Date: February 05, 2025

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

Dear Sir/Madam,

Subject: Outcome of Board Meeting held today, i.e., on Wednesday, February 05, 2025, and Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

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

Further to our letter dated January 30, 2025 and Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) 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. **Wednesday, February 05, 2025**, 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, have inter-alia considered and approved the following businesses:

(a) Raising of funds aggregating up to INR 98,84,50,000/- by way of issue of Convertible Equity Warrants ("Warrants") to the Allottees belonging to the Promoters Group and Non-Promoters as mentioned herein, on a preferential and private placement basis, up to 1,06,00,000 (One Crores and Six Lakh) at a price of INR 93.25/- (Rupees Ninety Three and Twenty Five paisa only) per Warrant including Premium of INR 83.25/- (Rupees Eighty Three and Twenty Five paisa only) each, being the issue price determined in accordance with the provisions of the Companies Act, 2013, as amended, ("Act"); the Securities and Exchange Board of India (Issue of Capital and Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time ("Preferential Issue"). Such Warrants are convertible into or exchangeable for, 1 (One) fully paid up Equity Share of the Company, having a face value of INR 10/- (Rupees Ten only) each within 18 months from the date of Allotment; and such issue and conversion of Warrants and Preferential Issue shall be in accordance with the provisions of Section 42 and Section 62(1)(c) of the Act read with Companies (Prospectus and Allotment of Securities Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended ("Rules"), Chapter V of SEBI ICDR Regulations, SEBI Listing Regulations and such other acts/ rules / regulations as may be applicable and subject to necessary approval of the Shareholders of the Company and other regulatory authorities, as may be applicable.

<u>Details of Allottees:</u>

S. No.	Name of the Proposed Allottees	Category	Maximum Number of Convertible Warrants to be Issued (Upto)
1.	United Friends Ventures LLP	LLP registered under the Limited Liability Partnership Act, 2008, Promoters Group	45,75,000

2.	Angel Rajesh Francis	Indian Individual Promoters Group	8,50,000
3.	Hiteshbhai Maganbhai Bhuva	Indian Individual Non – Promoter	10,56,500
4.	Jigneshbhai Maganbhai Bhuva	Indian Individual Non – Promoter	10,56,500
5.	Tarangkumar Manubhai Savaliya	Indian Individual Non – Promoter	10,56,500
6.	Maganbhai Parbatbhai Bhuva	Indian Individual Non – Promoter	2,63,500
7.	Gitaben Hiteshbhai Bhuva	Indian Individual Non – Promoter	2,63,400
8.	Beenaben Jigneshkumar Bhuva	Indian Individual Non – Promoter	2,63,400
9.	Jayaben Maganbhai Bhuva	Indian Individual Non – Promoter	2,63,400
10.	Ashita Gordhanbhai Pansheriya	Indian Individual Non – Promoter	2,63,400
11.	Labhuben Manubhai Savaliya	Indian Individual Non – Promoter	2,63,400
12.	Moorari Infracom Ventures LLP	LLP registered under the Limited Liability Partnership Act, 2008, Non – Promoter	1,75,000
13.	Amish Manubhai Brahmbhatt	Indian Individual Non – Promoter	75,000
14.	Darshika Nishat Brahmbhatt	Indian Individual Non – Promoter	75,000
15.	Sameer Vechukarottu Joseph	Indian Individual Non – Promoter	50,000
16.	Farzana Sameer Joseph	Indian Individual Non – Promoter	50,000
Total			**1,06,00,000**

The details as required under SEBI Listing Regulations read with SEBI/HO/CFD/CFD-POD1/P/CIR/2023/123 date July 13, 2023, with respect to Issuance of Securities is enclosed herewith as **Annexure – A**.

(b) Convening of 01/2024-25 Extra-Ordinary General Meeting ("EGM") on **Thursday, March 06, 2025, at 02:30 PM IST**, through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to seek the approval of the members of the Company and approval of Notice calling EGM. The notice of the said EGM and other related details shall be submitted to the Stock Exchanges in due course in compliance with the provisions of the SEBI Listing Regulations.

(c) Noting of the Valuation Report submitted by Den Valuation (OPC) Private Limited, IBBI Registered Valuer Entity - Securities and Financial Assets being an Independent Registered Valuer Entity (IBBI Registration No. IBBI/RV-E/06/2021/146), for calculation of Minimum Floor Price as per SEBI ICDR Regulations.

(d) Fixed, Tuesday, February 04, 2025, being the date 30 days prior to the date of passing of resolution at the ensuing EGM to be held on Thursday, March 06, 2025, being the

Relevant Date in relation to the issue of Warrants in accordance with SEBI ICDR Regulations.

(e) Fixed, Friday, February 07, 2025, as the cut- off date for the purpose of reckoning the name of the eligible members for dispatch of Notice of EGM along with the details of E-voting; and

(f) Appointment of CS Kunal Sharma proprietor of M/s Kunal Sharma & Associates, Practicing Company Secretary, (CP No.: 12987/Membership No.: FCS10329) as the Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.

The Board Meeting commenced at 02:30 PM IST and concluded at 03:00 PM IST

Kindly consider this and take on record as a requisite disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The above information will be made available on the website of the company www.magson.in.

