

Date: January 29, 2025

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
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Ref: Scrip Code: 542910
ISIN : INE08RT01016

Sub: Disclosure under Regulation 29(1) 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(1) 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,

MP Turakhia

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

Encl: a/a

Format for disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part: A Details of the Acquisition

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 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: a) Shares carrying voting rights acquired b) VRs acquired 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 d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Refer to Annex 1		
e) Total (a+b+c+d)	-	-	-
After the acquisition, holding of acquirer along with PACs of: a) Shares carrying voting rights b) VRs 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)	Refer to Annex 1		

after the acquisition d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	
e) Total (a+b+c+d)	- - -
Mode of acquisition (e.g. open market / Off- market, public issue / rights issue / preferential allotment / inter-se transfer / encumbrance, etc.)	Preferential allotment
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	NA
Date of acquisition of / date of receipt of intimation of allotment of shares / VR/ warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC.	January 28, 2025
Equity share capital / total voting capital of the TC before the said acquisition	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	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.

Part: B***

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to the Promoter/ Promoter Group	PAN of the acquirer and/ or PACs
Refer to Annex 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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

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	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 Pravinckandra Turakhia	Promoter	52,96,733.00	37.93	-	52,96,733.00	31.19	1,02,96,733.00	46.85
2	Meghna Turakhia	Promoter Group	60,000.00	0.43	-	60,000.00	0.35	60,000.00	0.27
3	Jash Ventures	Promoter Group	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	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	21,000.00	0.15	-	21,000.00	0.12	21,000.00	0.10
6	Keena Ventures	Promoter Group	-	-	6,00,000.00	6,00,000.00	3.53	6,00,000.00	2.73
7	Almeira Ventures	Promoter Group	-	-	75,000.00	75,000.00	0.44	75,000.00	0.34
8	MMJH Ventures	Promoter Group	-	-	2,25,000.00	2,25,000.00	1.33	2,25,000.00	1.02
9	JMR Ventures	Promoter Group	-	-	1,35,000.00	1,35,000.00	0.80	1,35,000.00	0.61
10	Veer Value Ventures LLP	Promoter Group	13,08,000.00	9.37	-	13,08,000.00	7.70	13,08,000.00	5.95
11	Arham Ventures	Promoter Group	6,70,829.00	4.80	-	6,70,829.00	3.95	6,70,829.00	3.05
12	Vishva Varna Ventures	Promoter Group	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	2,29,671.00	1.64	-	2,29,671.00	1.35	2,29,671.00	1.04
14	Chauhan Ventures LLP	Promoter Group	2,21,000.00	1.58	-	2,21,000.00	1.30	2,21,000.00	1.01
15	Ample Ventures	Promoter Group	1,07,829.00	0.77	-	1,07,829.00	0.64	1,07,829.00	0.49
16	Simran Ventures	Promoter Group	65,000.00	0.47	-	65,000.00	0.38	65,000.00	0.30
17	Ashit Alapi Ventures	Promoter Group	54,671.00	0.39	-	54,671.00	0.32	54,671.00	0.25
18	Sanghavi Ventures	Promoter Group	54,171.00	0.39	-	54,171.00	0.32	54,171.00	0.25
Total:	Promoter/Promoter group		91,82,454.00	65.76	13,35,000.00	1,05,17,454.00	61.94	1,55,17,454.00	70.60

Sr. No.	Name of the Proposed Allottees	Category	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 Pravinckandra Turakhia	Promoter	52,96,733.00	37.93	-	52,96,733.00	31.19	1,02,96,733.00	46.85
2	Meghna Turakhia	Promoter Group	60,000.00	0.43	-	60,000.00	0.35	60,000.00	0.27
3	Jash Ventures	Promoter Group	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	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	21,000.00	0.15	-	21,000.00	0.12	21,000.00	0.10
6	Keena Ventures	Promoter Group	-	-	6,00,000.00	6,00,000.00	3.53	6,00,000.00	2.73
7	Almeira Ventures	Promoter Group	-	-	75,000.00	75,000.00	0.44	75,000.00	0.34
8	MMJH Ventures	Promoter Group	-	-	2,25,000.00	2,25,000.00	1.33	2,25,000.00	1.02
9	JMR Ventures	Promoter Group	-	-	1,35,000.00	1,35,000.00	0.80	1,35,000.00	0.61
10	Veer Value Ventures LLP	Promoter Group	13,08,000.00	9.37	-	13,08,000.00	7.70	13,08,000.00	5.95
11	Arham Ventures	Promoter Group	6,70,829.00	4.80	-	6,70,829.00	3.95	6,70,829.00	3.05
12	Vishva Varna Ventures	Promoter Group	2,44,500.00	1.75	-	2,44,500.00	1.44	2,44,500.00	1.11
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14	Chauhan Ventures LLP	Promoter Group	2,21,000.00	1.58	-	2,21,000.00	1.30	2,21,000.00	1.01
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16	Simran Ventures	Promoter Group	65,000.00	0.47	-	65,000.00	0.38	65,000.00	0.30
17	Ashit Alapi Ventures	Promoter Group	54,671.00	0.39	-	54,671.00	0.32	54,671.00	0.25
18	Sanghavi Ventures	Promoter Group	54,171.00	0.39	-	54,171.00	0.32	54,171.00	0.25
Total:	Promoter/Promoter group		91,82,454.00	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.

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