



February 15, 2024

To,
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.
Scrip Code: 543542

Dear Sir/Ma'am,

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")
– Notice of Extraordinary General Meeting of Members.**

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting ('EGM') of the Company will be held on Saturday, March 09, 2024 at 11:30 A.M IST. through Video Conferencing / Other Audio-Visual Means. We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall commence on Wednesday, March 06, 2024 at 9:00 A.M IST and ends on Friday, March 08, 2024 at 5 P.M. IST

The copy of the said EGM Notice is also uploaded on the website of the Company i.e., www.kesarlands.com

Kindly acknowledge and take on record the same.

Thanking you,

Yours faithfully,

For Kesar India Limited

Sachin Gopal Gupta
Managing Director
DIN: 07289877

KESAR INDIAL IMITED

(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 2568888

Registered Office: F-101, Jagat Plaza, Law College Square, Amravati Road, Nagpur 440010 India.

CIN: U51220MH2003PLC142989



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given to the Shareholders (**the “Shareholders” or the “Members”**) of Kesar India Limited (**“Company”**) that the First Extra-Ordinary General Meeting of the Company will be held on Saturday, March 09, 2024 at 11.30 a.m. through Video Conferencing / Other Audio-Visual Means to transact the following special business:

1. To approve increase in the Authorised Share Capital of the Company and amendment of Clause V of the Memorandum of Association and in this regard to consider and if thought fit, to pass the following resolution **as an ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or reenactment(s) thereof) and any other applicable provisions of the Act and the rules made thereunder and the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) to Rs. 40,00,00,000/- (Rupees Forty Crore) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment(s) thereof), clause (V) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

V. The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce the capital of the Company and to divide the shares into several classes and to attach thereto respectively such rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorised for the purpose) be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard,

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without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions.”

2. To approve issue of Bonus Equity Shares and in this regard to consider and if thought fit, to pass the following resolution as **an ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Management Act, 1999 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the enabling provisions of the Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the free reserves and/or the securities premium account and/or or such other account as may be considered necessary by Board of Directors of the Company (“the Board”), for the purpose of the issue of bonus equity shares of ₹ 10/- each, credited as fully paidup equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 6 (Six) equity share for every 1 (One) existing equity shares held by the Members.

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RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT the bonus shares so allotted shall subject to the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to SEBI (ICDR) Regulations and Listing Regulations, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be approved by the Board) be and is hereby authorized to fix the “Record Date” for the purpose and to allot the bonus equity shares in accordance with the Articles of Association of the Company and as per provisions of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the approval of the RBI, if applicable and as may be necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, including but not limited to filing of any documents with the Securities and Exchange Board of India, Stock Exchange where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchange and to settle any question, difficulty or doubt that may arise in regard thereto.

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RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

3. To consider and approve the material related party transaction(s) proposed to be entered into by the Company and in this regard to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”), and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with related parties as mentioned in the explanatory statement on such terms and conditions as may be agreed between the Company and related parties for an aggregate value of up to Rs. 4450 Lacs, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or any other Officer(s) /Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**By Order of The Board of Directors
For Kesar India Limited
Sd/-
Sachin Gupta
Managing Director
(DIN: 07289877)**

Regd. Office:

Kesar India Limited
CIN: L51220MH2003PLC142989
F-101 Amravati Road Jagat Plaza-Law College Square,
Nagpur, Maharashtra – 440010, India
Email: cs@kesarlands.com
Website: www.kesarlands.com

Date: February 14, 2024

Place: Nagpur

NOTES:

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed conducting EGM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting prescribing the procedures and manner of conducting the EGM through VC/OVAM. In terms of the said circulars, the Extra-Ordinary General Meeting (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.

