Date: July 31, 2026

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Security Code: 543542

Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Extra-Ordinary General Meeting of the Members.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), we wish to inform you that the Extraordinary General Meeting ("EGM") of the Members of the Company is scheduled to be held on **Tuesday, August 25, 2026, at 05:00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the applicable provisions of the Companies Act, 2013 and the relevant circulars issued by the Ministry of Corporate Affairs and SEBI, to transact the business as set out in the Notice convening the EGM.

Pursuant to the above, please find enclosed the Notice of the Extraordinary General Meeting along with the Explanatory Statement, which is being sent electronically to those Members whose e-mail addresses are registered with the Company/Depositories.

The Company has provided the facility to its Members to cast their votes electronically through remote e-voting as well as e-voting during the EGM on the resolution(s) set out in the Notice. The remote e-voting period shall commence on Saturday, August 22, 2026, at 9:00 A.M. (IST) and shall end on Monday, August 24, 2026, at 5:00 P.M. (IST).

The Notice of the EGM is also available on the website of the Company at www.kesarlands.com.

This is for your information and record.

Thanking you,
Yours faithfully,

For Kesar India Limited

ADITI ANUP DESHMUKH
Digitally signed by ADITI ANUP DESHMUKH
Date: 2026.07.31 21:50:19 +05'30'

Aditi Anup Deshmukh
Company Secretary and Compliance Officer

KESAR INDIA LIMITED
CIN: L51220MH2003PLC142989
Registered Office: 2nd Floor, Saraf Chambers, Mount Road, Sadar, Nagpur, Maharashtra – 440001, India
Email: cs@kesarlands.com | **Website:** www.kesarlands.com

Notice of Extra-Ordinary General Meeting

Notice is hereby given that the Extra-Ordinary General Meeting **("EGM")** of the members of Kesar India Limited **("the Company")** will be held on Tuesday, August 25, 2026, at 05:00 PM (IST) through video conferencing **("VC'')**/ other audio-visual means **("OAVM")** to transact the following business:

Special Business:

Item No. 1: Issuance of up to 17,31,752 Equity Shares of Kesar India Limited ("the Company") on a preferential basis to the shareholders of M/s. Kesar Lands Private Limited ("KLPL") through Share Swap of fully paid-up shares.

To consider and if thought fit to pass, with or without modification(s), the following resolution as a ***Special Resolution:***

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **"Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered with BSE Limited, the **"Stock Exchange"**, where the shares of the Company are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India, as amended **("SEBI")**, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("SEBI ICDR Regulations")**, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("SEBI Listing Regulations")**, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended **("SEBI Takeover Regulations")** and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchange and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up to 17,31,752** (Seventeen Lakh Thirty-One Thousand Seven Hundred and Fifty Two) Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of **Rs. 900/-** (Rupees Nine Hundred Only) per Equity Share **("Subscription Shares")**, which is not less than the price determined in accordance with the provisions of Chapter V of the SEBI ICDR

Regulations, for consideration other than cash, towards the payment of the total purchase consideration of **up to Rs. 1,55,85,77,800/-** (Rupees One Hundred Fifty-Five Crore Eight Five Lakh Seventy-Seven Thousand and Eight Hundred Only) payable by the Company to the shareholders of **M/s. Kesar Lands Private Limited ("KLPL") ("Proposed Allottees")**, for acquisition of **10,000** (Ten Thousand) Fully Paid-up Equity Shares of Face Value of Rs. 10/- each, held by Proposed Allottees **("Purchase Shares")**, on such terms and conditions as agreed by the parties or as may be determined by the Board in accordance with the provisions of SEBI ICDR Regulations and other applicable laws, to the below mentioned allottees belonging to the "**Promoter and Promoter Group**" **("Proposed Allottees")** in the manner as follows:

Sr. No.	Name of the Proposed Allottee	Category	No. of Equity Shares (up to)
1.	Yash Gopal Gupta	Promoter & Promoter Group	8,65,876
2.	Sangeeta Gopalchand Gupta	Promoter & Promoter Group	8,65,876
		Total	**17,31,752**

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, 2018, the Relevant Date for determining the minimum issue price shall be **Friday, July 24, 2026,** which is 30 days prior to the date of the Extraordinary General Meeting **("EGM")** of the shareholders of the Company scheduled to be held on **Tuesday, August 25, 2026.**

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

(i) The Subscription Shares so offered, to be issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottees and will constitute full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution.

