

CALLISTA INDUSTRIES LIMITED

CIN: L65921GJ1989PLC098109

Registered Address: -9 GF A-Wing, P.N-53, Mile Stone Complex, Ta- Bardoli,
Surat, Bardoli – 394602

Corporate Address: 5C 2A Gundecha Oncleave Kherani Road Sakinaka,
Andheri East Mumbai 400072, Mumbai, Maharashtra, India, 400072

Email: chplindustries@gmail.com Mobile No. 7977106490

To,

BSE Limited

P J Towers, Dalal Street, Fort,

Mumbai – 400 001

Scrip code – 544391

Subject: Outcome of Board Meeting held on 23rd June, 2026

Reference: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

We would like to inform you that pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board of Directors of the Company in the Board Meeting held today i.e. 23rd June, 2026 at the corporate office of the Company to consider and approve the following:

1. Allotment of Equity Shares:

Allotment of second tranche of 6,50,000 Equity Shares of Rs. 10/- each, fully paid up on Preferential Basis in accordance with the Special resolution passed by the shareholders on 15th December, 2025 read with 2nd Corrigendum dated 04th June, 2026 and pursuant to the In-principle approval received from BSE Limited vide their letter number LOD/PREF/PB/FIP/411/2026-27 dated 19th June, 2026.

The details of allotment are as follows:

Sr. No	Name of the Allottee(s)	No. of Equity Shares	Total Consideration Price
1.	DSD Corpcon LLP	5,00,000	50,00,000/-
2.	Pintu Nathulal Jain	1,50,000	15,00,000/-
TOTAL		6,50,000	65,00,000/-

Consequent to the said allotment, the Paid-up Equity Share Capital of the Company stands increased to Rs. 4,69,65,880/- (Rupees Four Crore Sixty Nine Lakh Sixty five Thousand Eight Hundred and Eighty only) divided into 46,96,588 (Forty Six Lakhs Ninety Six Thousand Five Hundred Eighty-eight only)

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Equity Shares of face value Rs. 10/- each. The new equity shares issued rank pari-passu with the existing equity shares.

The relevant details pertaining to the above as per the SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024 are enclosed as “Annexure A”.

2. Allotment of Warrants:

Pursuant to the approval of the shareholders of the Company obtained at the Annual General Meeting read with 2nd Corrigendum dated 04th June, 2026 and upon receipt of 25% of the issue price, the Company had allotted 12,00,000 (Twelve Lakh) Convertible Equity Warrants at an issue price of Rs. 10/- per warrant, each convertible into one Equity Share, aggregating to Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakh Only), on a preferential basis.

The Company has received 25% of the issue price, i.e., Rs. 2.50/- per warrant, aggregating to Rs. 30,00,000/- (Rupees Thirty Lakh Only), in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. Further, BSE Limited had granted its In-Principle Approval vide Letter No. LOD/PREF/PB/FIP/411/2026-27 dated 19th June, 2026.

The Equity Shares proposed to be allotted upon exercise of the aforesaid warrants shall be fully paid-up and shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividend entitlement and voting rights, from the date of allotment. Such allotment shall be subject to the applicable provisions of law and the provisions of the Memorandum and Articles of Association of the Company.

The details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are enclosed herewith as “Annexure B”.

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3. **Share Purchase Agreement (SPA):**

Executed by M/s. Callista Industries Limited (the Company/Purchaser) with the existing shareholders of M/s. Sadguru Flexibles Packaging Limited (“target Company”) for the acquisition of the entire equity share capital (representing 100% of Paid Up Capital) of M/s. Sadguru Flexibles Packaging Limited pursuant to the approval of the Members of the Company accorded at the Annual General Meeting held on 15th December, 2025 read with the 2nd Corrigendum dated 04th June, 2026.

The Company has executed and delivered the Share Purchase Agreement for acquisition of the Equity Shares of M/s. Sadguru Flexibles Packaging Limited. The acquisition is subject to the fulfilment of the terms and conditions as stipulated under the Share Purchase Agreement. Upon completion of the transaction and satisfaction of all the conditions precedent, M/s. Sadguru Flexibles Packaging Limited shall become a wholly owned subsidiary of the Company.

Further, the Company proposes to invest Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Lakh Only) towards the working capital requirements of the Target Company, in line with the objects of the Preferential Issue as approved by the Members of the Company.

Upon completion of the transaction and satisfaction of all the conditions precedent under the Share Purchase Agreement, M/s. Sadguru Flexibles Packaging Limited shall become a wholly owned subsidiary of the Company.

The Company shall make further intimations to the Stock Exchange upon completion of the transaction and fulfilment of all the terms and conditions of the Share Purchase Agreement.

The Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/PoD1/P/CIR/2023/123 dated 13th July, 2023, is attached as “**Annexure-C**”.

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The Meeting of the Board of Directors of the Company was commenced at 05:50 p.m. and concluded at 06:30 p.m.

Kindly take the same on your record.

