

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: August 22, 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 Friday, August 22, 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. **Friday, August 22, 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. Appointment of M/s. H D Panchal & Co., Chartered Accountants (FRN: 148232W) as an Internal Auditor of the Company for the Financial Year 2025-26:

Based on the recommendation from the Audit Committee, the Board of Directors of the Company has appointed M/s. H D Panchal & Co., Chartered Accountants (FRN: 148232W) as an Internal Auditor of the Company for the Financial Year 2025-2026.

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 as follows:

Sr. No.	Particulars	Details
1.	Name of the Internal Auditor	M/s H D Panchal & Co., Chartered Accountants (FRN: 148232W)
2.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment as Internal Auditor of the Company.
3.	Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment	August 22, 2025 (Appointed for the FY 2025-26)
4.	Brief Profile (in case of appointment)	M/s. H D Panchal & Co. is a proprietary firm with 9 years of experience in Assurance and Taxation services. M/s. H D Panchal & Co is a leading firm of Chartered Accountants based in Ahmedabad city of Gujarat state
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not applicable

2. Appointment of "Senior Managerial Personnel":

- (a) The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of following designated employees of the Company in alignment with the definition of "Senior Managerial Personnel" as prescribed under Regulation 16(1)(d) of the SEBI

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(Listing Obligation and Disclosure Requirements) Regulations, 2015: **Mr. Amar Jayendrakumar Kaysatha (Head of Operations - Vertical)**

Details with respect to the said appointment as required under Regulation 30 read with Para A (7) of Part A of Schedule III of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, are as follows:

Sr. No.	Particulars	Details
1.	Name of Senior Management Personnel	Mr. Amar Jayendrakumar Kayasatha
2.	Reason for Change viz. appointment, resignation, removal, death or otherwise	Designated as Senior Management (Head of Distribution) as per the provisions of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 th November, 2024 and Regulation 16(1)(d) of SEBI (LODR) Regulations, 2015
3.	Date of appointment/re-appointment/cessation (as applicable) & terms of appointment/re-appointment	Date of Designation as Senior Management Personnel: August 22, 2025 Term of Appointment: Existing Full-time Employment
4.	Brief profile (in case of appointment)	Mr. Amar Jayendrakumar Kayasatha is a seasoned professional with overall 22 years of extensive experience and over 19 years of experience in the frozen food industry, specializing in sales, distribution and category development. He has strong expertise in the HORECA segment and in depth focus on Food Service channel. He has managed a well-known brand McCain Foods which are into ready to cook category and a world-wide leader in frozen potato snacking segment.
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

3. Appointment of M/s Kunal Sharma & Associates, Company Secretaries as Secretarial Auditor of the Company:

Based on the recommendation from the Audit Committee, the Board of Directors of the Company had appointed M/s Kunal Sharma & Associates, Company Secretaries (M. No: F10329 and CP: 12987) as Secretarial Auditor of the Company to conduct the Secretarial Audit for a period of Five (5) Consecutive Years from F.Y. 2025-26 to F.Y. 2029-30.

The appointment shall be subject to the approval of shareholders of the Company at the ensuing Annual General Meeting of the Company.

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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 as follows:

S. No	Details required	Appointment of Secretarial Auditor	
1	Reason for Change	Appointment of M/s Kunal Sharma & Associates, Company Secretaries (M. No: F10329 and CP: 12987) as Secretarial Auditor of the Company, to conduct the Secretarial Audit for a period of Five (5) consecutive years from FY 2025-26 to FY 2029-30. The appointment shall be subject to the approval of shareholders of the Company at the ensuing Annual General Meeting of the Company.	
2	Date and Term of Appointment/ Cessati on	Date of Appointment: 22 nd August 2025. Term: To conduct the Secretarial Audit of the Company for a period of Five (5) consecutive years from FY 2025-26 to FY 2029-30. The appointment shall be subject to the approval of shareholders of the Company at the ensuing Annual General Meeting of the Company.	
3	Brief Profile	Name of Auditor	M/s Kunal Sharma & Associates, Company Secretaries.
		Address	501-502, Skylar, Near Shalin Bungalows, Corporate Road, Prahladnagar, Satellite, Ahmedabad - 380051, Gujarat, INDIA
		E-mail	cskunalsharma@gmail.com
		Brief Profile	M/s Kunal Sharma & Associates, Company Secretaries is a leading firm registered with ICSI. Mr. Kunal Sharma, Proprietor is having more than 11 years of professional experiences in the areas of Company Law Compliances and Advisory, Foreign Exchange and Cross Border Transactions, SEBI Listing Compliances and Advisory, Transaction Support Services, Secretarial Audit, Corporate Law Assurance and Attestation services.
4	Disclosure of relationships between directors	Not related to any of the Directors of the Company.	

