

506, Akshar Square, Near Page One Restaurant, Sandesh Press Road, Vastrapur, Ahmedabad - 380054. Gujarat (India).
Tel.: +91-79-40059000 | email : info@magson.in | www.magson.in | CIN: L74999GJ2018PLC105533

Date: October 04, 2025

To,
The Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai - 400051.

Subject: Outcome of Board Meeting held today, i.e., on Saturday, October 04, 2025, and Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Reference: Magson Retail and Distribution Limited (Symbol: MAGSON).

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we wish to inform you that the Board of Directors of "Magson Retail and Distribution Limited" ("the Company") at their meeting held today i.e. **Saturday, October 04, 2025**, at the registered office of the Company situated at Office No. 506, Akshar Square, Near Page One Hotel, Sandesh Press Road, Vastrapur, Bodakdev, Ahmedabad-380054, Gujarat, India, have inter-alia considered and approved the following matters:

1. Approval for Reclassification from "Promoter and Promoter Group" to "Public" category under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Further to our intimation dated 01st September 2025 and pursuant to Regulation 31A(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), we hereby inform you that, the request letter, dated 01st September 2025, received from M/s Yash Ketan Vimawala HUF, Promoter Group of the Company, seeking reclassification from the 'Promoter Group' category to the "Public" category shareholder, was placed before the Board of Directors of the Company at their meeting held on **Saturday, October 04, 2025**.

The Board inter-alia has considered the request letter made by M/s Yash Ketan Vimawala HUF ('Outgoing Promoter Group') and In view of the facts together with the confirmation provided to the satisfaction of the Board, the Board of Directors has approved the Re-classification of above-mentioned Shareholder belonging to category - Promoter and Promoter Group to Public Category, subject to the approval of Stock Exchange and such other approvals as may be necessary.

Further, in accordance with Regulation 31A of SEBI (LODR) Regulations, the extract of the minutes of the meeting of the Board of Directors of the Company approving the request for reclassification of shares as stated above is enclosed herewith ("**Annexure-I**").

The approval from the Shareholders is not required as shareholder requesting for reclassification from "Promoter and Promoter Group" to "Public" category is not holding more than 1% of the total voting rights in the Company

2. Allotment of 4,60,208 Equity Shares pursuant to exercise of Convertible Equity Warrants allotted on preferential basis.

This is in continuation to our earlier disclosure dated April 17, 2025 wherein we had informed that in furtherance to approval of the Shareholders granted at the 01/2024-25 Extra-Ordinary General Meeting held on Thursday, March 06, 2025 and further pursuant to the In-principle approval accorded by National Stock Exchange of India Limited ("NSE") vide their letter ref: NSE/LIST/47092 dated April 09, 2025, the Company had allotted in aggregate 1,06,00,000 (One Crores and Six Lakh) Convertible Equity Warrants ("Warrants") of face value of ₹ 10/- (Rupees Ten Only) each at an issue price of ₹ 93.25/- (Rupees Ninety-Three and Twenty-Five Paise Only) each of the Company, on receipt of Warrants Subscription money @ 25% of the issue price.

In this regard, we wish to inform you that in terms of issue of said Warrants, some of the Warrants Holders (Belonging to Promoters Group and Non-Promoters) as listed below in **Table A**, have exercised their option of conversion of 4,60,208 (Four Lakh Sixty Thousand Two Hundred and Eight) Warrants held by them and paid the balance 75% of the issue price on said Warrants and upon receipt of balance amount from such Warrant Holders, the Board of Directors of the Company at their meeting held today i.e. Saturday, October 04, 2025 had inter-alia, considered and approved the Allotment of in aggregate 4,60,208 (Four Lakh Sixty Thousand Two Hundred and

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Eight) Fully Paid up Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each of the Company to the Warrant Holders as listed in **Table A**.

Table A:

Sr. No	Name of the Allottee(s)	Category	Number of Warrants Allotted in total	No of warrants converted prior to this conversion	No. of Equity Shares Allotted against Conversion of Warrants	Issue Price per Equity Share (In INR)	Balance 75% of the issue price received. (In INR)	Balance Outstanding Warrants for conversion
1.	United Friends Ventures LLP	Promoters Group	45,75,000	9,25,000	3,93,208	93.25	2,74,99,984.50	32,56,792
2.	Moorari Infracom Ventures LLP	Non-Promoter	1,75,000	-	67,000	93.25	46,85,812.50	1,08,000
Total			47,50,000	9,25,000	4,60,208	93.25	3,21,85,797.00	33,64,792

It may be please noted that out of total 1,06,00,000 Warrants Allotted by the Company, the remaining 82,14,792 Warrants are outstanding for Conversion and the Warrant holders are entitled to get their Warrants converted into equal number of Equity Shares of the Company by paying remaining 75% amount within 18 months from the date of Warrants allotment i.e. April 17, 2025.

The newly issued and allotted Equity Shares shall rank pari-passu, in all respects with existing Equity Shares of the Company.

Consequent to above allotment, the Paid-Up Equity Share Capital of the Company stands increased as follows:

Particulars	Number of Equity Shares	Amount in Indian Rupees
Existing Paid-up Equity Share Capital	97,75,000	9,77,50,000
Post-Allotment Paid-up Equity Share Capital	1,02,35,208	10,23,52,080

The application for listing and trading approval of the Stock Exchange for the newly issued and allotted Equity Shares will be made in due course of time.

Further, the information required under the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are enclosed to this letter as **Annexure-II**.

The Board Meeting commenced at 09:00 AM IST and concluded at 09:30 AM IST.