FOR CALLISTA INDUSTRIES LIMITED

(Rashmi Ravi Sharma)

Managing Director

DIN: 06618645

Date: 23rd June, 2026

Place: Mumbai

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Annexure A

The disclosures as per the SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024 regarding the conversion of warrants and allotment of equity shares, are as follows:

S. No.	Particulars	Details			
1.	Type of securities issued	Equity shares			
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR / GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment			
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Total no. of securities: 6,50,000 equity shares at Rs. 10/- per share.			
4.	In case of Preferential issue the listed entity shall disclose the following additional details to the Stock Exchange(s)				
	Names and number of the investors:				
	Number of allottee(s)	2			
	Name(s) of the allottee(s)	1. DSD Corpcon LLP (Non-Promoter) 2. Pintu Nathulal Jain (Non-Promoter)			
	Post allotment of securities - outcome of the subscription:				
	Name	Pre Issue Shareholding	Post Issue Shareholding		
		No. of Shares	% of Share holding	No. of Shares	% of Share holding
	DSD Corpcon LLP	-	-	5,00,000	10.64%*
	Pintu Nathulal Jain	-	-	1,50,000	3.20%*

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5.	Issue price/ allotted price (in case of convertibles)	NA
6.	In case of Convertible - intimation on conversion of securities or on lapse of the tenure of the instrument:	NA
7.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	NA

**The shareholding percentage on a fully diluted basis shall be 1.67% for DSD Corpcon LLP and 0.50% for Mr. Pintu Nathulal Jain.*

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Annexure B

Disclosure of Event and Information pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are given below:

Sr.no	Particulars	Description
01	Type of securities proposed to be issued	Convertible Warrants
02	Type of issuance	Preferential allotment, on a private placement basis in accordance with Chapter V of the SEBI ICDR Regulations and other applicable law.
03	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Allotment of 12,00,000 Warrants convertible into equivalent number of Equity shares of face value of Rs. 10/- each of the company at an Issue Price of Rs. 10/- each
04	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):	
a.	Name of Investors and their corresponding subscription of No. of Shares	As per Annexure B-1
b.	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	The details of the shareholding of the allottees in the Company prior to and after the Preferential allotment of warrants has been mentioned in the Annexure A-1. The Company has received Rs. 30,00,000/- (Thirty Lakh Only) towards subscription of 12,00,000 Convertible Warrants (i.e. the 25% of the total

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		<p>issue price towards subscription of the warrants) from the allottees.</p> <p>[Subscription Price of Rs. 2.5/- per warrant entitling the holders of the warrants, to exercise an option to subscribe to 12,00,000 Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each, at an exercise price of Rs. 7.5/- (Issue price being Rs. 10/- per equity share)]</p> <p>The Issue Price of the warrants is 10/- per warrant determined as per the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.</p> <p>The number of investors is 1 (One).</p>
c.	<p>In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument</p>	<p>Each Warrant is convertible into One (1) equity share of Rs. 10 each fully paid up.</p> <p>The conversion can be exercised at any time within a period of 18 months from the date of allotment by making remaining payment of 75% of the total issue price, in one or more tranches, as the case may be and on such other terms and conditions as applicable.</p> <p>All the outstanding warrants in respect of which the holder has not exercised his/ her option, shall lapse by the expiry of 18 Months.</p> <p>The Warrants issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, demerger/</p>

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		realignment, rights issue or undertakes consolidation/ sub-division/ reclassification of equity shares or such other similar events or circumstances requiring adjustments.
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Annexure A-1

Sr.n o	Name of Allottees	Categor y of Allottee s	No. of Convertibl e Warrants Allotted	Pre- Issue Shareholding		Post preferential Issue Shareholding*	
				No. of Shares	%	No. of Shares	%
01	M/s. Koriander Consultant s LLP	Non- Promote r	12,00,000	10,00,00 0	21.52 %	65,00,00 0	21.70 %

****The post-preferential issue shareholding has been computed on a fully diluted basis, assuming that all Convertible Warrants are converted into Equity Shares and all Equity Shares proposed to be issued under the Preferential Issue are fully subscribed.***

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Annexure C

The disclosures as per the SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024 regarding the conversion of warrants and allotment of equity shares, are as follows:

Sr.No	Particulars	Information
1.	Name of the target entity, details in brief such as size, turnover, etc.	Sadguru Flexibles Packaging Private Limited (“SFPPPL”). CIN:- U22203MH2024PLC418389 Authorised Capital- Rs. 20,00,000/- Paid-up Capital (As on date) : Rs. 10,00,000/- Turnover as at March 31, 2025 (Audited): INR 21529.02 (in thousands)
2.	Whether the acquisition / investment would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length”	No. the Acquisition does not falls under the ambit of Related party Transaction.
3.	Industry to which the entity being acquired/invested belongs	Flexibles Packaging & Jewelry Business
4.	Objects and effects of acquisition/investment (including but not limited to, disclosure of reasons for acquisition/investment of target entity,	Expanding its existing business segment, this acquisition will create synergy with existing business and help to enhance the revenue of the company which will yield benefit to already existing

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	if its business is outside the main line of business of the listed entity)	shareholders, stakeholders and established business.
5.	Brief details of any governmental or regulatory approvals required for the acquisition/investment	In-Principal Approval from BSE Limited is received on 19 th June, 2026
6.	Indicative time period for completion of the acquisition/investment	9 to 12 months
7.	Nature of consideration – whether cash consideration or share swap and details of the same	Cash
8.	Cost of acquisition/investment or the price at which the shares are acquired	<p>The total purchase consideration for the acquisition of shares is up to Rs. 3,98,00,000/- (Rupees Three Crore Ninety-Eight Lakh Only).</p> <p>Further, the Company proposes to invest Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Lakh Only) towards working capital requirements in accordance with the objects of the Preferential Issue.</p>
9.	Percentage of shareholding/ control acquired and / or number of shares acquired	100% of the shareholding in SFPL thus making thereby Wholly Owned Subsidiary of the Company
10.	Brief background about the entity acquired/invested in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired/invested entity has presence	<p>The Company is into the business of Flexibles Packaging & Jewelry Business.</p> <p>Date of Incorporation: 02/02/2024</p> <p>Country: India</p> <p>The Turnover of the Company for the Last Three years as follows:</p>

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	and any other significant information (in brief)	FY 2022: NA FY 2023: NA FY 2024: NIL
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