4. Appointment of Mr. Sudhirkumar Bhagwatilal Shah (DIN: 01666945) as an Additional Director (Non-Executive) Independent Director of the Company w.e.f August 22, 2025.

Based on the recommendation of Nomination and Remuneration Committee and further subject to the approval of Shareholders of the Company, the Board of Directors has appointed **Mr. Sudhirkumar Bhagwatilal Shah (DIN: 01666945)** as an Additional (Non-Executive) Independent Director of the Company for a term of 5 (Five) Consecutive years commencing from August 22, 2025 till August 21, 2030 (both days inclusive), not liable to retire by rotation.

Mr. Sudhirkumar Bhagwatilal Shah (DIN: 01666945) is not disqualified from being appointed as an Additional (Non-Executive and Independent) Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as an Additional (Non-executive and Independent) Director.

Further, as required by the circular no. NSE/CML/2018/24 dated June 20, 2018, issued by NSE, he is not debarred from holding the office of a director by virtue of any SEBI order or any other Authority.

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Details with respect to the said appointment as required under Regulation 30 read with Para A (7) of Part A of Schedule III of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, are as follows:

Sr. No.	Particulars	Details
1.	Reason for Change viz. Appointment, Resignation, removal, death or otherwise	Appointment of Mr. Sudhirkumar Bhagwatilal Shah (DIN: 01666945) as an Additional (Non-Executive) Independent Director of the Company for a term of 5 (Five) Consecutive Years commencing from August 22, 2025 till August 21, 2030 (both days inclusive), not be liable to retire by rotation, subject to approval of Members of the Company.
2.	Date of Appointment/Cessation (as applicable) & terms of appointment	Appointment for a term of 5 (Five) consecutive years effective from August 22, 2015 till August 21, 2030 (both days inclusive)
3.	Brief Profile (in case of appointment)	CA Sudhirkumar Shah, Partner at Shah Thacker & Co., is a practicing Chartered Accountant with over 20 years of professional experience. He specializes in accounting, auditing, taxation, financial advisory, compliance, and business consultancy. A member of the Institute of Chartered Accountants of India, he also holds an M. Com, DISA (ICAI), Certificate in Financial Planning, and Certification in Ind AS. His expertise spans statutory and internal audits, tax planning, certification, and financial reporting, with a strong emphasis on professional integrity and compliance.
4.	Disclosure of relationship between directors (in case of appointment of a director)	Mr. Sudhirkumar Bhagwatilal Shah is not related to any of the Directors of the Company.
5.	Shareholding in the Company	NIL
6.	Information as required under circular no. NSE/CML/2018/24 dated June 20, 2018 issued by NSE.	Mr. Sudhirkumar Bhagwatilal Shah is not debarred from holding the office of director by virtue of any SEBI order or any other Authority.

5. Approval for Convening 7th Annual General Meeting and other related Matters:

- a) The Board approved to hold and convene the 7th Annual General Meeting ('AGM') of the Shareholders/Members of the Company on, **Thursday, September 25, 2025 at 11: 30 A.M. IST** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in compliance with applicable

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provisions of Companies Act, 2013 read with relevant circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