Please take all the above on record and kindly treat this as compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the same on records and acknowledge the receipt of the same

Thanking You,

Yours Faithfully,

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For, Magson Retail and Distribution Limited

Himani Thakkar
*Company Secretary
& Compliance Officer*
Mem No.: A71150



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF MAGSON RETAIL AND DISTRIBUTION LIMITED ("THE COMPANY") AT THEIR MEETING HELD AT REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE NO. 506, AKSHAR SQUARE, NEAR PAGE ONE HOTEL, SANDESH PRESS ROAD, VASTRAPUR, BODAKDEV, AHMEDABAD-380054, GUJARAT, INDIA ON SATURDAY, OCTOBER 04, 2025 COMMENCED AT 09:00 AM IST AND CONCLUDED AT 09:30 AM IST WHERE THE REQUISITE QUORUM WAS PRESENT.

To consider and approve the requests of certain Persons belonging to "Promoter and Promoter Group" Category of the Company to "Public" Category.

"RESOLVED THAT pursuant to the provisions of Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) ("Listing Regulations"), and subject to the approval of, National Stock Exchange India Limited and such other approvals as may be necessary, the requests received from the following Persons belonging to Promoter and Promoter Group of the Company ("Outgoing Promoters") to reclassify their shareholding in the Company from the category of "Promoter and Promoter Group" to the category of "Public" Shareholding and removal of their names from the category "Promoter and Promoter Group" of the Company, be and are hereby approved by the Board:

Name of Shareholder	Present Shareholder Category	Number of Equity Shares held with %
Yash Ketan Vimawala HUF	Promoter Group	82,500 (0.8%)

RESOLVED FURTHER THAT upon receipt of the requisite approvals, the Company shall give effect of such re-classification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of the Listing Regulations and in all other records of the Company and make such applications, intimations, disclosures and/or filings as may be relevant or necessary from such date, as may be appropriate.

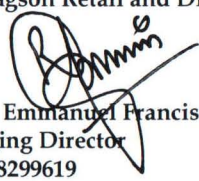
RESOLVED FURTHER THAT Mr. Rajesh Emmanuel Francis, Managing Director, and/or Ms. Himani Thakkar, Company Secretary, be and are hereby severally authorized to submit the applications for re-classification of Outgoing Promoters to National Stock Exchange of India Limited wherein securities of the Company are listed, or any other regulatory body as may be required and to take steps necessary or desirable in this regard.

RESOLVED FURTHER THAT Mr. Rajesh Emmanuel Francis, Managing Director, and/or Ms. Himani Thakkar, Company Secretary of the Company, be and are hereby severally authorized to sign any documents and do any and all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable, and to settle any questions, difficulty or doubt that may arise, in order to give effect to the above resolutions for and on behalf of the Company.

RESOLVED FURTHER THAT a copy of the above resolution, certified by any of the Directors or the Company Secretary of the Company, be submitted to the concerned authorities and they are requested to act upon the same."

//Certified To Be True Copy//

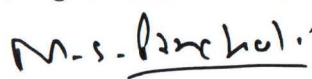
For, Magson Retail and Distribution Limited


Rajesh Emmanuel Francis
Managing Director
DIN: 08299619

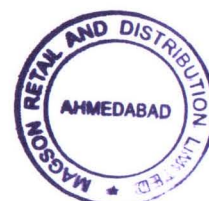
Date: 04-10-2025
Place: Ahmedabad



For, Magson Retail and Distribution Limited


Manish Shivnarayan Pancholi
Whole-Time Director
DIN: 08299620

Date: 04-10-2025
Place: Ahmedabad



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ANNEXURE - II

Sr. No.	Disclosure Requirements	Details
1.	Type of Securities proposed to be issued (viz. equity share, convertibles etc.)	Fully Paid-Up Equity Shares of face value of ₹10/- each.
2.	Type of Issuance	Preferential Issue (Conversion of Warrants into Equity Shares).
3.	Total number of securities proposed to be issued or total amount for which the securities will be issued (approximately)	Allotment of 4,60,208 Fully Paid-Up Equity Shares at an issue price of ₹ 93.25/- each (including premium of ₹ 83.25/- each), upon conversion for equal number of Warrants allotted at an issue price of ₹ 93.25/- each upon receipt of balance amount at the rate of ₹ 69.9375/- per warrant (being 75% of the issue price per warrant) aggregating to ₹ 3,21,85,797.00/- Please refer to Table A as above for the List of Allottees.
4.	Additional details in case of preferential issue:	
a.	Names of Investors	Please refer to Table A as above for the List of Allottees.
b.	Post allotment of securities – outcome of the subscription	Please refer to Table A as above for the List of Allottees. Warrants had been allotted on April 17, 2025, carrying the right to subscribe to one Equity Share per warrant on receipt of amount at the rate of Rs. 23.3125/- per warrant (being 25% of the issue price per warrant). Now, 460208 Equity Shares have been allotted on receipt of balance amount at the rate of Rs. 69.9375/- per warrant (being 75% of the issue price per warrant).
c.	Issue price/ allotted price (in case of convertibles)	The issue price of the Equity Shares shall be INR 93.25/- (Rupees Ninety-Three and Twenty-Five paise only) including Premium of INR 83.25/- (Rupees Eighty-Three and Twenty-Five paise only) per Equity Share.
d.	In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instruments	Exercise of Conversion of 4,60,208 Warrants into 4,60,208 fully paid-up Equity Shares of Rs. 10/- each. Equity Shares are being allotted upon the conversion of Warrants. The remaining 82,14,792 Warrants are outstanding for Conversion and the Warrant holders are entitled to get their Warrants converted into equal number of Equity Shares of the Company by paying the remaining 75% amount within 18 months from the date of Warrants allotment i.e. April 17, 2025.
e.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