(ii) The Subscription Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

(iii) The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(iv) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

(v) The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.

(vi) The Subscription Shares to be allotted to the Proposed Allottees shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

(vii) The Subscription Shares shall be allotted to the Proposed Allottees subject to receipt of the Purchase Shares from the Proposed Allottees i.e., for consideration other than cash.

(viii) No partly paid-up Subscription Shares shall be issued and allotted.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchange, Mr. Yash Gopal Gupta, Wholetime Director, [DIN: 02331896], Mr. Sachin Gopal Gupta, Managing Director, [DIN: 07289877] and/or Ms. Aditi Anup Deshmukh, Company Secretary & Compliance Officer of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

For Kesar India Limited

Sd/-
Aditi Anup Deshmukh
Company Secretary & Compliance Officer

Date: July 29, 2026
Place: Nagpur, Maharashtra

NOTES:

1) The Government of India, Ministry of Corporate Affairs has allowed conducting Extra-Ordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 03/2025 dated September 22, 2025 read with earlier circulars issued in this regard ("MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with earlier circulars in this regard issued by the Securities and Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the EGM through VC/ OVAM. In terms of the said circulars, the EGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per notes of this notice and available at the Company's website: www.kesarlands.com.

2) In line with the aforesaid MCA Circulars and SEBI Circular, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that EGM Notice has been uploaded on the website of the Company at www.kesarlands.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e.,www.evotingindia.com.

3) Pursuant to the aforesaid MCA circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting

4) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5) Shareholders seeking any information with regard to accounts are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.

6) Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

7) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

8) The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters,

Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

9) Process and manner for members opting for voting through electronic means:

i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Tuesday, August 18, 2026 shall be entitled to avail the facility of remote e-voting or e-voting on the date of the EGM and participating at EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, should treat this Notice as intimation only.

iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e., Tuesday, August 18, 2026, shall be entitled to exercise his/her vote either electronically i.e., remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on Saturday, August 22, 2026 at 9.00 a.m. and will end on Monday, August 24, 2026 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e., Tuesday, August 18, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., Tuesday, August 18, 2026.

vii. The Company has appointed PI & Associates, Practicing Company Secretary (Membership No. ACS: 32109; COP No: 16276, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

10) Process for those members whose email ids are not registered:

a) For members holding shares in Physical mode- please provide necessary details like Folio No., Name of shareholder by email to cs@kesarlands.com.

b) Members holding shares in Demat mode can get their E-mail ID and mobile number registered by contacting their respective Depository Participant.

c) Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

11) SHAREHOLDERS INSTRUCTIONS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

i. The voting period begins on Saturday, August 22, 2026 at 9.00 a.m. and will end on Monday, August 24, 2026 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Tuesday, August 18, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI Listing Regulations, 2015 listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat accountholders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email-id in their demat accounts in order to access e-Voting facility.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to aforesaid SEBI Circular dated December 9, 2020, login method for e-Voting and joining virtual meetings for individual shareholders holding securities in Demat mode, is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID

   (ii) For CDSL: 16 digits beneficiary ID,
   (iii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   (iv) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) **If you are a first-time user follow the steps given below:**

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7) After entering these details appropriately, click on "SUBMIT" tab.
8) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10) Click on the EVSN for Kesar India Limited on which you choose to vote.
11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
18) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
    - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
    - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
    - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@kesarlands.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or write to the Company Secretary. Contact details of Company Secretary are as at the top of notice.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

4. Members are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@kesarlands.com. The members who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those Members, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

10. If any Votes are cast by the members through the e-voting available during the EGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kesarlands.com and on the website of CDSL i.e.www.cdslindia.com within two working days of conclusion of the Extra-Ordinary General Meeting of the Company and shall also be communicated to the Stock Exchange where the shares of the Company are listed.

