

Date: January 29, 2025

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| To, The BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 | To, The Board of Directors Valencia Nutrition Limited 601A, Neelkanth Business Park, Nathani Vidyavihar (West), Mumbai- 400 086 |
|---|--|

Ref: Scrip Code: 542910
ISIN : INE08RT01016

Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir(s) / Madam(s),

We hereby enclose the disclosure under the provisions of Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time, on behalf of the Promoter/Promoter Group.

You are requested to take the above disclosure on your records and oblige.

Thanking you,

Manish Turakhia

Manish Turakhia & on behalf of Persons Acting in Concert (PAC)

Encl: a/a

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|---|----------------------------|---|--|
| Name of the Target Company (TC) | Valencia Nutrition Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Refer to Annex 1 | | |
| Whether the acquirer belongs to the Promoter / Promoter Group | Yes | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited (SME listed) | | |
| Details of the acquisition/ disposal as follows: | Number | % w.r.t. total share/ voting capital wherever applicable (*) | % w.r.t. total diluted share/ voting capital of the TC (**) |
| Before the acquisition under consideration, holding of acquirer along with PACs of: a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | Refer to Annex 1 | | |
| e) Total (a+b+c+d) | - | - | - |
| Details of acquisition/sale: a) Shares carrying voting rights acquired/ sold b) VRs acquired/ sold otherwise than by equity shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold d) Shares encumbered / invoked/released by the acquirer | Refer to Annex 1 | | |
| e) Total (a+b+c+d) | - | - | - |
| After the acquisition/sale, holding of acquirer along with PACs of: a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by equity shares d) Warrants/convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify | Refer to Annex 1 | | |

| | |
|---|---|
| holding in each category) after the acquisition | |
| e) Total (a+b+c+d) | - - - |
| Mode of acquisition/sale (e.g. open market / Off- market, public issue / rights issue / preferential allotment / inter-se transfer / encumbrance, etc.) | Preferential allotment |
| Date of acquisition of/sale of shares /VR or date of receipt of intimation of allotment of shares, whichever is applicable. | January 28, 2025 |
| Equity share capital / total voting capital of the TC before the said acquisition/sale | 1,39,62,841 Equity shares of Rs. 10/- each aggregating to Rs. 13,96,28,410/- |
| Equity share capital/ total voting capital of the TC after the said acquisition/sale | 1,69,80,341 Equity shares of Rs. 10/- each aggregating to Rs. 1,69,80,341/- |
| Total diluted share/voting capital of the TC after the said acquisition | 2,19,80,341 Equity shares of Rs. 10/- each aggregating to Rs. 21,98,03,410/-# |

#Calculated on a fully diluted basis, i.e., assuming that all allotted 50,00,000 Convertible Warrants (not carrying any voting rights) have converted into Equity Shares at a conversion ratio of 1:1.

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Thanking you,

Manish Turakhia

Manish Turakhia & on behalf of Persons Acting in Concert (PAC)

Date: January 29, 2025

Place: Mumbai

Annexure:1

| Sr. No. | Name of the Proposed Allottees | Category | PAN | Existing shares | % pre holding | No. of Shares acquired / allotted | Total shares Post holding | % post holding | Total Shares on Fully Diluted basis # | % on fully Diluted basis # |
|---------------|--------------------------------|----------------|------------|---------------------|---------------|-----------------------------------|---------------------------|----------------|---------------------------------------|----------------------------|
| 1 | Manish Pravinchandra Turakhia | Promoter | AAAPT3297N | 52,96,733.00 | 37.93 | - | 52,96,733.00 | 31.19 | 1,02,96,733.00 | 46.85 |
| 2 | Meghna Manish Turakhia | Promoter Group | AEQPT0332N | 60,000.00 | 0.43 | - | 60,000.00 | 0.35 | 60,000.00 | 0.27 |
| 3 | Jash Ventures | Promoter Group | AANFJ5238L | 7,24,550.00 | 5.19 | 2,50,000.00 | 9,74,550.00 | 5.74 | 9,74,550.00 | 4.43 |
| 4 | JB Ventures | Promoter Group | AANFJ8871B | 1,24,500.00 | 0.89 | 50,000.00 | 1,74,500.00 | 1.03 | 1,74,500.00 | 0.79 |
| 5 | Anakin Ventures | Promoter Group | ABOFA7390L | 21,000.00 | 0.15 | - | 21,000.00 | 0.12 | 21,000.00 | 0.10 |
| 6 | Keena Paresh Ventures | Promoter Group | AAUFG6949E | - | - | 6,00,000.00 | 6,00,000.00 | 3.53 | 6,00,000.00 | 2.73 |
| 7 | Ajmera Ventures | Promoter Group | ABMFA7134J | - | - | 75,000.00 | 75,000.00 | 0.44 | 75,000.00 | 0.34 |
| 8 | MMJH Ventures | Promoter Group | AAOFJ5314N | - | - | 2,25,000.00 | 2,25,000.00 | 1.33 | 2,25,000.00 | 1.02 |
| 9 | JMR Ventures | Promoter Group | AANFJ8870A | - | - | 1,35,000.00 | 1,35,000.00 | 0.80 | 1,35,000.00 | 0.61 |
| 10 | Veer Value Ventures LLP | Promoter Group | AAMFV8360L | 13,08,000.00 | 9.37 | - | 13,08,000.00 | 7.70 | 13,08,000.00 | 5.95 |
| 11 | Arham Ventures | Promoter Group | ABIFA5738L | 6,70,829.00 | 4.80 | - | 6,70,829.00 | 3.95 | 6,70,829.00 | 3.05 |
| 12 | Vishva Vama Ventures | Promoter Group | AAPFV5906R | 2,44,500.00 | 1.75 | - | 2,44,500.00 | 1.44 | 2,44,500.00 | 1.11 |
| 13 | H M Arvindkumar Ventures LLP | Promoter Group | AAJFH1937N | 2,29,671.00 | 1.64 | - | 2,29,671.00 | 1.35 | 2,29,671.00 | 1.04 |
| 14 | Chauhan Ventures LLP | Promoter Group | AANFC2847C | 2,21,000.00 | 1.58 | - | 2,21,000.00 | 1.30 | 2,21,000.00 | 1.01 |
| 15 | Ample Ventures | Promoter Group | ABJFA2362H | 1,07,829.00 | 0.77 | - | 1,07,829.00 | 0.64 | 1,07,829.00 | 0.49 |
| 16 | Simran Ventures | Promoter Group | ADLFS1898L | 65,000.00 | 0.47 | - | 65,000.00 | 0.38 | 65,000.00 | 0.30 |
| 17 | Ashit Alapi Ventures | Promoter Group | ABJFA3928R | 54,671.00 | 0.39 | - | 54,671.00 | 0.32 | 54,671.00 | 0.25 |
| 18 | Sanghavi Ventures | Promoter Group | ADMFS7875G | 54,171.00 | 0.39 | - | 54,171.00 | 0.32 | 54,171.00 | 0.25 |
| Total: | Promoter/Promoter group | | | 91,82,434.00 | 65.76 | 13,35,000.00 | 1,05,17,454.00 | 61.94 | 1,55,17,454.00 | 70.60 |

#Calculated on a fully diluted basis, i.e., assuming that all allotted 50,00,000 Convertible Warrants (not carrying any voting rights) have converted into Equity Shares at a conversion ratio of 1:1.

MPTurakhia

Manish Turakhia & on behalf of Persons Acting in Concert (PAC)

Date: January 29, 2025

Place: Mumbai