



Date : August 01, 2025

To,
The Manager (Listing)
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400001

Scrip Code: 543542

Subject : Outcome of Meeting of the Board of Directors of Kesar India Limited (“the Company”) in accordance with Regulation 30 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

With reference to the captioned subject and in terms of the provisions of Regulation 30 read with other applicable regulations of the SEBI (LODR) Regulations, we wish to inform your good office that the Board of Directors of the Company, at its meeting held today i.e., August 01, 2025, has considered and approved, inter alia, a **Preferential Issue** aggregating to approximately **₹291.72 crore**. The issue comprises allotment of **Fully Convertible Warrants** aggregating to ₹244.68 crore. Further, the Company will issue Fully Convertible Warrants aggregating to ₹43.99 crore, out of which ₹10.99 crore (representing the application amount) will be adjusted towards conversion of an existing loan, and the balance ₹32.99 crore will be received in cash from the respective allottees. In addition, the Company will also issue Equity Shares aggregating to ₹3.04 crore.

As mentioned above in the total Preferential Issue of up-to Rs. 291.72 crore, the Promoter and Promoter Group will be infusing an aggregate amount of upto ₹121 Crore, through subscription to Fully Convertible Warrants, and the Non-Promoter Category allottees will be contributing an aggregate amount of ₹170.72 Crore through subscription to Fully Convertible Warrants and/or Equity Shares.

Details of the above-mentioned approvals is as following:

1. The Board of Directors have considered and approved, Preferential Issue of **Fully Convertible Warrants** (“Warrants”), for an aggregate amount of up to **Rs. 2,44,67,95,400/-**, at an issue price as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into equivalent number of fully paid-up equity shares of face value of Rs.10 each/-, **for cash**, and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to the **“Promoter and Non- Promoter”** category (**“Proposed Allottees”**) in the manner as follows, subject to the approval of members of the Company and applicable regulatory authorities:

KESAR INDIA LIMITED

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Registered Office: 2nd Floor Saraf Chambers, Mount Road, Sadar, Sadar Bazar, Nagpur 440010 MH India.
CIN: L51220MH2003PLC142989



Sr. No.	Name of the Proposed Allotees	Category (Promoter / Promoter Group/ Non-Promoter)	Amount in Rs. (up to)
1.	Gopal Gupta	Promoter	65,00,01,450
2.	Sachin Gopal Gupta	Promoter Group	1,99,99,700
3.	Pankhuri Yash Gupta	Promoter Group	99,99,850
4.	Shweta Sachin Gupta	Promoter Group	99,99,850
5.	Kesar Lands Private Limited	Promoter Group	3,99,99,750
6.	Kesar Infracon Private Limited	Promoter Group	3,99,99,750
7.	Gunjan Agarwal	Non-Promoter	19,99,99,800
8.	Abhishek Agarwal	Non-Promoter	4,99,99,950
9.	Shilpa R Kothari	Non-Promoter	19,99,99,800
10.	Manjari Agarwal	Non-Promoter	4,99,99,950
11.	Vikas Kataria	Non-Promoter	19,99,99,800
12.	Santosh Kataria	Non-Promoter	19,99,99,800
13.	Dharmendra Bhooraram Prajapat	Non-Promoter	1,99,99,700
14.	Pawan Kripashankar Gupta	Non-Promoter	1,99,99,700
15.	Amrik Singh	Non-Promoter	9,99,99,900
16.	Priyank Dharendra Shah	Non-Promoter	99,99,850
17.	Sonic Overseas (India) Private Limited	Non-Promoter	2,99,99,900
18.	Shree Hanuman Wind-Infra Private Limited	Non-Promoter	1,99,99,700
19.	Pinki Dharmanshu Shah	Non-Promoter	99,99,850
20.	Rakhi Kataria	Non-Promoter	99,99,850
21.	Arpit Dubey	Non-Promoter	99,75,000
22.	Harish Kumar Rajhwani and Purushottam Das Gupta on behalf of Shivaay Trading Company	Non-Promoter	11,99,99,950
23.	Kushal Gupta	Non-Promoter	2,49,99,800
24.	Akashdeep Tejraj Lodha	Non-Promoter	99,99,850
25.	Riddhi Abhinav Chedda	Non-Promoter	99,99,850
26.	Bhisbhuj Lifestyle Private Limited	Non-Promoter	17,99,99,750
27.	Kanhaiya Lal Gupta	Non-Promoter	2,49,99,800
28.	Tushar Atlani	Non-Promoter	99,99,850
29.	Mohit Rajeshkumar Atlani	Non-Promoter	99,99,850
30.	Sharat Khemka	Non-Promoter	68,25,000
31.	Mihir Atlani	Non-Promoter	99,99,850
32.	Yash Suresh Atlani	Non-Promoter	99,99,850
33.	Sumati Rohit Agrawal	Non-Promoter	7,00,00,000
34.	Prachi Pranav Bhagat	Non-Promoter	99,99,850
35.	Pranav Hemant Bhagat	Non-Promoter	99,99,850
36.	Chintan Vijay Makhecha	Non-Promoter	99,99,850
37.	Dhavan Govindram Medtiya	Non-Promoter	99,99,850
38.	Piyush Narayanlal Medtiya	Non-Promoter	99,99,850
39.	Bharat Pukhraj Medtiya	Non-Promoter	99,99,850
Total			2,44,67,95,400