INSTRUCTIONS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILENO. ARE NOT REGISTERED WITH THECOMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

By Order of the Board of Directors
For Kesar India Limited

Sd/-
Aditi Anup Deshmukh
Company Secretary

Regd. Office:
Kesar India Limited
CIN: L51220MH2003PLC142989
2nd Floor, Saraf Chambers, Mount Road, Sadar, Sadar Bazar
Nagpur - 440001 Maharashtra, India,
Email: cs@kesarlands.com
Website: www.kesarlands.com

Date: July 29, 2026
Place: Nagpur, Maharashtra

Explanatory Statement

(Pursuant to Section 102(1) of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications) thereto or re-enactments made thereunder, if any, for the time being in force (the **"Act"**), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

Item No. 1:

The Special Resolution contained in Item No. 1 of this notice, has been proposed pursuant to the provisions of Section 23, Section 42 and Section 62 of the Companies Act, 2013 read with the applicable rules made thereunder, to issue and allot, up to **17,31,752** (Seventeen Lakh Thirty-One Thousand Seven Hundred and Fifty-Two) Equity Shares of the Company of face value of Rs. 10/- each, for consideration other than cash i.e. Swap of Shares, at an issue price of **Rs. 900/-** (Rupees Nine Hundred Only) per equity share, towards payment of the total purchase consideration of up to **Rs. 1,55,85,77,800/-** (Rupees One Hundred Fifty-Five Crore Eight Five Lakh Seventy-Seven Thousand and Eight Hundred Only) payable by the Company to the shareholders of M/s. Kesar Lands Private Limited **("KLPL")**, for acquisition of up to **10,000** (Ten Thousand) Fully Paid-up equity shares of face value of Rs. 10/- each of KLPL, held by the proposed allottees of this Preferential Issue in KLPL, belonging to the "**Promoter and Promoter Group**" category of the Company.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI ICDR Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on **Wednesday, July 29, 2026.**

The approval of the members of the Company is accordingly being sought by way of a '**Special Resolution**' under Sections 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

a. Objects of the Preferential Issue:

The Board of Directors of Kesar India Limited **("the Company")** has decided to make investment by way of acquisition of **10,000** (Ten Thousand) Fully Paid Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, of M/s Kesar Lands Private Limited ("**KLPL**") for an aggregate consideration of up to **Rs. 1,55,85,77,800/-** (Rupees One Hundred Fifty-Five Crore Eight Five Lakh Seventy-Seven Thousand and Eight Hundred Only), at Rs. 1,55,857.78/- per equity share, payable by the Company, by way of a Share Swap through issuance of 17,31,752 Equity Shares of the Company on a Preferential basis.

The proposed preferential issue is to issue and allot up to **17,31,752** (Seventeen Lakh Thirty-One Thousand Seven Hundred and Fifty-Two) Equity Shares of the Company, for consideration other than cash to the shareholders of KLPL to discharge the total consideration of up to **Rs. 1,55,85,77,800/-** (Rupees One Hundred Fifty-Five Crore Eight Five Lakh Seventy-Seven Thousand and Eight Hundred Only) payable by the Company for acquisition of up to **10,000** (Ten Thousand) Fully Paid-up equity shares of Rs. 10/- each of KLPL, as mentioned above.

