



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

Date: January 28, 2025

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 the Board Meeting held on Tuesday, January 28, 2025.

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 ('the Company') in their meeting held today i.e. Tuesday, January 28, 2025, which commenced at 03:00 p.m. and concluded at 09:00 p.m. have inter alia, approved/noted the following items:

1. **Acquisition of an additional 49% stake in Zion Beverages:**

The Company had acquired a 50% stake in Zion Beverages, a partnership firm, on November 28, 2024. In alignment with its growth objectives and to further consolidate its position, the Board of Directors have approved the acquisition of an additional 49% stake in said Zion Beverages for Rs. 98,00,000, to be paid in one or more tranches.

The disclosure as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, the details of this transaction are provided in **Annexure 1**.

2. **Approval for the allotment of 50,00,000 Warrants:**

The Board of Directors of the Company has approved the allotment of 50,00,000 (Fifty Lakhs) Warrants, each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each, to **Mr. Manish Pravinchandra Turakhia**, Managing Director and Promoter, each at a price of Rs. 40/- (Rupees Forty) per Warrant [including a premium of Rs. 30/- (Rupees Thirty) per Warrant] each payable in cash ("Warrants Issue Price"), aggregating up to Rs. 20,00,00,000/- (Rupees Twenty Crore), 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, on preferential basis by way of private placement. The Company has received an upfront amount of Rs. 5,00,00,000/- (Rupees Five Crore Only), i.e. 25% of the issue price. (i.e. consideration of Rs. 10/- per Warrant)

Each Warrant, upon exercise, will be convertible into one fully paid-up equity share of face value Rs. 10/- each of the Company, in accordance with the provisions of the Securities and Exchange

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Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The company received in-principal approval from the Stock Exchange i.e., BSE Limited for issue of the aforesaid Warrants on a Preferential Basis on January 14, 2025.

The disclosure as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, regarding the issue of warrants on a preferential basis is enclosed as **Annexure:2**.

3. Approval for the allotment of 30,17,500 Equity Shares:

The Board of Directors of the Company has approved the allotment of 30,17,500 (Thirty Lakhs Seventeen Thousand & Five Hundred) Equity Shares of Rs.10/- (Rupees Ten Each) and at a price of Rs.40/- (Rupees Forty only) per Equity Share [including a premium of Rs. 30/- (Rupees Thirty) per Equity Share], aggregating to Rs. 12,07,00,000/- (Rupees Twelve Crore and Seven Lakh only) on preferential basis by way of private placement

These shares shall rank pari-passu, in all respects with the existing equity shares of the company. The company received in-principal approval from the Stock Exchange i.e., BSE Limited for the issue of the aforesaid Equity Shares on a Preferential Basis on January 14, 2025. The Application for listing approval of the stock exchange for the equity shares allotted as above will be made in due course.

The disclosure as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, regarding the issue of warrants on a preferential basis is enclosed as **Annexure:3**.

We request you to kindly take the above intimation on your records and treat this as a compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Yours Truly,
For Valencia Nutrition Limited**

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

Encl:a/a



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Annexure:1

Disclosure of material events/information required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III thereto and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("SEBI Circular")

Item no.1		
Sr. No	Particulars	Details
a	Name of the target entity, details in brief such as size, turnover etc.	Zion Beverages (a partnership firm).
b	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length	No
C	Industry to which the entity being acquired belongs	Food and Beverages.
d	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	This additional stake acquisition is expected to have a significant impact on the Company by further consolidating its foothold in the beverage sector. The transaction will provide Valencia Nutrition Limited with greater control and influence over Zion Beverages' operations, thereby enabling enhanced operational synergies, improved strategic alignment, and accelerated growth prospects.
e	Brief details of any governmental or regulatory approvals required for the acquisition	None
f	Indicative time period for completion of the acquisition	30 Days
g	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash consideration
h	Cost of acquisition and/or the price at which the shares are acquired;	Rs. 98,00,000/-
i	Percentage of shareholding/ control acquired and/or number of shares acquired;	49%
j	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of	Zion Beverages, a partnership firm was incorporated on December 24, 2016, through its Partnership Deed. The said partnership firm is



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<p>last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief):</p>	<p>situated at Plot No.2, Survey No:-204, Ground Floor, IDA Phase-IV, Cherlapally, Hyderabad -500 094.</p> <p>The Zion Beverages is engaged in the business of manufacturing and trading of Beverages.</p> <p>Turnover:</p> <table border="1"> <thead> <tr> <th>Sr.no.</th> <th>Financial year</th> <th>Turnover (In Rs.)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>2023-24</td> <td>Rs.2,59,19,555</td> </tr> <tr> <td>2</td> <td>2022-23</td> <td>Rs.7,23,91,746</td> </tr> <tr> <td>3</td> <td>2021-22</td> <td>Rs.5,34,54,435</td> </tr> </tbody> </table>	Sr.no.	Financial year	Turnover (In Rs.)	1	2023-24	Rs.2,59,19,555	2	2022-23	Rs.7,23,91,746	3	2021-22	Rs.5,34,54,435
Sr.no.	Financial year	Turnover (In Rs.)											
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3	2021-22	Rs.5,34,54,435											



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Annexure: 2

Disclosure of material events/information required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III thereto and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("SEBI Circular")

Item no. 2						
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)	Allotment of 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 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" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Pre-Preferential Issue shareholding percentage of the Proposed Allottees</th> <th style="text-align: center;">Post-allotment of Warrants pursuant to the Preferential Issue</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">52,96,733 (37.93%)</td> <td>Upto 50,00,000 (Fifty Lakhs) Warrants constituting upto ~46.85% 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</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 ~46.85% 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
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 ~46.85% 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 30,17,500 equity shares have been allotted as per the item no. 3 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: 3

Item no. 3		
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)	Allotment of 30,17,500 (Thirty Lakhs Seventeen 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. 12,07,00,000/- (Rupees Twelve Crore and Seven 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	15 (Fifteen)
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 Investor	Category	No. of securities	Amount received (In Rs.)
1	Jash Ventures	Promoter/ Promoter group	2,50,000	1,00,00,000.00
2	JB Ventures*	Promoter/ Promoter group	50,000	20,00,000.00
3	Keena Paresh Ventures*	Promoter/ Promoter	6,00,000	2,40,00,000.00

		group		
4	Ajmera Ventures*	Promoter/ Promoter group	75,000	30,00,000.00
5	MMJH Ventures*	Promoter/ Promoter group	2,25,000	90,00,000.00
6	JMR Ventures*	Promoter/ Promoter group	1,35,000	54,00,000.00
7	Jay Jatin Shah	Non-promoter (Whole-Time Director & CFO)	75,000	30,00,000.00
8	Hrithik Jain	Non-promoter	75,000	30,00,000.00
9	Harshil Shavdia HUF	Non-promoter	2,15,000	86,00,000.00
10	Sonal Dharmesh Shah	Non-promoter	2,50,000	1,00,00,000.00
11	Sunilkumar Chandrakant Mehta	Non-promoter	1,12,500	45,00,000.00
12	Manish Kantilal Haria	Non-promoter	2,00,000	80,00,000.00
13	Farukbhai Gulambahi Patel	Non-promoter	7,20,000	2,88,00,000.00
14	Dhruv Shah	Non-promoter	25,000	10,00,000.00
15	Vijaya Thakkar	Non-promoter	10,000	4,00,000.00
Total			30,17,500	12,07,00,000

*Recategorized as Promoter-Group on allotment.

**Yours Truly,
For Valencia Nutrition Limited**

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

