Date: December 31, 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 Wednesday, December 31, 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. Wednesday, December 31, 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. **Allotment of 75,000 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, one of the Warrants Holder (Belonging to Non-Promoters) as listed below **in Table A**, had exercised his option of conversion of 75,000 (Seventy Five Thousand) Warrants held by him and paid the balance 75% of the issue price on said Warrants and upon receipt of balance amount from such Warrant Holder, the Board of Directors of the Company at their meeting held today i.e. Wednesday, December 31, 2025 had inter-alia, considered and approved the Allotment of in aggregate 75,000 (Seventy Five Thousand) Fully Paid up Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each of the Company to the Warrant Holder 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.	Amish Manubhai Brahmbhatt	Non-Promoter	75,000	-	75,000	93.25	52,45,312.50	-
Total			**75,000**	**-**	**75,000**	**93.25**	**52,45,312.50**	**-**

It may be please noted that out of total 1,06,00,000 Warrants Allotted by the Company, the remaining 70,00,292 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	1,13,74,708	11,37,47,080
Post-Allotment Paid-up Equity Share Capital	1,14,49,708	11,44,97,080

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 as follows:

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 75,000 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 ₹ 52,45,312.50/- 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, 75000 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 paisa only) including Premium of INR 83.25/- (Rupees Eighty-Three and Twenty-Five paisa 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 75,000 Warrants into 75,000 fully paid-up Equity Shares of Rs. 10/- each. Equity Shares are being allotted upon the conversion of Warrants. The remaining 70,00,292 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

2. Acquisition of M/s. Ksheer and Milk Products, Ahmedabad:

The Board has approved the proposal to acquire the Business of M/s. Ksheer and Milk Products ("Ksheer"), by way of slump sale, on a going concern basis for an aggregate lump-sum purchase consideration of Rs. 5,30,00,000/- (Rupees Five Crore and Thirty Lacs Only) inclusive of all the assets and liabilities pertaining to Ksheer, as specified in the Business Transfer Agreement ("BTA"), Memorandum of Understanding ("MOU") and/or any other Agreement or document as may be approved by the Board/Committee to be entered between the Company and Ksheer in due course of time , with an appointed date of 01st January 2026 in such a manner and on such terms and conditions as specified under the BTA, MOU or any other Agreement to be executed in relation to the aforesaid transaction (collectively, the "Transaction").

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:

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Name of the entity from whom undertaking is acquired</td><td>Magson Retail and Distribution Limited ("MAGSON") will acquire the Business of Ksheer through the execution of Business Transfer Agreement ("BTA"), Memorandum of Understanding ("MOU") and /or any other Agreements or document to be entered between the Company and the Seller in due course of time. The Acquisition will be conducted by way of Slump Sale, on a going concern basis, on an "as is, where is" basis.
<table>
<tr><th rowspan="2">Year</th><th>Turnover (In Crores)</th></tr>
<tr><th>Ksheer and Milk Products</th></tr>
<tr><td>2024-25</td><td>Rs. 9.30/-</td></tr>
<tr><td>2023-24</td><td>Rs. 5.09/-</td></tr>
<tr><td>2022-23</td><td>Rs. 4.42/-</td></tr>
</table></td></tr>
<tr><td>Industry to which the Division being acquired belongs;</td><td>M/s. Ksheer and Milk Products having 15 years of experience and having deep expertise in stocking, distributing, online sales and commerce and retailing of various FMCG products, food and gourmet products and is also listed under the same brand on various e-commerce platforms including Amazon, Flipkart etc.</td></tr>
<tr><td>Objects and Impact of acquisition (including but not limit to, disclosure of reasons for acquisition of target division, if its</td><td>MRDL is a listed entity which is well-established fine gourmet product distribution and retailing Company and the promoter has vision to grow MRDL across various parts of the Country with an aim to become one of the finest places for retailing gourmet</td></tr>
</table>

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business is outside the main line of business of the Listed entity);	products with strong distribution back up. MRDL is desirous to expand rapidly and scaling its business in the gourmet and food products at PAN India level and is hence keen to acquire the business of Ksheer by way of merging its business with MRDL.
Brief details of any governmental or regulatory approvals required for the acquisition;	No specific/special governmental or regulatory approvals are required for this acquisition.
Consideration – whether cash consideration or share swap or any other form and details of the same;	The Total Consideration of Rs. 5,30,00,000/- (Rupees Five Crore and Thirty Lacs only) shall be paid in multiple tranches by the Company by way of cash consideration or in such other manner as may be mutually agreed between the Company and Ksheer.
Cost of Acquisition	5,30,00,000/- (Rupees Five Crore and Thirty Lacs Only)
Percentage of Shareholding / control acquired and / or number of shares acquired;	Not applicable as no acquisition of control/ shares/voting rights is being contemplated. Not applicable as no entity acquisition is envisaged.
Brief background about the Undertaking acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	The Company shall acquire the Business including the Business Assets of Ksheer, by way of Slump Sale, on a going concern basis, and clear of any Encumbrances. The Business shall include its existing, operating Business and online listing on the ecommerce platform based trade, distribution and retail network, warehouse, infrastructure and all other assets tangible or intangible in said connection as operated from its business locations along with brand name **Ksheer and Milk Products** or such other existing brands of Ksheer or its promoters together with all its fixed assets, deposits, distribution rights, listing with the Companies as a vendor for procuring material for distribution, inventory, licenses, listing rights, Intellectual Properties, all and every kind of current and business assets, stock, and running business excluding its receivables, banking liabilities or any nature of liabilities or contingencies to be paid in a manner and method as defined herein to the seller . Date of Incorporation – Not Applicable, since the Company had acquired the Business of Ksheer and not the particular entity. Brief Profile of Ksheer: Ksheer and Milk Products located in Ahmedabad, Gujarat was launched by Mr. Atul Brahmbhatt and Mr. Dharmendra Prajapati in the Year 2020 dealing in stocking, distributing, online sales and commerce and retailing of various FMCG products, food and gourmet products.
Date on which the agreement for sale has been entered into;	Business Transfer Agreement ("BTA"), Memorandum of Understanding ("MOU") /Any other Agreement to be executed and entered into between the Company and Ksheer Before 31st March 2026.
The expected date of completion of Purchase / Acquisition;	This acquisition is expected to be completed on or before 31st March 2026 (or such later date the parties may mutually agree upon) and is subject to fulfillment of condition precedents as

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	agreed between the parties and receipt of requisite general approvals / consents.
Brief details of Seller and whether any of the Seller belong to the promoter/ promoter group/group companies. If yes, details thereof;	**M/s. Ksheer and Milk Products** having 15 years of experience and having deep expertise in stocking, distributing, online sales and commerce and retailing of various FMCG products, food and gourmet products and is also listed under the same brand on various e-commerce platforms including Amazon, Flipkart etc. No, Ksheer is not part of Promoters/Promoters Group.
Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length	No

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

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

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 Digitally signed by HIMANI THAKKAR Date: 2025.12.31 15:14:52 +05'30'

MAGSON RETAIL AND DISTRIBUTION LIMITED AHMEDABAD

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