The acquisition of KLPL will enable the Company to strengthen its presence in the real estate and infrastructure sector by expanding its capabilities in project development, execution and allied activities. The investment is expected to provide access to new business opportunities, enhance the Company's project portfolio and support its long-term growth strategy by creating sustainable value for its stakeholders.

b. Monitoring of Utilization of Funds:

Since the Preferential Issue is being made for consideration other than cash, by way of a share swap, no funds will be received by the Company pursuant to the Issue. Accordingly, the appointment of a Monitoring Agency in terms of Regulation 162A of the SEBI ICDR Regulations is not applicable **("Monitoring Agency")**.

c. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on Wednesday, July 29, 2026, had subject to approval of the members of the Company **("Members")** and such other approvals as may be required, approved the issue of up to 17,31,752 (Seventeen Lakh Thirty-One Thousand Seven Hundred and Fifty-Two) Equity Shares of the Company of face value of Rs. 10/- each, for consideration other than cash i.e. Swap of Shares, at an issue price of Rs. 900/- (Rupees Nine Hundred Only) per equity share, towards payment of the total purchase consideration of up to Rs. 1,55,85,77,800/- (Rupees One Hundred Fifty-Five Crore Eight Five Lakh Seventy-Seven Thousand and Eight Hundred Only), payable by the Company to the shareholders of M/s Kesar Lands Private Limited **("KLPL")**, for acquisition of 10,000 (Ten Thousand) Fully Paid-up equity shares of Rs. 10/- each of KLPL, held by the proposed allottees of this Preferential Issue in KLPL, belonging to the "Promoter and Promoter Group" of the Company.

d. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer:

Except as follows, none of the Promoters, Directors, Key Management Personnel ("KMP") or Senior Management of the Issuer intent to subscribe to the offer:

Sr. No.	Name of the Proposed Allottee	Category	No. of Equity Shares (up to)
1	Yash Gopal Gupta	Promoter & Promoter Group	8,65,876
2	Sangeeta Gopalchand Gupta	Promoter & Promoter Group	8,65,876

e. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue as per Item No. 1 to the 'Promoter and Promoter Group' is likely to be as follows:

Category	Pre-Issue Shareholding Structure [1]		Equity Shares to be allotted Pursuant to share swap	Post issue Shareholding Structure		Post issue Shareholding Structure	
	No. of Shares	%		No. of Shares	%*	No. of Shares	%**
(1) Indian							
(a) Individuals & HUF	2,09,61,773	69.48	17,31,752	2,34,93,525	71.24	2,34,93,525	68.17
(b) Bodies Corporate	2,28,570	0.75	0	2,28,570	0.69	2,28,570	0.66
Sub Total (A)(1)	**2,11,90,343**	**70.23**	**17,31,752**	**2,37,22,095**	**71.93**	**2,37,22,095**	**68.83**
(2) Foreign Promoters							
(a) Individuals	0	0.00	0	0	0.00	0	0.00
(b) Bodies Corporate	0	0.00	0	0	0.00	0	0.00
Sub Total (A)(2)	0	0.00	**0**	0	0.00	0	0.00
Total Promoter shareholding A=A1 +A2	**2,11,90,343**	**70.23**	**17,31,752**	**2,37,22,095**	**71.93**	**2,37,22,095**	**68.83**
(B) Public Shareholding							
B1) Institutional Investors							
a) Indian	400	0.00	0	400	0	400	0.00
b) Foreign	47,98,500	15.90	0	47,98,500	14.55	47,98,500	13.92
Sub Total (B1)	**47,98,900**	**15.90**	**0**	**47,98,900**	**14.55**	**47,98,900**	**13.92**
B2) Central Govt./Stat Govt./POI	**0**	**0**	**0**	0	0	0	0
B3) Non-Institutional Investors							
Individuals	32,77,573	10.86	0	35,54,678	10.78	50,39,530	14.62
Bodies Corporate	3,11,656	1.03	0	3,11,656	0.94	3,11,656	0.90
Others (Including NRI)	5,92,928	1.97	0	5,92,928	1.80	5,92,928	1.72
Sub Total (B3)	**41,82,157**	**13.86**	**0**	**44,59,262**	**13.52**	**59,44,114**	**17.25**
Total Public Shareholding B=B1+B2+B3	**89,81,057**	**29.77**	**0**	**92,58,162**	**28.07**	**1,07,43,014**	**31.17**
C) Non-Promoter - Non-Public	**0**	**0.00**	**0**	**0**	**0.00**	0	0.00
Grand Total (A+B+C)	**3,01,71,400**	**100.00**	**17,31,752**	**3,29,80,257**	**100.00**	**3,44,65,109**	**100.00**

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs. 32,98,02,570 (Rupees Thirty-Two Crore Ninety-Eight Lakh Two Thousand Five Hundred and Seventy Only) divided into 3,29,80,257 (Three Crore Twenty-Nine Lakh Eighty Thousand Two Hundred and Fifty-Seven) Equity Shares of face value of Rs. 10/ each (Rupees Ten Only).

