MagSon
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MagSon Retail & Distribution Limited
(Formerly known as
MagSon Retail & Distribution Private Limited)

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: March 07, 2025

To,
Manager – Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Dear Sir/Madam,

Sub: Submission of E-Voting Results & Scrutinizer's Report under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the 01/2024-25 Extra-Ordinary General Meeting (EGM) of the Company held on March 06, 2025.

Ref: Magson Retail and Distribution Limited (MAGSON).

Pursuant to Regulation 44(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, we are submitting herewith the details of Voting Results of the businesses transacted and the Scrutinizer's Report of the Remote E-voting and E-voting held at 01/2024-25 Extra-Ordinary General Meeting (EGM) of the Company held on Thursday, March 06, 2025 at 02:30 PM IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The resolutions as set out in the Notice of the said 01/2024-25 EGM were duly approved by the shareholders, with requisite majority.

You are requested to kindly take the note of the above and display the same on the notice of the exchange.

Thanking You,

For Magson Retail and Distribution Limited

HIMANI THAKKAR

Digitally signed by HIMANI THAKKAR

MAGSON RETAIL AND DISTRIBUTION LIMITED AHMEDABAD

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

Place: Ahmedabad

Enclosed: A/a.

General information about company	
Scrip code	
NSE Symbol	MAGSON
MSEI Symbol	
ISIN	INE0O1S01012
Name of the company	MAGSON RETAIL AND DISTRIBUTION LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	06-03-2025
Start time of the meeting	02:30 PM
End time of the meeting	02:40 PM

Scrutinizer Details	
Name of the Scrutinizer	CS KUNAL SHARMA
Firms Name	Kunal Sharma & Associates
Qualification	CS
Membership Number	10329
Date of Board Meeting in which appointed	05-02-2025
Date of Issuance of Report to the company	07-03-2025

Voting results	
Record date	27-02-2025
Total number of shareholders on record date	470
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	16
b) Public	1
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)	
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To increase the Authorized Share Capital of the Company and make consequent alteration in Capital Clause of the Memorandum of Association of the Company.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5500000	5500000	100	5500000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5500000	5500000	100	5500000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2350000	788000	33.5319	788000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2350000	788000	33.5319	788000	0	100	0
Total		7850000	6288000	80.1019	6288000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Adoption of new set of Articles of Association of the Company containing Regulations in Conformity with the Companies Act, 2013.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5500000	5500000	100	5500000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	5500000	5500000	100	5500000	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2350000	788000	33.5319	788000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2350000	788000	33.5319	788000	0	100	0
Total		7850000	6288000	80.1019	6288000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Robert Gomes (DIN: 10872676) as Non-Executive Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5500000	5500000	100	5500000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5500000	5500000	100	5500000	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
	E-Voting		788000	33.5319	788000	0	100	0

Public- Non Institutions	Poll	2350000	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2350000	788000	33.5319	788000	0	100	0
Total		7850000	6288000	80.1019	6288000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To create, offer, issue, and allot upto 1,06,00,000 (One Crores and Six Lakh) Convertible Equity Warrants.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5500000	5370200	97.64	5370200	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5500000	5370200	97.64	5370200	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2350000	788000	33.5319	788000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2350000	788000	33.5319	788000	0	100	0
Total		7850000	6158200	78.4484	6158200	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Kunal Sharma & Associates
Company Secretaries

REPORT OF SCRUTINIZER

Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI LODR Regulations, 2015 as amended from time to time.

March 07, 2025

To
Mr. Rajesh Emmanuel Francis
Chairman of the 01/2024-25 Extra-Ordinary General Meeting of
Magson Retail and Distribution Limited (CIN: L74999GJ2018PLC105533)
held on Thursday, 06th March 2025
Reg. Off: Office No. 506, Akshar Square, Near Page One Hotel, Sandesh Press Road,
Vastrapur, Bodakdev, Ahmedabad - 380054, Gujarat, India

Sub: **Scrutinizer's report on Remote E-voting and E-Voting at the 01/2024-25 Extra-Ordinary General Meeting ("EGM") of the Equity Shareholders of Magson Retail and Distribution Limited held on Thursday, 06th March 2025 at 02:30 PM IST conducted through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).**

Dear Sirs,

1. Appointment as a Scrutinizer:

I, CS Kunal Sharma, Practicing Company Secretary having Membership No.: FCS 10329 and COP: 12987, was appointed as the Scrutinizer by the Board of Directors of **Magson Retail and Distribution Limited** ("the Company") at their meeting held on 05th February, 2025 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time for the purpose of scrutinizing the E-voting process (Remote E-voting and E-voting during EGM) in respect of the resolutions proposed at EGM of the Equity Shareholders of the Company held on **Thursday, 06th March 2025 at 02:30 PM IST**, through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 together with applicable circulars issued by MCA and SEBI.