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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 Notice and has been uploaded on the website of the Company at www.kesarlands.com. The Notice can also be accessed from the website 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. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 (“Act”) is annexed hereto.
4. 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.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. 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.
7. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

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8. Process and manner for members opting for voting through electronic means:

1. 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.
2. 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., Saturday, March 02, 2024, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
3. 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., Saturday, March 02, 2024, shall be entitled to exercise his/her vote either electronically i.e., remote e-voting or venue voting system on the date of the EGM by following the procedure mentioned in this part.
4. The remote e-voting will commence on Wednesday, 6th March, 2024 at 9.00 a.m. and will end on Friday, 8th March, 2024 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e., Saturday, March 02, 2024 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.
5. 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.
6. 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. Saturday, March 02, 2024.

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7. The Company has appointed CS Vishal Thawani, Practising Company Secretary (Membership No. ACS: 43938; CP No: 17377), to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the EGM, in a fair and transparent manner.

9. Process for those shareholders whose email ids are not registered:

- a) 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 RTA email id kesarindia.ipo@kfintech.com
- b) For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).

10. The instructions for Shareholders for Remote E-Voting are as under:

The e-voting period begins on Wednesday, 6th March, 2024 at 9.00 a.m. and will end on Friday, 8th March, 2024 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., Saturday, March 02, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote 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 account holders, 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.

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

- (i) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 & New System Myeasi 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 & New System Myeasi 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

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	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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.nsd.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.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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
<p>Individual Shareholders (holding securities in demat mode) login through</p>	<p>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-</p>

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their
**Depository
Participants
(DP)**

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 above mentioned 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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

(ii) 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
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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.

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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	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for KESAR INDIA LIMITED.
- (vii) 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.

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The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **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 a Compliance User should be created using the admin login and password. The Compliance 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.

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- 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 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. Shareholders 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. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders 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. Shareholders 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 shareholders 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 shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, 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.

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10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders 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 shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/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 kesarindia.ipo@kfintech.com.
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 22 55 33

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 22 55 33.

**By Order of The Board of Directors
For Kesar India Limited
Sd/-
Sachin Gupta
Managing Director
(DIN: 07289877)**

Regd. Office:

Kesar India Limited
CIN: L51220MH2003PLC142989
F-101 Amravati Road Jagat Plaza-Law College Square,
Nagpur, Maharashtra – 440010, India

Date: February 14, 2024

Place: Nagpur

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ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM No. 1

To approve increase in the Authorised Share Capital of the Company and amendment of Clause V of the Memorandum of Association:

The present Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each. In order to facilitate the issue of bonus equity shares and for meeting future requirements, if any, it is proposed to increase the Authorised Share Capital to Rs. 40,00,00,000/- (Rupees Forty Crore) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten) each. The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

It is also proposed to authorize the Board of Directors of the Company including any Committee thereof to complete all the formalities in connection with the increase of authorised share capital.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approval in terms of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

None of the Directors / Key Managerial Personnel / their relatives is in any way concerned or interested, financially or otherwise in the resolutions.

The Board recommends this resolution as set out in Item no. 1 of the Notice for your approval as an Ordinary Resolution.

ITEM No. 2

To approve issue of Bonus Equity Shares.

The equity shares of your Company are listed and traded on the SME Exchange of BSE Limited. With a view to encourage the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board of Directors in its meeting held on February 14, 2024 considered and approved a bonus issue of 6 (Six) equity shares for

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every 1 (One) existing equity share held as on a record date to be determined by the Company.

Accordingly, resolution of this Notice seeks Members' approval for capitalization of the amount standing to the credit of free reserves and/or the securities premium account on the terms and conditions set out in the resolutions.

The Bonus Equity Shares so allotted shall rank pari passu in all respect with the fully paid-up Equity Shares of the Company as existing on the Record Date.

The Board of Directors and their relatives may be deemed to be interested in the proposed resolution to the extent of their respective shareholding in the capital of the Company and they will be entitled to receive Bonus Shares.

The Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the Item no. 2 of the notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

ITEM No. 3

To consider and approve the material related party transaction(s) proposed to be entered into by the Company.

Pursuant to the provisions of section 188 of the Companies Act, 2013 read with rules made thereunder a company shall not enter into a transaction or transactions, where the transaction or transactions to be entered into as contracts or arrangements of selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to ten percent or more of net worth of the company except with the prior approval of the company by an ordinary resolution.