*(**) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis (assuming full conversion of outstanding 12,85,713 Fully Convertible Warrants ("**Warrants**") and allotment of 1,99,139 Equity Shares under Employees Stock Purchase Scheme – 2025 by the Company) i.e. Rs. 34,46,51,090/- (Rupees Thirty-Four Crore Forty-Six Lakh Fifty-One Thousand and Ninety Only) divided into 3,44,65,109 (Three Crore Forty-Four Lakh Sixty-Five Thousand One Hundred and Nine) Equity Shares of face value of Rs. 10/- each.*

Notes:

1. *The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. Friday, July 24, 2026.*
2. *Post-shareholding structure may change depending upon any other corporate action in between.*

f. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, preferential allotment of the said equity shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 1. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

g. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

The Board of Directors of the Company, at their meeting held on May 02, 2026, May 21, 2026, June 04, 2026 and July 27, 2026, have approved the allotment of 14,55,235 Equity Shares, 71,428 Equity Shares, 71,428 Equity Shares and 10,77,105 Equity Shares, respectively, of face value of Rs. 10/- each, pursuant to the conversion of Warrants.

The said securities were issued at a price of Rs. 350/- each on a preferential basis to the below-mentioned allottees:

Sr. No.	Name of the Allottee	Category	Equity Shares allotted pursuant to warrant conversion
1.	Gopal Gupta	Promoter	14,20,953
2.	Harish Kumar Rajhwani and Purushottam Das Gupta on behalf of Shivaay Trading Company	Non-Promoter	3,42,857
3.	Amrik Singh	Non-Promoter	2,85,714
4.	Dharmendra Bhooraram Prajapat	Non-Promoter	57,142
5.	Pawan Kripashankar Gupta	Non-Promoter	57,142
6.	Akashdeep Tejraj Lodha	Non-Promoter	28,571
7.	Pranav Hemant Bhagat	Non-Promoter	28,571
8.	Priyank Dhirendra Shah	Non-Promoter	24,762
9.	Riddhi Abhinav Chedda	Non-Promoter	28,571
10.	Kushal Gupta	Non-Promoter	71,428
11.	Kanhaiya Lal Gupta	Non-Promoter	71,428
12.	Gunjan Agarwal	Non-Promoter	2,58,057

h. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

S. No.	Name of the Proposed Allotee	Category	Name of Ultimate Beneficial Owner
1.	Yash Gopal Gupta	Promoter & Promoter Group	Not applicable as allottee is a Natural Person
2.	Sangeeta Gopalchand Gupta	Promoter & Promoter Group	

i. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue:

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure*		Equity Shares to be allotted pursuant to share swap	Post Issue Shareholding Structure*		Post Issue Shareholding Structure**	
		No. of shares	%		No. of shares	%	No. of shares	%
1.	Yash Gopal Gupta	14,46,904	4.80	8,65,876	23,12,780	7.01	23,12,780	6.71
2.	Sangeeta Gopalchand Gupta	6,86,414	2.28	8,65,876	15,52,290	4.71	15,52,290	4.50

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs. 32,98,02,570 (Rupees Thirty-Two Crore Ninety-Eight Lakh Two Thousand Five Hundred and Seventy Only) divided into 3,29,80,257 (Three Crore Twenty-Nine Lakh Eighty Thousand Two Hundred and Fifty-Seven) Equity Shares of face value of Rs. 10/ each (Rupees Ten Only).

