KESAR
INDIA LIMITED

Date : August 04, 2025

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

Scrip Code : 543542

Subject : Outcome of the Meeting of the Preferential Issue Committee of the Board of Directors of Kesar India Limited ("the Company").

Reference : Outcome of Meeting of the Board of Directors of the Company held on August 01, 2025

Dear Sir/ Madam,

This is in continuation to the outcome of the meeting of the Board of Directors held on August 01, 2025, wherein the Board of Directors of the Company has considered and approved, inter alia, a Preferential Issue aggregating to approximately upto ₹291.72 crore. The issue comprises allotment of Fully Convertible Warrants aggregating upto ₹244.68 crore. Further, the Company will issue Fully Convertible Warrants aggregating upto ₹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 upto ₹3.04 crore.

In this regard, we wish to inform you, that the Preferential Issue Committee of the Board of Directors of the Company, at their meeting held today i.e., August 04, 2025, has inter-alia, considered and approved the following:

1. The approval of members of the Company for the abovementioned Preferential Issue will be taken through ***Annual General Meeting*** ('AGM') of the members of the Company to be held on **Thursday, August 28, 2025.**

2. Took note that in terms of the provisions of Regulation 161 of the Chapter V of the SEBI ICDR Regulations, the '**Relevant Date'** for the purpose of determining the minimum issue price of the Equity shares and/or Fully Convertible Warrants proposed to be issued, shall be **Tuesday, July 29, 2025**.

3. **Accordingly, the details of the above mentioned Preferential Issue based on aforesaid approvals is as following:**

i. Preferential Issue of up to **69,90,844 Fully Convertible Warrants** ("Warrants") at an issue price of **Rs. 350/-** per warrant, determined 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, for an aggregate amount of up to Rs. 2,44,67,95,400/- 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:

Sr. No.	Name of the Proposed Allotees	Category (Promoter / Promoter Group/ Non-Promoter)	No. of Warrants to be allotted (up to)
1.	Gopal Gupta	Promoter	18,57,147
2.	Sachin Gopal Gupta	Promoter Group	57,142
3.	Pankhuri Yash Gupta	Promoter Group	28,571
4.	Shweta Sachin Gupta	Promoter Group	28,571
5.	Kesar Lands Private Limited	Promoter Group	1,14,285
6.	Kesar Infracon Private Limited	Promoter Group	1,14,285
7.	Gunjan Agarwal	Non-Promoter	5,71,428
8.	Abhishek Agarwal	Non-Promoter	1,42,857
9.	Shilpa R Kothari	Non-Promoter	5,71,428
10.	Manjari Agarwal	Non-Promoter	1,42,857
11.	Vikas Kataria	Non-Promoter	5,71,428
12.	Santosh Kataria	Non-Promoter	5,71,428
13.	Dharmendra Bhoorarm Prajapat	Non-Promoter	57,142
14.	Pawan Kripashankar Gupta	Non-Promoter	57,142
15.	Amrik Singh	Non-Promoter	2,85,714
16.	Priyank Dhirendra Shah	Non-Promoter	28,571
17.	Sonic Overseas (India) Private Limited	Non-Promoter	85,714
18.	Shree Hanuman Wind-Infra Private Limited	Non-Promoter	57,142
19.	Pinki Dharmanshu Shah	Non-Promoter	28,571
20.	Rakhi Kataria	Non-Promoter	28,571
21.	Arpit Dubey	Non-Promoter	28,500
22.	Harish Kumar Rajhwani and Purushottam Das Gupta on behalf of Shivaay Trading Company	Non-Promoter	3,42,857
23.	Kushal Gupta	Non-Promoter	71,428
24.	Akashdeep Tejraj Lodha	Non-Promoter	28,571
25.	Riddhi Abhinav Chheda	Non-Promoter	28,571
26.	Bhisbhuja Lifestyle Private Limited	Non-Promoter	5,14,285
27.	Kanhaiya Lal Gupta	Non-Promoter	71,428
28.	Tushar Atlani	Non-Promoter	28,571
29.	Mohit Rajeshkumar Atlani	Non-Promoter	28,571
30.	Sharat Khemka	Non-Promoter	19,500
31.	Mihir Atlani	Non-Promoter	28,571
32.	Yash Suresh Atlani	Non-Promoter	28,571
33.	Sumati Rohit Agrawal	Non-Promoter	2,00,000
34.	Prachi Pranav Bhagat	Non-Promoter	28,571
35.	Pranav Hemant Bhagat	Non-Promoter	28,571
36.	Chintan Viijay Makhecha	Non-Promoter	28,571
37.	Dhavan Govindram Medtiya	Non-Promoter	28,571
38.	Piyush Narayanlal Medtiya	Non-Promoter	28,571
39.	Bharat Pukhraj Medtiya	Non-Promoter	28,571
Total			**69,90,844**

