



27.03.2025

The Listing Department,
National Stock Exchange of India Limited
"Exchange Plaza", C-1, Block-G,
Bandra - Kurla Complex,
Bandra (E),
Mumbai - 400051

SCRIP CODE: VARDMNPOLY

The Listing Department,
BSE Limited
25th Floor,
P.J. Towers,
Dalal Street Fort,
Mumbai- 400001

SCRIP CODE: 514175

Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Allotment of Convertible Warrants on Preferential Basis

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we wish to inform you that the Board of Directors at their meeting held today, Thursday, 27th March, 2025 have allotted 7,24,50,000 (Seven Crore Twenty Four Lakhs Fifty Thousand) warrants at a price of Rs. 12.55 per warrant aggregating to Rs. 90,92,47,500/- (Rupees Ninety Crore Ninety Two Lakhs Forty Seven Thousand Five Hundred Only) convertible into equal number of equity shares of Re. 1/- each, within a period of 18 (Eighteen) months from the date of allotment of the Warrants to the allottees as disclosed in Annexure- I on Preferential Basis in accordance with the special resolution passed by shareholders in Extraordinary General Meeting held on 17th January, 2025 and pursuant to the In-Principle approval received from BSE Limited vide its letter number LOD/PREF/KS/FIP/2046/2024-25 dated March 26, 2025 and National Stock Exchange of India Limited vide its letter number NSE/LIST/46117 dated March 26, 2025. The details of allotment to allottees and pre and post allotment effect of the same are attached herewith as Annexure- I.

An amount equivalent to 25% of the Warrant Issue Price has been received upfront by the Company of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the conversion option attached with Warrant(s).

Details relating to Preferential Issue of Warrants as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI circular dated July 13, 2023 are provided in Annexure- II.

The meeting of Board of Directors commenced at 04:15 PM and concluded at 04:45 PM.

This is for your information and records.

Thanking you,

Yours truly,
For Vardhman Polytext Limited

Ajay K. Ratra
Company Secretary



Annexure- I

| Sr. No. | Name of Proposed Allottee | Category (Promoter/ Non-Promoter) | No. of Warrants Allotted |
|----------------|----------------------------------|--|---------------------------------|
| 1 | Oswal Holding Private Limited* | Promoter Group | 2,29,25,000 (Series- 1) |
| | | | 2,41,25,000 (Series- 2) |
| | | | 2,54,00,000 (Series- 3) |
| | | Total | 7,24,50,000 |

**an entity falling under "Promoter Group" in terms of Section 2(1)(pp) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*



Annexure- II

The details relating to Preferential Issue of Convertible Warrants as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI circular dated July 13, 2023:

| Sr. No. | Particulars | Details |
|---|--|---|
| 1 | Type of securities issued | Warrants convertible into Equity Shares of face value or Re. 1/- each. |
| 2 | Type of Issuance | Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and other applicable laws. |
| 3 | Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately) | 7,24,50,000 (Seven Crore Twenty Four Lakhs Fifty Thousand) warrants, at a price of Rs.12.55 (Rupees Twelve and Fifty Five Paise only) per Warrant, payable in cash ("Warrant Issue Price") aggregating to Rs. Rs. 90,92,47,500/- (Rupees Ninety Crore Ninety Two Lakhs Forty Seven Thousand Five Hundred Only), each convertible into or exchangeable for 1 (one) fully paid-up equity share of the Company having face value of Re. 1/- (Rupee One only) each within the period of 18 (Eighteen) months, in accordance with the applicable laws. The preferential issue is being undertaken for cash consideration. An amount equivalent to 25% of the Warrant Issue Price has already been received upfront and the balance 75% shall be payable by the Warrant holder(s) on the exercise of conversion option attached with Warrant(s). |
| 4 | Any cancellation or termination of proposal for issuance of securities including reasons thereof. | Not Applicable |
| Additional information in case of Preferential Issue | | |
| 5 | Name of Investors | As per Annexure- I. |



| | | |
|---|--|---|
| 6 | Post allotment of securities- outcome of the subscription, issue price/allotted price (in case of convertibles), number of investors | Refer Annexure-III for the outcome of subscription. Issue price: Rs. 12.55 per warrant. An amount equivalent to 25% of the Warrant Issue Price has already been received and the balance 75% shall be payable by the Warrant holder(s) on the exercise of Warrant(s). Number of allottees: 1 |
| 7 | In case of convertibles- intimation on conversion of securities or on lapse of the tenure of the instruments | Same will be intimated to stock exchanges as and when warrants will be converted or lapsed. |



Annexure- III

| Sr. No. | Name of Proposed Allottee | Caategory (Promoter/ Non-Promoter) | Pre-Issue Equity Shareholding | | No. of Warrants Allotted | Post-Issue Equity Shareholding (assuming full conversion of warrants) | |
|--------------------------------|--------------------------------|------------------------------------|-------------------------------|---|---|---|---------|
| | | | Share (s) | % | | Share(s) | % |
| 1 | Oswal Holding Private Limited* | Promoter Group | 0 | 0 | 2,29,25,000 (Series- 1) 2,41,25,000 (Series- 2) 2,54,00,000 (Series- 3) | 7,24,50,000 | 14.25** |
| Total Warrants allotted | | | | | 7,24,50,000 | | |

**an entity falling under "Promoter Group" in terms of Section 2(1)(pp) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*

***During the entire tenure of eighteen months of the Convertible Warrants, the said allottee shall be entitled to convert in one financial year, only upto such number of Convertible Warrants into Resultant Equity Shares, which does not exceed the creeping acquisition limit of the Promoter Group of the Company, as provided under regulation 3(2) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (i.e., the difference between the pre-warrant conversion and post-warrant conversion percentage shareholding & voting right of the Promoter Group should not exceed five percent in One Financial Year).*