Kindly take the same on your good record and disseminate the same on your website.

For, Magson Retail and Distribution Limited

HIMANI THAKKAR

Digitally signed by HIMANI THAKKAR
DN: c=IN, o=Personal, title=8799,
2.5.4.20=dc4614ca510b139e2e4e18aa3990b09e1480921dcabbe9e9da88d68797b62e20, postalCode=380054,
st=Gujarat,
serialNumber=db3103cd697d7ed03eeaf00936144fa6cbb86feb35a55dcf6fcba2f7a437d1eb, cn=HIMANI THAKKAR
Date: 2025.02.05 15:07:36 +05'30'

MAGSON RETAIL AND DISTRIBUTION LIMITED
AHMEDABAD

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

Place: Ahmedabad

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

Annexure – A

Sr. No.	Disclosure Requirements	Details
1.	Type of Securities proposed to be issued (viz. equity share, convertibles etc.)	Convertible Equity Warrants ("Warrants") with a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant.
2.	Type of Issuance	Preferential Issue on a private placement basis in accordance with the provisions of Companies Act, 2013 and rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
3.	Total number of securities proposed to be issued or total amount for which the securities will be issued (approximately)	Issue of upto 1,06,00,000 (One Crores and Six Lakh) Convertible Equity Warrants (“Warrants”), convertible into or exchangeable for, 1 (One) fully paid up Equity Share of the Company, having a face value of INR 10/- (Rupees Ten only) each within the period of 18 months from the date of allotment of Warrants in accordance with the applicable laws, at a price of INR 93.25/- (Rupees Ninety Three and Twenty Five paisa only) per Warrant including Premium of INR 83.25/- (Rupees Eighty Three and Twenty Five paisa only) each, being the issue price determined in accordance with the provisions of the Companies Act, 2013, as amended, ("Act"); the Securities and Exchange Board of India (Issue of Capital and Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), as amended from time to time, aggregating up to INR 98,84,50,000/- to the Promoters Group Allottees and Non-Promoter Allottees as mentioned in the above disclosure. The price of the Warrants has been determined in accordance with the SEBI ICDR Regulations. The preferential issue will be undertaken for cash consideration. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of Warrant(s) in one or more tranches during a period of 18 (eighteen) months commencing from the date of allotment of Warrants. The price of the warrants and the number of Equity Shares to be allotted on conversion of warrants shall be subject to appropriate adjustments as permitted under applicable laws.
4.	**Additional details in case of preferential issue:**	
a.	Names of Investors	Please refer Annexure B.

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

Sr. No.	Disclosure Requirements	Details
b.	Post allotment of securities – outcome of the subscription	Please refer Annexure B.
c.	Issue price/ allotted price (in case of convertibles)	The issue price of the Warrants shall be INR 93.25/- (Rupees Ninety-Three and Twenty-Five paisa only) per Warrant including Premium of INR 83.25/- (Rupees Eighty-Three and Twenty-Five paisa only) each per Warrant.
d.	Number of investors	16 (Sixteen). Please refer Annexure B for List of Allottees.
e.	In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instruments	Each Warrant will be convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹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.
f.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

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

Annexure – B

S. No.	Name of the Proposed Allottees	Category	Pre-Preferential holding in the Company	Maximum Number of Equity Shares to be Issued upon Conversion of Warrants (Upto)
1.	United Friends Ventures LLP	LLP registered under the Limited Liability Partnership Act, 2008, Promoters Group	Nil	45,75,000
2.	Angel Rajesh Francis	Indian Individual Promoters Group	Nil	8,50,000
3.	Hiteshbhai Maganbhai Bhuva	Indian Individual Non – Promoter	Nil	10,56,500
4.	Jigneshbhai Maganbhai Bhuva	Indian Individual Non – Promoter	Nil	10,56,500
5.	Tarangkumar Manubhai Savaliya	Indian Individual Non – Promoter	Nil	10,56,500
6.	Maganbhai Parbatbhai Bhuva	Indian Individual Non – Promoter	Nil	2,63,500
7.	Gitaben Hiteshbhai Bhuva	Indian Individual Non – Promoter	Nil	2,63,400
8.	Beenaben Jigneshkumar Bhuva	Indian Individual Non – Promoter	Nil	2,63,400
9.	Jayaben Maganbhai Bhuva	Indian Individual Non – Promoter	Nil	2,63,400
10.	Ashita Gordhanbhai Pansheriya	Indian Individual Non – Promoter	Nil	2,63,400
11.	Labhuben Manubhai Savaliya	Indian Individual Non – Promoter	Nil	2,63,400
12.	Moorari Infracom Ventures LLP	LLP registered under the Limited Liability Partnership Act, 2008, Non – Promoter	Nil	1,75,000
13.	Amish Manubhai Brahmbhatt	Indian Individual Non – Promoter	Nil	75,000
14.	Darshika Nishat Brahmbhatt	Indian Individual Non – Promoter	Nil	75,000
15.	Sameer Vechukarottu Joseph	Indian Individual Non – Promoter	14,000	50,000
16.	Farzana Sameer Joseph	Indian Individual Non – Promoter	Nil	50,000
Total			**14,000**	**1,06,00,000**