Details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, with respect to the Preferential Allotment is enclosed as **Annexure A**.

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2. The Board of Directors have considered and approved, Preferential Issue of **Fully Convertible Warrants** (“Warrants”), for an aggregate amount of up to Rs. 43,99,99,700/-, at an issue price as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into equivalent number of fully paid-up equity shares of face value of Rs.10 each/-, consideration of which shall be partly adjusted towards the conversion of existing outstanding unsecured loan to the extent of up to Rs. 10,99,99,925/- as the 25% of the application amount payable against Warrants to be issued to the proposed allottees and up to Rs. 32,99,99,775/- in Cash towards the 75% of the amount payable on the conversion of the Warrants issued to the proposed allottees, and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to “**Promoter Group**” Category, subject to the approval of the Shareholders of the Company.

#	Name of the Proposed Allottees	Category (Promoter / Promoter Group/ Non-Promoter)	Amount of Loan to be adjusted towards 25% of the application amount	Amount to be paid in Cash towards 75% of the amount payable on conversion of Warrants
1	Yash Gopal Gupta	Promoter Group	4,99,99,950	14,99,99,850
2	Sangeeta Gopalchand Gupta	Promoter Group	5,99,99,975	17,99,99,925
Total			10,99,99,925	32,99,99,775

*Details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, with respect to the Preferential Allotment is enclosed as **Annexure B**.*

3. The Board of Directors have considered and approved, Preferential Issue of **Equity Shares** having face value of Rs.10/- each of the Company, at an issue price as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, for cash, for an aggregate amount of up to **Rs. 3,03,99,600/-**, to the below-mentioned persons/entities belonging to the “**Non-Promoter**” category (“**Proposed Allottees**”), subject to the approval of members of the Company and applicable regulatory authorities:

#	Name of the Proposed Allottees	Category (Promoter / Promoter Group/ Non-Promoter)	Amount in Rs. (up to)
1	Saroj Gupta and Priya Gupta on behalf of Priya Agro Farms	Non-Promoter	1,19,99,750
2	Femika Amar Doshi	Non-Promoter	99,99,850
3	Sharat Khemka	Non-Promoter	33,25,000
4	Arpit Dubey	Non-Promoter	50,75,000
Total			3,03,99,600

*Details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July, 2023, with respect to this Preferential Issue is enclosed as **Annexure C**.*

4. The Date of the General Meeting for seeking approval of the Shareholders for the above issue and other connected matters will be announced in due course of time.

The meeting of the Board of Directors commenced at 09:00 P.M. and concluded at 09:25 P.M.

The above information is also available on the website of the Company at www.kesarlands.com.

You are requested to kindly take the same on your records.

Thanking you,

Yours faithfully,

For Kesar India Limited

Yash Gopal Gupta
Wholetime Director
DIN: 02331896

Encl.: As above

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Annexure – A

Details on Preferential Allotment in terms of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