- b) The Board also approve the Notice calling 7th Annual General Meeting ('AGM') of the Shareholders/Members of the Company. The Notice of the said AGM and other related details shall be submitted to the Stock Exchange in due course in compliance with the provisions of the SEBI Listing Regulations.
 - c) Fixed, Friday, August 29, 2025 as the cut-off date for the purpose of reckoning the names of the eligible members for dispatch of Notice of AGM.
 - d) The Board approved the Directors' Report together with its Annexures for the Financial Year ended on March 31, 2025 as per the provisions of Section 134 of Companies Act, 2013 and other applicable provisions, if any, and rules made thereunder and as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - e) Appointment of National Security Depository Limited (NSDL) as E-voting agency for availing the facility of remote e-voting at 7th Annual General Meeting of the Company.
 - f) Appointment of CS Kunal Sharma, Proprietor of M/s. Kunal Sharma & Associates, Practicing Company Secretary, (M. No.: F10329/COP No.: 12987) as the Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
6. **Formulation, Implementation and Adoption of "Magson Retail and Distribution Limited Employee Stock Option Scheme 2025" ("MRDL ESOS 2025"):**

The Board of Directors had approved the Formulation, Implementation and Adoption of **Magson Retail and Distribution Limited Employee Stock Option Scheme 2025** ("MRDL ESOS 2025") for grant of Employee Stock Options to Eligible Employees of the Companies and its group companies including the subsidiary companies and associate companies of the company if any, subject to Shareholders' approval. The Scheme is in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations").

A maximum of 4,50,000 Options may be offered to the eligible employees as defined under the MRDL ESOS 2025, which shall entitle the Option holder to 1 (one) fully paid-up equity share of face value of ₹10/- (Rupee Ten) each against each Option exercised, subject to the approval of regulatory/ statutory authorities and the shareholders of the Company

The requisite disclosure pertaining to MRDL ESOS 2025 as required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI read with Para A (7) of Part A of Schedule III of the SEBI Listing Regulations and SEBI Circular No. SEBI SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, are as follows:

Sr. No.	Particulars	Details
1.	Brief details of options granted	The present disclosure is related to recommendation by the Board for seeking shareholders' approval for formulation, adoption, and implementation of MRDL ESOS 2025 with a pool size of 4,50,000 Employee Stock Options (" Options ") which upon exercise, the granted options will be converted into an equivalent number of equity shares on a pari passu basis with the then existing equity shares of the Company.

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2.	Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	The scheme is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
3.	Total number of shares covered by these options	The pool size of MRDL ESOS 2025 is 4,50,000 (upon exercise, the granted options will be converted into an equivalent number of equity shares on a pari passu basis with the then existing equity shares of the Company.)
4.	Pricing Formula	The Exercise Price per Option shall be determined by the Nomination and Remuneration Committee (" Committee ") which shall be not less than the face value of the Share as on the Grant Date. The Exercise Price shall be specified in the letter issued to the Option Grantee at the time of the Grant.
5.	Time within which option may be exercised	The Vested Options with an Option Grantee while in employment with the Company may be Exercised anytime within the Exercise window(s) as may be intimated by the Company from time to time, which shall be maximum of 5 (five) years from the date of Vesting or such other period as may be determined by the Committee.
6.	Options vested	Not applicable at this stage
7.	Options exercised	
8.	Options lapsed	
9.	Variation of terms of options	
10.	Diluted earnings per share pursuant to issue of equity shares on exercise of options	
11.	Money realized by exercise of options	
12.	The total number of shares arising as a result of exercise of option	
13.	Brief details of significant terms	The primary objective of the MRDL ESOS 2025 is to align the interests of employees with the long-term goals of the Company by offering them an opportunity to become shareholders. This scheme is designed to compensate and recognize

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		<p>performance, attract and retain talent and to drive future growth.</p> <p>The Committee shall administer the MRDL ESOS 2025.</p> <p>Options shall be granted based on one or more of the pre-defined performance conditions as may be determined by the Committee.</p> <p>Every grant of Options shall be governed by a vesting schedule and such other terms, as determined by the Committee at the time of each grant, subject to maximum vesting period of 5 (five) years.</p>
14.	Subsequent changes or cancellation or exercise of such options	Not Applicable
15.	Diluted earnings per share pursuant to issue of equity shares on exercise of options	Not Applicable
16	Conversion ratio	Each Option shall carry the right to be issued one Share of the Company.
17	Implementation of the ESOP Scheme	MRDL ESOS 2025 shall be directly implemented and administered by the Company through its Nomination and Remuneration Committee.

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

For, Magson Retail and Distribution Limited

Himani Thakkar
Company Secretary
& Compliance Officer
Mem No.: A71150
Enclosed: A/a

