



IN-GJ22289025672249X



सत्यमेव जयते

INDIA NON JUDICIAL

Government of Gujarat

Certificate of Stamp Duty

Certificate No. : IN-GJ22289025672249X

Certificate Issued Date : 22-May-2025 03:57 PM

Account Reference : IMPACC (AC)/ gj13136611/ GULBAI TEKRA/ GJ-AH

Unique Doc. Reference : SUBIN-GJGJ1313661153202318263483X

Purchased by : VALENCIA INDIA LIMITED

Description of Document : Article 5(h) Agreement (not otherwise provided for)

Description : ISSUE AGREEMENT

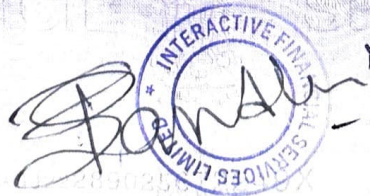
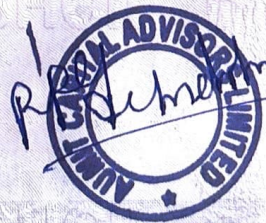
Consideration Price (Rs.) : 0
(Zero)

First Party : VALENCIA INDIA LIMITED

Second Party : INTERACTIVE FINANCIAL SERVICES LIMITED

Stamp Duty Paid By : VALENCIA INDIA LIMITED

Stamp Duty Amount(Rs.) : 300
(Three Hundred only)



GG 0009685709

Statutory Alert:

1. The authenticity of this Stamp certificate should be verified at 'www.shcilestamp.com' or using e-Stamp Mobile App of Stock Holding. Any discrepancy in the details on this Certificate and as available on the website / Mobile App renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority

THIS SUPPLEMENTARY AGREEMENT TO ISSUE AGREEMENT ENTERED ON MAY22, 2025 AT AHMEDBAD

This Supplementary Agreement made between

1. **VALENCIA INDIA LIMITED**, a Company incorporated under the Companies Act, 2013 and having its registered office at Unit No. 927, Gala Empire, Opp. Doordarshan Tower, Drive Inroad, Thaltej Road, Ahmedabad, Gujarat, India, 380054. (hereinafter referred to as **"the Company"**/ **"VIL"**/ **"the Issuer"**/ **"Issuer"**) (hereinafter referred as the **"Company"** which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns of the **FIRST PART**;

AND

2. **AUMIT CAPITAL ADVISORS LIMITED**, a Company incorporated under the Companies Act, 2013 and having its registered office at 25 - New Jagnath Plot, Saptabhumi Apartment, Ground Floor, Rajkot - 360001 Gujarat. (hereinafter referred to as the **"ACAL"**/ **"Selling Shareholder"** or **"SS"**) which expression shall unless, it be repugnant to the context or meaning, deem to mean and include its successors and permitted assigns of the **SECOND PART**;

AND

3. **INTERACTIVE FINANCIAL SERVICES LIMITED**, a company incorporated under Companies Act, 1956 and having SEBI registration number INM000012856 and having its registered office at 508, Fifth Floor, Priviera, Nehru Nagar, Ahmadabad City, Gujarat, India, 380015 (hereinafter referred to as **"Book Running Lead Manager"** or **"BRLM"** or **"IFSL"**, which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns of the **THIRD PART**;

In this Agreement, the Company, Selling Shareholders and the BRLM are collectively referred to as the **"Parties"** and individually as a **"Party"**.

WHEREAS

- a. The above parties had entered into an Issue agreement dated **August 20, 2024** at Ahmedabad for Initial Public Issue of Valencia India Limited on account of the issue comprises of Fresh Issue of Upto 40,00,000 Equity shares and an offer for sale of 9,00,000 Equity Shares while filing the Draft Red Herring Prospectus.
- b. However as per the latest amendment the following clause has been inserted in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2025 w.e.f. 08.03.2025
 - (i). the size of offer for sale by selling shareholders shall not exceed twenty per cent of the total issue size;
 - (ii). the shares being offered for sale by selling shareholders shall not exceed fifty per cent of such selling shareholders' pre-issue shareholding on a fully diluted basis;

In connection with the said amendment the supplementary agreement is required to be executed

The following clauses in the Issue Agreement be replaced by the following.