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****.*

ii. Preferential Issue of up to **12,57,142** Fully Convertible Warrants ("**Warrants**") of face value of Rs. 10/- each towards the conversion of outstanding unsecured loan to the extent of up to Rs. 10,99,99,925/- to be adjusted towards the 25% of the application amount payable against Warrants 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 the Warrants issued to the proposed allottees, at an issue price of Rs. 350/- per warrant, determined in terms of Chapter V of SEBI ICDR Regulations, and which are convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs.10 each/-, for cash, for a total aggregate amount of **up to Rs. 43,99,99,700/-**, 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:

Sr. No	Name of the Proposed Allotees	Category (Promoter / Promoter Group/ Non-Promoter)	No. of Warrants to be allotted (up to)	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	5,71,428	4,99,99,950	14,99,99,850
2	Sangeeta Gopalchand Gupta	Promoter Group	6,85,714	5,99,99,975	17,99,99,925
Total			**12,57,142**	**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****.*

iii. Preferential Issue of up to **86,856** Equity Shares having face value of Rs.10/- each of the Company, at an issue price of **Rs.350/-** per equity share, determined 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:

Sr. No.	Name of the Proposed Allotees	Category (Promoter / Promoter Group/ Non-Promoter)	No. of Equity Shares to be allotted (up to)
1	Saroj Gupta and Priya Gupta on behalf of Priya Agro Farms	Non-Promoter	34,285
2	Femika Amar Doshi	Non-Promoter	28,571
3	Sharat Khemka	Non-Promoter	9,500
4	Arpit Dubey	Non-Promoter	14,500
Total			86,856

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****.*

The meeting of the Board of Directors commenced at 09:30 P.M. and concluded at 09:45 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

SACHIN GOPAL GUPTA
Digitally signed by SACHIN GOPAL GUPTA
Date: 2025.08.04 21:56:52 +05'30'

Sachin Gopal Gupta
Managing Director
DIN: 07289877

Encl.: As above

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:

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<tr><th>Sr. No.</th><th>Particulars</th><th colspan="3">Disclosures</th></tr>
<tr><td>1.</td><td>Type of securities proposed to be issued</td><td colspan="3">Fully Convertible Warrants (‘Warrants’)</td></tr>
<tr><td>2.</td><td>Type of issuance</td><td colspan="3">Preferential Issue under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable law</td></tr>
<tr><td>3.</td><td>Total number of securities proposed to be issued or total amount for which the securities will be issued</td><td colspan="3">Issue and allotment of up to 69,90,844 Fully Convertible Warrants</td></tr>
<tr><td rowspan="41">4.</td><td rowspan="41">Name and number of the Investor(s)</td><td>Sr. No.</td><td>Name</td><td>No. of Warrants (upto)</td></tr>
<tr><td>1.</td><td>Gopal Gupta</td><td>18,57,147</td></tr>
<tr><td>2.</td><td>Sachin Gopal Gupta</td><td>57,142</td></tr>
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KESAR INDIA LIMITED (Formerly known as Kesar India Private Limited, Kesar Impex (India) Private Limited)
Website: www.KesarLands.Com, Email: Info@KesarLands.com, **Tel**: +91 712 254 6666, +91 712 256 8888
Registered Office: 2nd Floor, Saraf Chambers, Mount Road, Sadar, Sadar Bazar, Nagpur 440 001 MH India.
CIN: L51220MH2003PLC142989

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:

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Annexure – C

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