on Monday, September 30, 2024, at 11:00 a.m. through Video Conferencing (VC) or Other Audio-Visual means (OAVM). The venue of the said meeting shall be deemed to be the registered office of the Company.
8. Approval of the Board's Report and Management Discussion Analysis (MDA) along with all other necessary Annexures for the financial year ended March 31, 2024.
9. Approval for the appointment of Ms. Krupa Joisar from M/s. Krupa Joisar & Associates, Practicing Company Secretaries as a Scrutiniser of the Company.

The details as per the requirement of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, in respect of the above-mentioned items are given in Annexures I, II & III respectively.

You are requested to take the above information for your records.

**Yours Truly,
For Valencia Nutrition Limited**

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

Encl: a/a



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The details as required under Regulation 30 of SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are as under:

Annexure: I

Item no. 4						
Sr. No	Particulars	Details				
1	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.	Convertible warrants, to be converted into equity shares. ("Warrants"),				
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment on a private placement basis.				
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Upto 50,00,000 (Fifty Lakhs) Warrants for an aggregate amount up to Rs. 20,00,00,000/- (Rupees Twenty Crore)				
4	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):					
a	Name of the investors	Mr. Manish Pravinchandra Turakhia, Promoter & Managing Director				
b	Post allotment of securities - the outcome of the subscription	<p>The Warrants are proposed to be allotted to Mr. Manish Pravinchandra Turakhia.</p> <p>The details of the shareholding of Mr. Manish Pravinchandra Turakhia, prior to and after the Preferential Issue, is as follows:</p> <table border="1"> <thead> <tr> <th>Pre-Preferential Issue shareholding percentage of the Proposed Allottees</th> <th>Post-allotment of Warrants pursuant to the Preferential Issue</th> </tr> </thead> <tbody> <tr> <td>52,96,733 (37.93%)</td> <td>Upto 50,00,000 (Fifty Lakhs) Warrants constituting upto ~46.35% of the total diluted equity share capital of the Company (calculated on a fully diluted basis i.e. assuming that all the Warrants allotted are converted into equity shares at a</td> </tr> </tbody> </table>	Pre-Preferential Issue shareholding percentage of the Proposed Allottees	Post-allotment of Warrants pursuant to the Preferential Issue	52,96,733 (37.93%)	Upto 50,00,000 (Fifty Lakhs) Warrants constituting upto ~46.35% of the total diluted equity share capital of the Company (calculated on a fully diluted basis i.e. assuming that all the Warrants allotted are converted into equity shares at a
Pre-Preferential Issue shareholding percentage of the Proposed Allottees	Post-allotment of Warrants pursuant to the Preferential Issue					
52,96,733 (37.93%)	Upto 50,00,000 (Fifty Lakhs) Warrants constituting upto ~46.35% of the total diluted equity share capital of the Company (calculated on a fully diluted basis i.e. assuming that all the Warrants allotted are converted into equity shares at a					

			conversion ratio of 1:1 and assuming 32,52,500 equity shares have been allotted as per the item no. 5 of this outcome).
C	Issue price	Rs.40/- (Rupees Forty only) [including a premium of Rs. 30/- (Rupees Thirty only) per Warrant]	
D	Number of investors	1 (one)	
E	In case of convertibles - intimation on the conversion of securities or lapse of the tenure of the instrument	Each Warrant will be convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of the face value of Rs. 10 (Rupees Ten only), which may be exercised in one or more tranches during a period of 18 (eighteen) months commencing from the date of allotment of Warrants.	



Annexure: II

Item no. 5		
Sr. No	Particulars	Details
1	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Equity Shares
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment on a private placement basis.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issue and allot in one or more tranches upto 32,52,500 (Thirty-Two Lakhs Fifty- Two Thousand & Five Hundred) Equity Shares of Rs.10/- (Rupees Ten only) each and at a price of Rs.40/- (Rupees Forty only) per share [including Rs. 30/- (Rupees Thirty) towards premium] aggregating to Rs. 13,01,00,000/- (Rupees Thirteen Crore and One Lakh only)
4	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):	
a	Name of the investors	The list attached as Annexure A
b	Post allotment of securities - the outcome of the subscription	The list attached as Annexure A
c	Issue price	Rs.40/- (Rupees Forty only) [including a premium of Rs. 30/- (Rupees Thirty only) per equity share]
d	Number of investors	16 (sixteen)
e	In case of convertibles - intimation on the conversion of securities or lapse of the tenure of the instrument	Not applicable