The compliances with the provisions of the Companies Act, 2013 and the Rules made thereunder, the MCA Circulars and SEBI (LODR) Regulations, 2015 relating to voting through electronic means on all the resolutions as contained in the Notice of EGM are the responsibility of the Management of the Company. My responsibility as a scrutinizer is to ensure that the voting through electronic means were conducted in a fair and transparent manner and to provide a Scrutinizer's Report of the votes casted "In favor" or "Against" or "invalid votes" on the resolutions with respect to all the item of businesses enumerated in the Notice of EGM. My report is provided based on the reports generated from the E-Voting system of National Securities Depository Limited ("NDSL"), the

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agency engaged by the Company to provide E-Voting facility at the EGM which was provided remotely and through electronic means.

2. Dispatch of Notice convening the EGM:

As informed by the Company, the Notice of EGM dated 05th February, 2025 was dispatched on 12th February 2025 via email to all the entitled Shareholders (as on cut-off date, which was fixed as Friday, 07th February 2025) whose email ids were registered with the Company/Registrar & Share Transfer Agent or the Depositories.

The Public Advertisements with respect to completion of dispatch of Notice were published on 13th February 2025 in an English Newspaper i.e. Indian Express and in Regional Language Newspaper i.e. Financial Express (Gujarati).

Further, the Corrigendum to the EGM Notice along with updated EGM Notice was dispatched on 01st March 2025 via email to all the entitled shareholders (as on cut-off date, which was fixed as Friday, 07th February 2025) whose email ids were registered with the Company/Registrar & Share Transfer Agent or the Depositories.

3. Cut-off and Remote e-voting process:

The Company has availed the E-Voting facility (remote E-Voting and E-Voting at EGM) from National Depository Services (India) Limited (NDSL).

As per the Notice of EGM, the Shareholders of the Company holding Equity Shares as on Thursday, 27th February 2025 (Cut-off date for voting") were entitled for E-Voting on the resolutions.

The remote e-voting period commenced on Monday, 03rd March 2025 (09:00 A.M. IST) and ended on Wednesday, 05th March 2025 (05:00 P.M. IST) both days inclusive; thereafter the NDSL e-voting platform was blocked and then re-opened during the EGM.

The Company has also provided the facility of e-voting at the EGM for the Members who had not cast their vote by remote e-voting.

4. Counting Process:

After the conclusion of E-Voting at EGM, the votes casted through e-voting at the EGM and through remote e-voting prior to the date of EGM were unblocked and downloaded from the e-voting website of NDSL i.e. www.evoting.nsdl.com in presence of two witnesses who were not in employment of the Company. The E-Voting data/results downloaded from e-voting system of NSDL were scrutinized, reviewed, and counted.

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Thereafter, the list of Members who had voted "for" or "against" on the Resolution that was put to vote, were derived based on the report generated from the E-Voting website of NDSL. i.e. www.evoting.nsdl.com and based on such reports,

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(a) 39 Members (Folio wise) have cast their votes through Remote E-Voting on Resolution No: 1, 2 and 3 and 38 Members (Folio wise) have cast their votes through Remote E-Voting on the Resolution No: 4.
(b) No Members (Folio wise) have cast their votes through E-Voting facility at the EGM on all the Resolutions.

The particulars of all the electronic votes cast by the members through e-voting process have been recorded in a register separately maintained for the purpose.

5. Results:

Accordingly, I hereby submit my consolidated report as under on the result of below mentioned resolution(s) as carried out at the EGM of the Company based on remote e-voting and e-voting at the venue of EGM in respect of the said resolutions: -

SPECIAL BUSINESSES:

A. Resolution no. 01 – *(As a Special Resolution)*

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

Summary of results of the Remote E-Voting and E-Voting at the EGM held on 06th March 2025 are as under:

(i) Voted in favor of the resolution:

Particulars	Number of Members voted	Number of Votes Cast (Shares)	% of total number of valid votes cast
Remote E-Voting	39	6288000	100.00%
E-Voting at EGM	NIL	NIL	NIL
Total	**39**	**6288000**	**100.00%**

(ii) Voted against the resolution:

Particulars	Number of Members voted	Number of Votes Cast (Shares)	% of total number of valid votes cast
Remote E-Voting	NIL	NIL	NIL
E-Voting at EGM	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Number of Votes Cast (Shares)

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Remote E-Voting	NIL	NIL
E-Voting at EGM	NIL	NIL
Total	**NIL**	**NIL**

In Favor	6288000	100.00%
In Against	NIL	NIL
Invalid	NIL	NIL
Total	**6288000**	**100.00%**

B. Resolution no. 02 – *(As a Special Resolution)*

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013:

Summary of results of the Remote E-Voting and E-Voting at the EGM held on 06th March 2025 are as under:

(i) Voted in favor of the resolution:

Particulars	Number of Members voted	Number of Votes Cast (Shares)	% of total number of valid votes cast
Remote E-Voting	39	6288000	100.00%
E-Voting at EGM	NIL	NIL	NIL
Total	**39**	**6288000**	**100.00%**

(ii) Voted against the resolution:

Particulars	Number of Members voted	Number of Votes Cast (Shares)	% of total number of valid votes cast
Remote E-Voting	NIL	NIL	NIL
E-Voting at EGM	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Number of Votes Cast (Shares)
Remote E-Voting	NIL	NIL
E-Voting at EGM	NIL	NIL
Total	**NIL**	**NIL**

