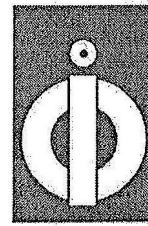


Sabnam House, Ground Floor,  
Plot No.A-15/16, Central Cross Road-B,  
MIDC, Andheri (E), Mumbai- 400 093  
T: 22 4063 5100, F: 22 4063 5199  
Email: info@omnitex.com  
CIN: L17100MH1987PLC042391



**omnitex  
industries  
(india) ltd.**

20<sup>th</sup> June 2023

To,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
Scrip Code: 514324

Dear Sirs

**Re: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”) by Omnitex Industries (India) Limited (“Company”).**

The Company holds 7,45,098 equity shares of Strata Geosystems (India) Private Limited (“**Target Company**”) representing 18.63% of its the paid-up share capital (on a fully diluted basis).

This is to inform you that a share subscription and purchase agreement dated 20<sup>th</sup> June 2023 (“**SSPA**”) has been entered into between the Company, certain existing shareholders of the Target Company and other parties, the Target Company and Hella Infra Market Private Limited (“**Acquirer**”). Pursuant to the SSPA, *inter alia*, the Acquirer has agreed to acquire equity shares of the Target Company from certain existing shareholders of the Target Company, including 7,45,098 equity shares held by the Company, at a price of INR 1,722.25 (Indian Rupees One Thousand Seven Hundred Twenty-Two and Twenty-Five Paise only) per equity share. As a result of this, the Company would receive an aggregate consideration of INR 128,32,45,030.50 (Indian Rupees One Hundred Twenty-Eight Crores Thirty-Two Lakhs Forty-Five Thousand Thirty and Fifty Paise only) for sale of its stake in the Target Company. Further, if the closing is not achieved within specified timelines, the Acquirer is required to pay interest to the sellers (including the Company) at the rate of 9% per annum for the period of delay in the manner agreed between the parties.

The completion of the proposed transaction under the SSPA shall remain subject to fulfilment of conditions precedent as agreed between the parties under the definitive agreements.

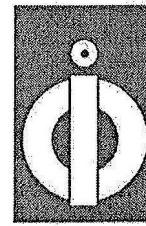
The details required under the Regulation 30 of the SEBI LODR Regulations read with paragraph B (5) of Annexure I of SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, with respect to the SSPA are set out in Annexure A.

Kindly take this information on record.

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

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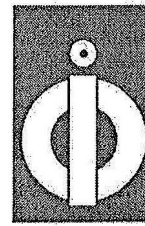
**Mr Ashok Bhawnani**  
**Director**



**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> June 2023 (“SSPA”) has been executed amongst: (a) Omnitex Industries (India) Limited (“Company”), Strata Systems, Incorporated, Mrs. Indira Ramakrishnan, Mr. Chandrashekar Kanade, Ashok M Bhawnani, Mr. Gul Ramchand Advani, Mr. Rajesh Gul Advani, Mrs. Manorma Dalmia, Mrs. Shaily Saraogi (collectively the “Sellers”), (b) Strata Geosystems (India) Private Limited (“Target Company”); (c) Glen Raven Technical Fabrics, LLC; and (d) Hella Infra Market Private Limited (“Acquirer”).
2.	<b>Purpose of entering into the agreement</b>	The Company has entered into the SSPA to record inter-alia the terms of the sale of 7,45,098 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 128,32,45,030.50 (Indian Rupees One Hundred Twenty-Eight Crores Thirty-Two Lakhs Forty-Five Thousand Thirty and Fifty Paise only) for sale of its stake in the Target Company. Further, if the closing is not achieved within specified timelines, the Acquirer is required to pay interest to the Sellers at the rate of 9% per annum for the period of delay in the manner agreed between the parties.
4.	<b>Shareholding, if any, in the entity with whom the agreement is executed</b>	The Company holds 7,45,098 equity shares of the Target Company representing 18.63% of its paid-up share capital (on a fully diluted basis).
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>	(i) The SSPA is subject to certain conditions precedents, including receipt of certain consents from exiting lenders of the Target Company.  (ii) The Sellers (including the Company) are subject to:  (a) non-compete and non-solicit restrictions for certain period post consummation of the transaction; and  (b) certain indemnity obligations.



6.	<p><b>Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship.</b></p>	<p><b>Strata Systems, Incorporated:</b> Holding 50% equity in Target Company.  <b>Glen Raven Technical Fabrics, LLC:</b> Holding 100% equity interest in Strata Systems Incorporated.  <b>Mr. Ashok M Bhawnani:</b> Director and member in the Company and Target Company.  <b>Mr. Gul Ramchand Advani:</b> Brother-in-law of Mr. Ashok Bhawnani.  <b>Mr. Rajesh Gul Advani:</b> Son of Mr. Gul Ramchand Advani,  <b>Mrs. Manorma Dalmia:</b> Spouse of Mr. Narendra Dalmia, director and member of Target Company and the Company.  <b>Mrs. Shaily Saraogi:</b> Daughter of Mr. Narendra Dalmia, director and member of Target Company and the Company.  <b>Mrs. Indira Ramakrishnan:</b> Spouse of Mr. J Ramakrishnan, AVP in the Target Company and director and member of the Company.  <b>Mr. Chandrashekar Kanade:</b> COO and Head Manufacturing of the Target Company.  <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 Bhawnani, Mr Gul Advani &amp; Mr Rajesh Advani, )  <b>Acquirer:</b> The Acquirer is not related to the current promoters/ promoter group/ group companies of the Company.</p>
7.	<p><b>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"</b></p>	<p>Not applicable</p>
8.	<p><b>In case of issuance of shares to the parties, details of issue price, class of shares issued</b></p>	<p>Not applicable. No equity shares are being issued by the Company pursuant to the SSPA.</p>
9.	<p><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></p>	<p>Not applicable.</p>