It is in the above context that Resolution No. 3 is placed for the approval of the Members.

Background, details and benefits of the transaction

Main object of our Company is to undertake real estate development & construction, primarily in the business of developing and constructing of Projects such as Residential & Commercial Plotting, residential, commercial and industrial buildings, colonies, mills and factory's buildings, workshop's building, etc., Company is primarily operating in Nagpur.

The operations of our company cover all aspects of real estate development, from the identification and acquisition of land, the planning, execution and marketing of projects, maintenance and management of completed developments etc.

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Since the promoter, members of promoter group, entities controlled by promoters and the other related parties as mentioned in this explanatory statement have substantial experience in land development activities, and over the years they have already acquired acres of land for their own projects/purposes. Further they also have significant experience in acquiring land and obtaining various local, state and central level statutory permissions (including environmental clearance) for infrastructure development. the Company would get the advantage of complete solution in integrated land development model offered by them, Further, due to synergies of the easy availability of land offered the project execution timelines will get shrunk which will enable the Company to deliver at competitive rates.

The aggregate value of the proposed related party transaction is up to Rs. 4450 Lacs to be entered during next 3 financial years and as it exceeds the materiality thresholds.

The management has provided the relevant details, as required under law, of proposed RPT including material terms and basis of pricing to the Audit Committee. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.

Accordingly, basis the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 3 of the accompanying Notice to the shareholders for approval.

Details of the proposed transactions are as follows:

Sr No	Name of the related party	Nature of relationship	Name of the director or key managerial personnel who is related, if any and nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed Resolution.
1	Global Infra	Entity in which Directors of the Company are partners	Mr. Sachin Gupta, Mr. Yash Gupta, Ms. Sangeeta Gupta (Directors) and Ms. Pankhuri Gupta (KMP)	Purchase/Acquisition of Land situated at Khasra No. 64/3 P.N 31, Nari, Nagpur admeasuring area about 4885 (Sq. ft.) for an amount not exceeding Rs. 100 Lacs.	NA

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2	Gopal Chand Gupta	Promoter	Mr. Sachin Gupta, Mr. Yash Gupta, Ms. Sangeeta Gupta (Directors) and Ms. Pankhuri Gupta (KMP)	Purchase/Acquisition of Land situated at Khasra No. 163/1/2/3/4/ PAIKI 41/42/46/47/48 Bhilgaon, Nagpur admeasuring area about 17,842 (Sq. ft.) for an amount not exceeding Rs. 200 Lacs.	NA
3	Gopal Chand Gupta & Sangeeta Gopal Gupta	Promoter and Member of Promoter Group and Director of the Company.	Mr. Sachin Gupta, Mr. Yash Gupta, (Directors) and Ms. Pankhuri Gupta (KMP)	Purchase/Acquisition of Land situated at Khasra No. 108/109/110/111/1 111/2 / 113/6, 108/109/110/111/1 111/2 113/1, 108/109/110/111/1 111/2 113/354, 108/109/110/111/1 111/2/ 113/355, 108/109/110/111/1 111/2/113/357 Yerkheda Kamptee Nagpur admeasuring area about Nagpur admeasuring area about 198394 (Sq. ft.) for an amount not exceeding Rs. 2000 Lacs.	NA
4	Gopal Chand Gupta & Sangeeta Gopal Gupta	Promoter and Member of Promoter Group and Director of the Company.	Mr. Sachin Gupta, Mr. Yash Gupta, (Directors) and Ms. Pankhuri Gupta (KMP)	Purchase/Acquisition of Land situated at Khasra No. 1249,1250,1251/1 Lendra Nagpur admeasuring area about Nagpur admeasuring area about 6997 (Sq. ft.) for an amount not exceeding Rs. 700 Lacs.	NA
5	Kesar Infracon Private Limited	Enterprise wherein the Director or Relative of Director of the company are the Director / Shareholder	Mr. Sachin Gupta, Mr. Yash Gupta, Ms. Sangeeta Gupta (Directors) and Ms. Pankhuri Gupta (KMP)	Purchase/Acquisition of Land situated at Khasra No. 151, 161, 164, 166, 171, 176, 187, 189, 190, 195, 196 Panubali Kalmeshwar Nagpur admeasuring area about 1532778 (Sq. ft.) for an amount not exceeding Rs. 200 Lacs.	NA
6	Kesar Lands Private Limited	Enterprise wherein the Director or Relative of Director of	Mr. Sachin Gupta, Mr. Yash Gupta, Ms. Sangeeta Gupta (Directors)	Purchase/Acquisition of Land situated at Khasra No. 144, 148, 150, 152, 154, 155, 156, 157, 160, 162, 163, 170, 185, 165 Panubali Kalmeshwar	NA