Annexure: A

Sr. No.	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of equity		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding *	
1.	Jash Ventures	Promoter/ Promoter group	Mr. Manish Pravinchandra Turakhia	724550	5.19	250000	974550	4.39	Promoter/ Promoter group
2.	JB Ventures	Promoter/ Promoter group	Mr. Manish Pravinchandra Turakhia	0	0	135000	135000	0.61	Promoter/ Promoter group
3.	Anakin Ventures	Promoter/ Promoter group	Mr. Manish Pravinchandra Turakhia	21000	0.15	150000	171000	0.77	Promoter/ Promoter group
4.	Keena Paresht Ventures	Promoter/ Promoter group	Mr. Manish Pravinchandra Turakhia	0	0	600000	600000	2.7	Promoter/ Promoter group
5.	Ajmera Ventures	Promoter/ Promoter group	Mr. Manish Pravinchandra Turakhia	0	0	75000	75000	0.34	Promoter/ Promoter group
6.	MMJH Ventures	Promoter/ Promoter group	Mr. Manish Pravinchandra Turakhia	0	0	225000	225000	1.01	Promoter/ Promoter group
7.	JMR Ventures	Promoter/ Promoter group	Mr. Manish Pravinchandra Turakhia	0	0	135000	135000	0.61	Promoter/ Promoter group
8.	Jay Jatin Shah	Non-promoter (Whole-Time Director & CFO)	-	132800	0.95	75000	207800	0.94	Non-promoter (Whole-Time Director & CFO)
9.	Hrithik Jain	Non-promoter	-	0	0	75000	75000	0.34	Non-promoter
10.	Harshil Shavdia HUF	Non-promoter	-	255000	1.83	215000	470000	2.12	Non-promoter
11.	Sonal Dharmesh Shah	Non-promoter	-	12000	0.09	250000	262000	1.18	Non-promoter
12.	Sunilkumar Chandrakant Mehta	Non-promoter	-	12000	0.09	112500	124500	0.56	Non-promoter
13.	Manish Kantilal Haria	Non-promoter	-	603000	4.32	200000	803000	3.61	Non-promoter
14.	Farukbhai Gulambahi Patel	Non-promoter	-	79500	0.57	720000	799500	3.60	Non-promoter
15.	Dhruv Shah	Non-promoter	-	1500	0.01	25000	26500	0.12	Non-promoter
16.	Vijaya Thakkar	Non-promoter	-	0	0	10000	10000	0.05	Non-promoter

* calculated on a fully diluted basis i.e. assuming that all the Warrants allotted are converted into equity shares at a conversion ratio of 1:1 (as per Item No. 4 of this outcome) and 32,52,500 equity shares have been allotted.

Annexure: III

Item no. 6		
Sr. No	Particulars	Details
1	Name	Mrs. Meghna Turakhia (DIN: 07109963)
2	Reason for Change viz., appointment, resignation, removal, death or otherwise	Appointment of Mrs. Meghna Turakhia (DIN: 07109963), as an Additional Director (Executive Director), liable to retire by rotation.
3	Date of Appointment and Term of Appointment	The Board at its meeting held today, i.e. September 02, 2024, approved the appointment of Mrs. Meghna Turakhia (DIN: 07109963), as an Additional Director (Executive Director), liable to retire by rotation with effect from September 2, 2024, based on the recommendation of the Nomination & Remuneration Committee, and subject to the approval of the Shareholders at the forthcoming Annual General Meeting (AGM) of the Company.
4	Brief Profile (In case of appointment)	<p>Mrs. Meghna Turakhia got involved with her husband, Mr. Manish Turakhia from year 1999 in equity research and capital market activities. She invariably accompanied Mr. Manish Turakhia for several Company Management Interactions, Plant Visits, Market Survey, Annual General Meetings and Investors Meet. Mrs. Turakhia always accompanied Mr. Turakhia for Exhibitions & Seminars within India & Overseas.</p> <p>Mrs. Turakhia carried out several meetings with Domestic & NRI Investors and has been keenly involved in Relationship Management. Mrs. Turakhia has always remained alongside with Mr. Turakhia during every Overseas Investors Meetings and International Bankers interactions.</p> <p>Corporate Advisory company by the name of Veer Capital Management P.</p>



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		<p>Ltd. Was formed by Mr. Manish Turakhia. Mrs. Turakhia is Director of the company since 29.12.2015.</p> <p>Turakhia Family Office by the name of Veer Value Ventures LLP was formed on 02.06.2015. Making available family funds for investments during IPO of KP Energy Ltd in February 2016, have changed orbits of Turakhia Family Office.</p> <p>Investment in Valencia Nutrition Ltd since December 2017 and subsequent takeover of management & controlling shareholding in July 2023 was immensely supported & contributed by Mrs. Turakhia.</p> <p>Presently Mrs. Turakhia is involved in business planning & functioning of Valencia Nutrition Ltd. She is delicately involved in Branding, Social Media and Manpower Management. Overall, she contributes to Product Development, Label Designing, Sampling, New Product Developments and Marketing Events.</p>
5	Disclosure of Relationship between Directors (in case of Appointment of a Director)	Wife of Mr. Manish Turakhia, Managing Director.

Yours Truly,
For Valencia Nutrition Limited

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