S. No.	Particulars	Disclosures		
1.	Type of securities proposed to be issued	Fully Convertible Warrants ('Warrants')		
2.	Type of issuance	Preferential Issue under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable law		
3.	Total number of securities proposed to be issued or total amount for which the securities will be issued	Issue and allotment of Fully Convertible Warrants aggregating to Rs. 2,44,67,95,400/-		
4.	Name and number of the Investor(s)	#	Name	Amount in Rs. (Upto)
		1.	Gopal Gupta	65,00,01,450
		2.	Sachin Gopal Gupta	1,99,99,700
		3.	Pankhuri Yash Gupta	99,99,850
		4.	Shweta Sachin Gupta	99,99,850
		5.	Kesar Lands Private Limited	3,99,99,750
		6.	Kesar Infracon Private Limited	3,99,99,750
		7.	Gunjan Agarwal	19,99,99,800
		8.	Abhishek Agarwal	4,99,99,950
		9.	Shilpa R Kothari	19,99,99,800
		10.	Manjari Agarwal	4,99,99,950
		11.	Vikas Kataria	19,99,99,800
		12.	Santosh Kataria	19,99,99,800
		13.	Dharmendra Bhooraram Prajapat	1,99,99,700
		14.	Pawan Kripashankar Gupta	1,99,99,700
		15.	Amrik Singh	9,99,99,900
		16.	Priyank Dhirendra Shah	99,99,850
		17.	Sonic Overseas (India) Private Limited	2,99,99,900
		18.	Shree Hanuman Wind-Infra Private Limited	1,99,99,700
		19.	Pinki Dharmanshu Shah	99,99,850
		20.	Rakhi Kataria	99,99,850
		21.	Arpit Dubey	99,75,000
		22.	Harish Kumar Rajhwani and Purushottam Das Gupta on behalf of Shivaay Trading Company	11,99,99,950
		23.	Kushal Gupta	2,49,99,800
		24.	Akashdeep Tejraj Lodha	99,99,850
		25.	Riddhi Abhinav Chedda	99,99,850
		26.	Bhisbhuj Lifestyle Private Limited	17,99,99,750
		27.	Kanhaiya Lal Gupta	2,49,99,800
		28.	Tushar Atlani	99,99,850
		29.	Mohit Rajeshkumar Atlani	99,99,850
		30.	Sharat Khemka	68,25,000
		31.	Mihir Atlani	99,99,850
		32.	Yash Suresh Atlani	99,99,850
		33.	Sumati Rohit Agrawal	7,00,00,000
		34.	Prachi Pranav Bhagat	99,99,850
		35.	Pranav Hemant Bhagat	99,99,850
		36.	Chintan Vijay Makhecha	99,99,850
		37.	Dhavan Govindram Medtiya	99,99,850
		38.	Piyush Narayanlal Medtiya	99,99,850
		39.	Bharat Pukhraj Medtiya	99,99,850
		Total		2,44,67,95,400

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S. No.	Particulars	Disclosures
5.	Issue price	At such issue price as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
6.	Tenure/ Conversion	Convertible into equivalent number of Equity Shares of Rs. 10/- each within a maximum period of 18 months from the date of allotment of such Warrants.
7.	Nature of Consideration (Whether cash or consideration other than cash)	Cash

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Annexure – B

Details on Preferential Allotment in terms of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

S. No.	Particulars	Disclosures		
	Type of securities proposed to be issued	Fully Convertible Warrants ('Warrants')		
2.	Type of issuance	Preferential Issue under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable law		
3.	Total number of securities proposed to be issued or total amount for which the securities will be issued	Issue and allotment of Fully Convertible Warrants aggregating to Rs. 43,99,99,700/-		
4.	Name and number of the Investor(s)	#	Name	Amount in Rs. (Up to)
		1	Yash Gopal Gupta	19,99,99,800
		2	Sangeeta Gopalchand Gupta	23,99,99,900
		Total		43,99,99,700
5.	Issue price	At such issue price as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.		
6.	Tenure/ Conversion	Convertible into equivalent number of Equity Shares of Rs. 10/- each within a maximum period of 18 months from the date of allotment of such Warrants.		
7.	Nature of Consideration (Whether cash or consideration other than cash)	Cash		

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Annexure – C

Details on Preferential Allotment in terms of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

S. No.	Particulars	Disclosures		
1.	Type of securities proposed to be issued	Equity Shares		
2.	Type of issuance	Preferential Issue under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable law		
3.	Total number of securities proposed to be issued or total amount for which the securities will be issued	Issue and allotment of Equity Share aggregating to Rs. 3,03,99,600/-		
4.	Name and number of the Investor(s)	#	Name	Amount in Rs. (Upto)
		1	Saroj Gupta and Priya Gupta on behalf of Priya Agro Farms	1,19,99,750
		2	Femika Amar Doshi	99,99,850
		3	Sharat Khemka	33,25,000
		4	Arpit Dubey	50,75,000
		Total		3,03,99,600
5.	Issue price	At such issue price as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.		
6.	Tenure/ Conversion	Not Applicable		
7.	Nature of Consideration (Whether cash or consideration other than cash)	Cash		

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