NOW, THEREFORE, THE PARTIES DO HEREBY AGREE AS FOLLOWS

- (A) The Company and the Selling Shareholders are proposing to undertake an initial public offering of equity shares of the company of Rs. 10 each (**"Equity Shares"**) comprising of (a) Fresh issue of Upto 40,00,000 Equity Shares by the Company aggregating up to Rs. [●] lakhs (**"Fresh Issue"**); and (b) an offer for sale of 4,50,000 Equity Shares aggregating up to Rs. [●] lakhs by the Selling Shareholder (**"offer for sale/Offered Shares"**) at an Issue price of Rs. [●] each (including a premium of Rs. [●])



each) (the "Issue") in accordance with the Companies Act as defined herein, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (the "SEBI ICDR Regulations") and other applicable laws, at such price as may be determined through the Book-Building price issue process under the SEBI ICDR Regulations, 2018 (the "Issue Price") by the Company in consultation with the BRLM.

- (B) The Issue comprises of Fresh issue of Upto 40,00,000 Equity Shares and an offer for sale of 4,50,000 Equity Shares aggregating to Rs. [●] lakhs ("Issue") of the Issue which includes [●] Equity Shares aggregating to Rs. [●] lakhs will be reserved for subscription by Market Maker ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. issue of [●] Equity Shares of face value of Rs.10.00 each at an Issue price of Rs. [●] per equity share aggregating to Rs. [●] lakhs is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute [●] and [●] respectively of the post issue paid up equity share capital of the Issuer Company. The Issue will include issue within India, to institutional, non-institutional and retail investors.



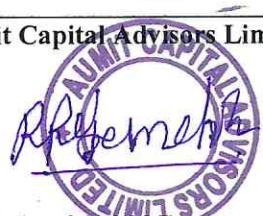
DEFINATION AND INTERPRETATION

"Issue/Offer/Offering" shall mean offer of Fresh issue of Upto 40,00,000 Equity Shares and an offer for sale of 4,50,000 Equity Shares having face value of Rs.10/- each, comprising of the Issue in accordance with the Companies Act as defined herein, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws at an Issue Price ("Issue Price") of Rs. [●] per share aggregating to Rs. [●] lakhs.

"Issue/Offer Shares" means the Fresh issue of Upto 40,00,000 Equity Shares and an offer for sale of 4,50,000 Equity Shares having face value of Rs.10/- each which the Issuer Company proposes to issue/offer in accordance with the provisions of Chapter IX of SEBI (ICDR) Regulations, 2018 as amended. The Issue shall consist of an initial issue of (a) Fresh issue of Upto 40,00,000 Equity Shares by the Company aggregating up to Rs. [●] lakhs ("Fresh Issue") and (b) an offer for sale of 4,50,000 Equity Shares aggregating up to Rs. [●] lakhs by the Selling Shareholder ("offer for sale/Offered Shares"). The Issuer Company, in consultation with the Book-running Lead manager shall determine Issue Price along with the offered shares at the time of Prospectus filling with the ROC, Ahmedabad, Gujarat. The said agreement is to be read along with the price and number of equity shares written in the prospectus for all the respective parties of the Agreement.

"Book-running Lead Manager" Book-running Lead Manager shall mean, in this case being Interactive Financial Services Limited("IFSL")

IN WITNESS WHEREOF the parties hereto have set their hands on the day and the year hereinabove written.

For the Company	Witness
Valencia India Limited  Keyur Patel Managing Director DIN: 00252431	Name: <i>Prayush D. Munshi</i> Address: <i>177 Munshi Bldg</i> <i>Ghodasrua Road</i> Signature <i>P. D. Munshi</i>
For the Book Running Lead Manager	Witness
Interactive Financial Services Limited  <i>Pradip Ramprasad Sandhir</i> Pradip Ramprasad Sandhir Managing Director DIN: 06946411	Name: <i>Dhruvil Patel</i> Address: <i>402 Purnima Plaza</i> <i>Ahmedabad</i> Signature <i>D. Patel</i>
For and on behalf of Amit Capital Advisors Limited  Pratik Gandhi Director DIN: 02729915 (Authority letter Dated May 01, 2025)	Name: <i>Prateek Bhatt</i> Address: <i>Ahmedabad</i> Signature <i>P. Bhatt</i>