KUNAL SHARMA & ASSOCIATES C.P. NO. 12987 COMPANY SECRETARIES

In Favor	6288000	100.00%
In Against	NIL	NIL
Invalid	NIL	NIL
Total	**6288000**	**100.00%**

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C. Resolution no. 03 – *(As a Special Resolution)*

APPOINTMENT OF MR. ROBERT GOMES (DIN: 10872676) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Summary of results of the Remote E-Voting and E-Voting at the EGM held on 06th March 2025 are as under:

(i) Voted in favor of the resolution:

Particulars	Number of Members voted	Number of Votes Cast (Shares)	% of total number of valid votes cast
Remote E-Voting	39	6288000	100.00%
E-Voting at EGM	NIL	NIL	NIL
Total	**39**	**6288000**	**100.00%**

(ii) Voted against the resolution:

Particulars	Number of Members voted	Number of Votes Cast (Shares)	% of total number of valid votes cast
Remote E-Voting	NIL	NIL	NIL
E-Voting at EGM	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Number of Votes Cast (Shares)
Remote E-Voting	NIL	NIL
E-Voting at EGM	NIL	NIL
Total	**NIL**	**NIL**

In Favor	6288000	100.00%
In Against	NIL	NIL
Invalid	NIL	NIL
Total	**6288000**	**100.00%**

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D. Resolution no. 04 – *(As a Special Resolution)*

TO CREATE, OFFER, ISSUE, AND ALLOT UPTO 1,06,00,000 (ONE CRORES AND SIX LAKH) CONVERTIBLE EQUITY WARRANTS ("WARRANTS") OF FACE VALUE OF INR 10/- (RUPEES TEN ONLY) EACH AT AN ISSUE PRICE OF INR 93.25/- (RUPEES NINETY THREE AND TWENTY FIVE PAISA ONLY) EACH INCLUDING A PREMIUM OF INR 83.25/- (RUPEES EIGHTY THREE AND TWENTY FIVE PAISA ONLY) EACH AGGREGATING UPTO INR 98,84,50,000/- CRORES (RUPEES NINETY EIGHT

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CRORES EIGHTY FOUR LAKHS AND FIFTY THOUSAND ONLY) TO THE ALLOTTEES BELONGING TO THE PROMOTERS GROUP AND NON-PROMOTERS ON A PRIVATE AND PREFERENTIAL BASIS WITH AN OPTION TO SUBSCRIBE AND CONVERT EACH SUCH WARRANT INTO ONE EQUITY SHARE OF FACE VALUE OF INR 10/- (RUPEES TEN ONLY) EACH AT A PRICE OF INR 93.25/- (RUPEES NINETY THREE AND TWENTY FIVE PAISA ONLY) EACH INCLUDING A PREMIUM OF INR 83.25/- (RUPEES EIGHTY THREE AND TWENTY FIVE PAISA ONLY) ON PREFERENTIAL BASIS PURSUANT TO PROVISIONS OF SECTION 23(1)(B), 42, 62(1) (C) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, SEBI (ICDR) REGULATIONS, 2018, SEBI (LODR) REGULATIONS, 2015 AND OTHER APPLICABLE LAWS.

Summary of results of the Remote E-Voting and E-Voting at the EGM held on 06th March 2025 are as under:

(i) Voted in favor of the resolution:

Particulars	Number of Members voted	Number of Votes Cast (Shares)	% of total number of valid votes cast
Remote E-Voting	38	6158200	100.00%
E-Voting at EGM	NIL	NIL	NIL
Total	**38**	**6158200**	**100.00%**

(ii) Voted against the resolution:

Particulars	Number of Members voted	Number of Votes Cast (Shares)	% of total number of valid votes cast
Remote E-Voting	NIL	NIL	NIL
E-Voting at EGM	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Number of Votes Cast (Shares)
Remote E-Voting	NIL	NIL
E-Voting at EGM	NIL	NIL
Total	**NIL**	**NIL**

KUNAL SHARMA & ASSOCIATES C.P. NO. 12987 COMPANY SECRETARIES

In Favor	6158200	100.00%
In Against	NIL	NIL
Invalid	NIL	NIL
Total	**6158200**	**100.00%**

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6. Conclusion:

In my opinion, the Resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed and the Chairman may accordingly declare the result of the EGM.

The electronic data and all the other relevant records relating to e-voting are under my safe custody and will be handed over to the Chairman for safe keeping after the Chairman considers, approves, and signs the minutes of the EGM.

For Kunal Sharma & Associates
Company Secretaries

KUNAL SHARMA & ASSOCIATES C.P. NO. 12987 COMPANY SECRETARIES

Date: 07th March, 2025
Place: Ahmedabad

CS Kunal Sharma
Proprietor
M. No: F10329
CP No: 12987
PR No: 1933/2022
UDIN: F010329F004067635

Countersigned by:

RAJESH EMMANUEL FRANCIS

MAGSON RETAIL AND DISTRIBUTION LIMITED AHMEDABAD

Chairman of the Meeting/Authorized Person
Magson Retail and Distribution Limited, Ahmedabad
Place: Ahmedabad | Date: 07th March 2025

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