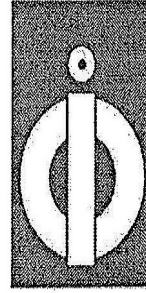


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CIN: L17100MH1987PLC042391



omnitex  
industries  
(india) Ltd.

20<sup>th</sup> December, 2024

To,  
BSE Limited  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort, Mumbai 400 001  
**Scip Code:** 514324

Dear Sir / Madam

**Re: Intimation under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023 read with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023 (“SEBI Circulars”)**

This is to inform you that a share subscription and purchase agreement dated 20<sup>th</sup> December, 2024 (“SSPA”) has been entered into *inter alia* between Omnitex Industries (India) Limited (“Company”), Strata Geosystems (India) Private Limited (“Target Company”) and Hazel Investments (“Acquirer”). Pursuant to the SSPA, *inter alia*, the Acquirer has agreed to acquire 732,857 (seven hundred thirty-two thousand eight hundred fifty-seven) equity shares of the Target Company from the Company. As a result of this, the Company would receive an aggregate consideration of INR 2,07,27,32,124.53 (Indian Rupees two hundred and seven crore twenty seven lakh thirty two thousand one hundred and twenty four and fifty three paise) for sale of its stake in the Target Company.

The completion of the proposed transaction under the SSPA is subject to fulfilment of customary conditions precedent as mutually agreed between the parties to the SSPA.

The details required under Regulation 30 of the SEBI LODR Regulations and the SEBI Circulars are set out in **Annexure A** enclosed hereto.

Kindly take this information on record.

Thanking you

Yours faithfully  
For **Omnitex Industries (India) Limited**

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Chaitanya C. Kulkarni  
Company Secretary and Compliance Officer

**ANNEXURE A**

**DISCLOSURE UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Sr. No.	Particulars	Description
1.	<b>Name(s) of parties with whom the agreement is entered</b>	The share subscription and purchase agreement dated 20 <sup>th</sup> December 2024 (“SSPA”) has been executed <i>inter alia</i> between Omnitex Industries (India) Limited (“ <b>Company</b> ”), Strata Systems, Incorporated, Ashok M. Bhawnani, Gul Ramchand Advani, Rajesh Gul Advani, Gautam Dalmia, Chandrashekhhar Kanade, Indira Ramakrishnan, Glen Raven Technical Fabrics, LLC, Strata Geosystems (India) Private Limited (“ <b>Target Company</b> ”) and Hazel Investments (“ <b>Acquirer</b> ”).
2.	<b>Purpose of entering into the agreement</b>	The Company has entered into the SSPA to record <i>inter-alia</i> the terms of the sale of 732,857 equity shares of the Target Company (representing 18.63% of the paid-up share capital of the Target Company on a fully diluted basis) held by it to the Acquirer.
3.	<b>Size of agreement</b>	As part of the SSPA, the Company would receive an aggregate consideration of INR 2,07,27,32,124.53 (Indian Rupees two hundred and seven crore twenty seven lakh thirty two thousand one hundred and twenty four and fifty three paise) for sale of its entire stake in the Target Company.
4.	<b>Shareholding, if any, in the entity with whom the agreement is executed</b>	The Company holds 732,857 equity shares of the Target Company, constituting to 18.63% (eighteen-point six three percent) of the paid-up share capital (on a fully diluted basis) of the Target Company.
5.	<b>Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.</b>	<ol style="list-style-type: none"> <li>1. The SSPA is subject to customary conditions precedent including receipt of approval from the existing lenders of the Target Company in respect of the Proposed Transaction.</li> <li>2. The Company is subject to:               <ol style="list-style-type: none"> <li>(a) non-compete and non-solicit restrictions for certain period post consummation of the transaction; and</li> <li>(b) certain indemnity obligations.</li> </ol> </li> </ol>
6.	<b>Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship.</b>	<p><b>Target Company</b> i.e. Strata Geosystems (India) Private Limited: Common directors (Mr Narendra Dalmia and Ashok Bhawnani) and common members (Mr Narendra Dalmia, Mr Ashok M Bhawnani, Mr Rajesh Gul Advani, Mr. Gul Ramchand Advani &amp; Mr Rajesh Gul Advani)</p> <p><b>Strata Systems, Incorporated:</b> Holding 50% equity in Target Company.</p> <p><b>Mr. Ashok M Bhawnani:</b> Director and member in the Company and Target Company.</p> <p><b>Mr. Gul Ramchand Advani:</b> Brother-in-law of Mr. Ashok Bhawnani.</p> <p><b>Mr. Rajesh Gul Advani:</b> Son of Mr. Gul Ramchand Advani.</p>

Sr. No.	Particulars	Description
		<b>Acquirer:</b> The Acquirer is not related to the current promoters/ promoter group/ group companies of the Company.
7.	<b>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"</b>	No, the transaction is not a related party transaction.
8.	<b>In case of issuance of shares to the parties, details of issue price, class of shares issued</b>	Not applicable.
9.	<b>In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis</b>	Not applicable.
10.	<b>Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.</b>	Not applicable.