



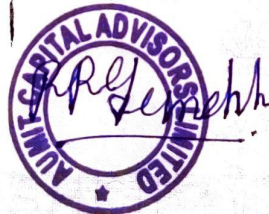
IN-GJ22290139820545X



सत्यमेव जयते

INDIA NON JUDICIAL
Government of Gujarat
Certificate of Stamp Duty

Certificate No. : IN-GJ22290139820545X
Certificate Issued Date : 22-May-2025 03:58 PM
Account Reference : IMPACC (AC)/ gj13136611/ GULBAI TEKRA/ GJ-AH
Unique Doc. Reference : SUBIN-GJGJ1313661153206960908024X
Purchased by : VALENCIA INDIA LIMITED
Description of Document : Article 5(h) Agreement (not otherwise provided for)
Description : RTA AGREEMENT
Consideration Price (Rs.) : 0
(Zero)
First Party : VALENCIA INDIA LIMITED
Second Party : KNIF TECHNOLOGIES LIMITED
Stamp Duty Paid By : VALENCIA INDIA LIMITED
Stamp Duty Amount(Rs.) : 300
(Three Hundred only)



IN-GJ22290139820545X

GG 0009685710

Statutory Alert:

1. The authenticity of this Stamp certificate should be verified at 'www.shcifilestamp.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 RTA AGREEMENT ENTERED ON MAY 22, 2025 AT AHMEDBAD

This Supplementary Agreement made between

1. **KFIN TECHNOLOGIES LIMITED**, a company within the meaning of the Companies Act, 2013, as amended (the "**Companies Act**") bearing Corporate Identification Number (CIN) L72400MH2017PLC444072 and having its registered office at Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla West, Mumbai 400070, Maharashtra (hereinafter referred to as the "**KTL**" or "**Registrar**"), 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. **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. (herein after 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 **SECOND PART**

AND

3. **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 **THIRD PART**;

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

WHEREAS

- a. The above parties had entered into an RTA 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 RTA Agreement be replaced by the following.

NOW, THEREFORE, THE PARTIES DO HEREBY AGREE AS FOLLOWS

1. The Company is proposing to an initial public offer of Fresh issue of Upto 40,00,000 equity shares of the Company under SME Platform of BSE of face value of Rs.10.00 each (the "**Equity Shares**") at an issue price of Rs. [●] each inclusive of Rs. [●] towards premium per equity share to the public aggregating to



Rs. [●] Lakhs through the Book Building price method ("Book Building Price Process"). The Issue shall consist 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 requirements of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") and other applicable law.

2. The board of directors of the Company (the "Board") has pursuant to a resolution July 16, 2024 approved the Initial Public Offer. Further, the Fresh Issue has been approved by a special resolution adopted pursuant to Section 62 of the Companies Act, 2013 at the meeting of the shareholders of the Company held on July 20, 2024. The board of directors of the Company (the "Board") has pursuant to a resolution dated July 24, 2024 & May 01, 2025 approved the Offer for Sale for which the Selling Shareholder have agreed to participate in the Issue pursuant to their Authority/Consent Letters dated July 22, 2024 & May 01, 2025 which collectively authorises the Issuer Company's Directors, or any other authorised representatives, for the purpose of the Issue, to issue and sign the Draft Red-herring Prospectus, the Prospectus, this Agreement.

IN WITNESS THEREOF the parties have set their hands hereunto on the day and year herein above written.

This signature page forms an integral part of the Registrar to the Issue Agreement entered into by and among Valencia India Limited, Aumit Capital Advisors Limited and KFin Technologies Limited




Keyur Patel
Managing Director
DIN: 00252431
has signed for and on behalf of **VALENCIA INDIA LIMITED**

Witnessed By: *જયેશભાઈ મનિંદર
17+ મનિંદર. બનુભાઈ શોડયશ્વર ઓડ
જયેશભાઈ.*



Name: Mr. Murali Krishna
Designation: Senior Vice President
has signed for and on behalf of **KFin Technologies Limited**

Witnessed By: *Ch. Vikram*



PRATIK GANDHI
DIRECTOR
DIN: 02729915
has signed for and on behalf of **AUMIT CAPITAL ADVISORS LIMITED**

Witnessed By: *SHAH MARTWI
1, DHARAMNAGAR SOC
OPP SABARMATI RLY
STATION AHMEDABAD, GUJARAT
880005*