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		the company are the Director / Shareholder	and Ms. Pankhuri Gupta (KMP)	Nagpur admeasuring area about 1346563 (Sq. ft.) for an amount not exceeding Rs. 150 Lacs	
7	Sangeeta Gopal Gupta	Member of Promoter Group and Director of the Company.	Mr. Sachin Gupta, Mr. Yash Gupta, (Directors) and Ms. Pankhuri Gupta (KMP)	Purchase/Acquisition of Land situated at Khasra No. K.H 163/1/2/3/4/ PAIKI 11/12/31 Bhilgaon Kamptee Nagpur admeasuring area about 12916.8 (Sq. ft.) for an amount not exceeding Rs. 200 Lacs	NA
8	Sangeeta Gopal Gupta & Yash Gopal Gupta	Members of Promoter Group and Directors of the Company.	Mr. Sachin Gupta, Directors and Ms. Pankhuri Gupta (KMP)	Purchase/Acquisition of Land situated at Khasra No. 151/1/2/1/2/3/4 Bhilgaon Kamptee Nagpur admeasuring area about 29494.54 (Sq. ft.) for an amount not exceeding Rs. 400 Lacs	NA
9	Yash Gopal Gupta	Members of Promoter Group and Director of the Company.	Mr. Sachin Gupta, Ms. Sangeeta Gupta Directors and Ms. Pankhuri Gupta (KMP)	Purchase/Acquisition of Land situated at Khasra No. 163/1/2/3/4/ PAIKI 2/3/4/5 Bhilgaon Kamptee Nagpur admeasuring area about 13144.24 (Sq. ft.) for an amount not exceeding Rs. 200 Lacs	NA
10	Yash Gopal Gupta	Members of Promoter Group and Director of the Company.	Mr. Sachin Gupta, Ms. Sangeeta Gupta Directors and Ms. Pankhuri Gupta (KMP)	Purchase/Acquisition of Land situated at Khasra No. 105, 133, 134, 112/1, 112/2, 130, 131 Kokarda Kalmeshwar Nagpur admeasuring area about 927848 (Sq. ft.) for an amount not exceeding Rs. 100 Lacs	NA
11	Yash Gopal Gupta	Members of Promoter Group and Director of the Company.	Mr. Sachin Gupta, Ms. Sangeeta Gupta Directors and Ms. Pankhuri Gupta (KMP)	Purchase/Acquisition of Land situated at Khasra No. 139/1, 146, 147, 149, 152, 153, 154, 155, 167, 168, 169, 186, 198/1 199, 203, 208, Panubali Kalmeshwar Nagpur admeasuring area about 1621042 (Sq. ft.) for an amount not exceeding Rs. 200 Lacs	NA

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Mr. Yash Gupta, Mr. Sachin Gupta and Ms. Sangeeta Gupta, Directors of the Company and Ms. Pankhuri Gupta, Chief Financial Officer of the Company are deemed to be interested or concerned in the said resolution. None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

By Order of The Board of Directors

For Kesar India Limited

Sd/-

**Sachin Gupta
Managing Director
(DIN: 07289877)**

Regd. Office:

Kesar India Limited

CIN: L51220MH2003PLC142989

F-101 Amravati Road Jagat Plaza-Law College Square,
Nagpur, Maharashtra – 440010, India

Email: cs@kesarlands.com

Website: www.kesarlands.com

Date: February 14, 2024

Place: Nagpur

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