*(**) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis (assuming full conversion of outstanding 12,85,713 Fully Convertible Warrants ("**Warrants**") and allotment of 1,99,139 Equity Shares under Employees Stock Purchase Scheme – 2025 by the Company) i.e. Rs. 34,46,51,090/- (Rupees Thirty-Four Crore Forty-Six Lakh Fifty-One Thousand and Ninety Only) divided into 3,44,65,109 (Three Crore Forty-Four Lakh Sixty-Five Thousand One Hundred and Nine) Equity Shares of face value of Rs. 10/- each.*

Notes:

1. *The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. Friday, July 24, 2026.*
2. *Post-shareholding structure may change depending upon any other corporate action in between.*

j. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

k. Lock-in Period:

(i) Equity Shares being allotted to the Proposed Allottee(s) shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

(ii) The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

l. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the equity shares has been reckoned as **Friday, July 24, 2026,** which is 30 days prior to the date of the Extraordinary General Meeting of the shareholders of the Company scheduled to be held on **Tuesday, August 25, 2026.**

The Equity shares of the Company are listed on BSE Limited **("Stock Exchange")**, and the equity shares are in-frequently traded thereat as per the provisions of Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018.

Further, as this preferential issue includes issuance of more than five per cent of the post issue fully diluted share capital of the Company to the allottees, therefore in accordance with Regulation 166A of the SEBI ICDR Regulations, 2018, the minimum issue price per Equity Share shall be the higher of the price determined through following methods:

i. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations. - *Not Applicable as the equity share of the Company is in-frequently traded at BSE as per the provisions of Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018.*

ii. The price determined through Valuation report of M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV/-E/02/2019/106) i.e., Rs. 813.10/- per Equity Share. The said report is available on the website of the Company at https://kesarlands.com/investors/

iii. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company – *Not Applicable as the Articles of Association of the Company are silent on the determination of floor price/ minimum price of the shares issued on preferential basis.*

Accordingly, the minimum issue price of Equity Share to be issued on a Preferential basis shall be Rs. 813.10/- each and the Board of Directors of the Company has decided to issue Equity Shares at Rs. 900/- each, which is higher than the above-mentioned prices.

Further, as per Regulation 163(3) of SEBI ICDR Regulations, 2018, the Company has procured a Valuation report dated July 29, 2026, determining the value of the subscription shares, from M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV/-E/02/2019/106). The said Report is available at the website of the Company at https://kesarlands.com/investors/

m. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

- The Company hereby undertakes that it shall if required to do so, re-compute the price of the specified securities in terms of the provision of SEBI ICDR Regulations;

- Further, it undertakes that, if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares and Warrants shall continue to be locked-in till the time such amount is paid by the allottees;

- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation163(1)(h) is not applicable.

- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

n. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

o. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. N.	Name of the Proposed Allotee	Current Status	Post Status
1.	Yash Gopal Gupta	Promoter & Promoter Group	Promoter & Promoter Group
2.	Sangeeta Gopalchand Gupta	Promoter & Promoter Group	Promoter & Promoter Group

p. Practicing Company Secretary's Certificate:

The certificate from M/s. Suman Goyal & Associates, Practicing Company Secretaries, certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link https://kesarlands.com/wp-content/uploads/2026/07/2.-PCS-Compliance-Certificate-for-Preferential-Issue-%E2%80%93-29-July-2026.pdf

q. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

Except as provided below, none of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out in Item No. 1 of this Notice:

S. N.	Name of the Proposed Allottee	Category	No. of Equity Shares (up to)
1	Yash Gopal Gupta	Executive Director	8,65,876
2	Sangeeta Gopalchand Gupta	Non-Executive - Non-Independent Director	8,65,876

The Board of Directors of the Company believes that the proposed issue is in the interest of the Company and hence, recommends the resolution as set out in Item No. 1 of this notice for the issue of Equity Shares, on a preferential basis, to the proposed allottees by way of a **Special Resolution**.

For Kesar India Limited

Sd/-
Aditi Anup Deshmukh
Company Secretary & Compliance Officer

Date: July 29, 2026
Place: Nagpur, Maharashtra