

December 15, 2025

**The General Manager,
Listing Compliance & Legal Regulatory,
BSE Limited,
PJ Towers, Dalal Street,
Mumbai-400001.
BSE Script Code: 544331**

Dear Sir,

Sub: Outcome of Board Meeting pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("SEBI LODR Regulations"): Allotment of 13,50,000 Equity Share and 11,50,000 Warrants and on Preferential basis.

Davin Sons Retail Limited (Security Id.: DAVIN, Security Code: 544331)

In relation to the captioned subject, we would like to inform you that, pursuant to the special resolution passed by the members of the Company in the Extra-Ordinary General Meeting held on September 09, 2025 and in-principle approval granted by BSE Limited ("BSE SME") on December 01, 2025 and in accordance with the SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board of Directors of Davin Sons Retail Limited ("Company") by way of resolution passed on December 15, 2025 have inter alia considered and approved the following:

1. Allotment of 13,50,000 Equity Shares to the Person / Entity Belonging to Non-Promoter Category on Preferential Basis for Cash Consideration

Approved allotment of 13,50,000 Equity Shares of face value ₹10/- each at an issue price of ₹25/- per equity share (including a premium of ₹15/-), aggregating to ₹ 3,37,50,000 (Rupees Three Crore Thirty-Seven Lakh Fifty Thousand Only), pursuant to receipt of full consideration from the following allottees:

Sr. No.	Name of Allottees	Category	Number of Equity Shares Allotted
1	Vansha Wealth Management Private Limited	Non-Promoter	3,30,000
2	Gaurav Jain HUF	Non-Promoter	3,00,000
3	RNR Wealth Management Private Limited	Non-Promoter	2,30,000
4	Swanand Suresh Phand	Non-Promoter	2,00,000
5	HBPA Tradex Private Limited	Non-Promoter	1,30,000
6	Deepak Gupta	Non-Promoter	1,00,000
7	Saurabh Agarwal	Non-Promoter	50,000
8	Karan Gulshan Sapra	Non-Promoter	10,000
Total			13,50,000

2. Allotment of 11,50,000 Warrants Convertible into Equity Shares to the Person(s) belonging to Promoter Category on Preferential Basis for Cash Consideration

Approved allotment of 11,50,000 Warrants convertible into equal number of Equity shares with a face value ₹ 10/- each, at an issue price of ₹ 25/- (including the warrant subscription price and the warrant exercise price) including a premium of ₹ 15/- per Warrant for an aggregate amount of up to ₹ 2,87,50,000 (Rupees Two Crore Eighty-Seven Lakh Fifty Thousand Only), upon receiving the Warrant subscription price.

The Company has received warrants subscription price i.e. minimum 25% of warrant issue price from the below mentioned Allottees:

Sr. No.	Name of Allottees	Category	Number of Warrants Allotted
1	Mohit Arora	Promoter	6,50,000
2	Nohit Arora	Promoter	5,00,000
Total			11,50,000

The Warrants will be convertible in equal number of equity shares of face value of ₹ 10/- each, on receipt of balance issue price of the respective allottees within a period of 18 months from the date allotment of Warrants i.e. on or before June 14, 2027.

Consequent to the above allotment, the paid-up equity share capital of the Company has increased from ₹ 5,26,27,920 (Rupees Five Crore Twenty-Six Lakh Twenty-Seven Thousand Nine Hundred Twenty Only) divided into 52,62,792 Equity Shares of ₹ 10 each to ₹ 6,61,27,920 (Rupees Six Crore Sixty-One Lakh Twenty-Seven Thousand Nine Hundred Twenty Only) divided into 66,12,792 Equity Shares of ₹ 10 each, and further, assuming conversion of all outstanding warrants into equity shares, the paid-up equity share capital of the Company shall increase to ₹ 7,76,27,920 (Rupees Seven Crore Seventy-Six Lakh Twenty-Seven Thousand Nine Hundred Twenty Only) divided into 77,62,792 Equity Shares of ₹ 10 each.

Meeting commenced at 05:00 P.M. and concluded at 06:30 P.M. This is for your information and records.

The requisite details as required in terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are provided in “**Annexure A**” enclosed herewith.

Thanking you,

Yours faithfully,

For Davin Sons Retail Limited

Mohit Arora
Managing Director
DIN:07231072

Annexure-A

Disclosure as required under Regulation 30 of SEBI LODR read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed as

Sr. No.	Particulars	Details
1.	Type of Securities	1. Equity Shares 2. Warrants Convertible into Equity Shares
2.	Type of issuance	Preferential Allotment
3.	Total number of securities allotted or the total amount for which the securities are issued	(i) Equity Shares – 13,50,000 (ii) Warrants – 11,50,000 (each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company having face value of ₹ 10/- each) at a price of ₹ 25/- (Rupees Twenty-Five only) aggregating to ₹ 6,25,00,000 (Rupees Six Crore Twenty-Five Lakh Only). For Warrants an amount equivalent to 25% (Twenty-Five percent) of the per warrant price shall be payable to the Company at the time of allotment of the Warrants, and the balance 75% (Seventy-Five percent) of the per warrant price shall be payable to the Company at the time of issue and allotment of the equity shares upon exercise of the option attached to the relevant Warrant. The Warrants are exercisable, in 1 (One) or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised.

Additional details to the stock exchange(s):

Number of Allottees: 10 (Ten)

Pre and post allotment of securities - Outcome of the Subscription

Name of the Proposed Allottee	Pre-Issue Holding		No. of Equity Shares Allotted	No. of Warrants Allotted	Post-Issue Holding^	
	No.	%			No.	%
A. Promoter and Promoter Group						
Mohit Arora	19,26,126	36.60	-	6,50,000	25,76,126	33.19
Nohit Arora	5,84,130	11.10	-	5,00,000	10,84,130	13.97
Total (A)	25,10,256	47.70	-	11,50,000	36,60,256	47.15
B. Others						

Name of the Proposed Allottee	Pre-Issue Holding		No. of Equity Shares Allotted	No. of Warrants Allotted	Post-Issue Holding [^]	
	No.	%			No.	%
Vansha Wealth Management Private Limited	-	-	3,30,000	-	3,30,000	4.25
Gaurav Jain HUF	-	-	3,00,000	-	3,00,000	3.86
RNR Wealth Management Private Limited	-	-	2,30,000	-	2,30,000	2.96
Swanand Suresh Phand	-	-	2,00,000	-	2,00,000	2.58
HBPA Tradex Private Limited	-	-	1,30,000	-	1,30,000	1.67
Deepak Gupta	-	-	1,00,000	-	1,00,000	1.29
Saurabh Agarwal	-	-	50,000	-	50,000	0.64
Karan Gulshan Sapra	-	-	10,000	-	10,000	0.13
Total (B)	-	-	13,50,000	-	13,50,000	17.39
Total (A+B)	25,10,256	47.70	13,50,000	11,50,000	50,10,256	64.54

[^]assuming that all the Warrants issued are converted into equity shares.

In case of Convertible Equity Warrants – Intimation on conversion of the Securities or lapse of the tenure of the Instrument: The proposed Warrants are liable to be converted into equal number of Equity Shares of face value of ₹ 10/- each on or before 18 (Eighteen) months from the date of allotment of Warrants *i.e.* on or before June 14, 2027, failing which the amount paid on such Warrants along with the non-converted Warrants stands forfeited.