



Kesar India Limited

CIN: L51220MH2003PLC142989

Registered Office: 2nd Floor, Saraf Chambers, Mount Road, Sadar Bazar, Nagpur 440 001.

Website: www.KesarLands.Com, **Email:** Info@KesarLands.com, **Tel:** +91 712 254 6666

NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Member(s),

NOTICE is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and the Rules, General Circulars No.14/2020 dated April 8, 2020 and No. 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with relevant SEBI Circulars and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations, including any statutory modifications or re-enactment thereof for the time being in force, the resolutions appended below are proposed to be passed as Special Resolutions for approval of the Members of Kesar India Limited ("the Company") through Postal Ballot by voting through electronic means ("remote e-voting") only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

Members' consent is requested for the proposal contained in the Special Resolutions appended below. An explanatory statement pursuant to Sections 102 and 110 of the Act setting out all material facts and reasons for the proposed resolutions, along with instructions/procedure for Remote E-voting is annexed hereto for your consideration.

SPECIAL BUSINESS

1. To consider and approve the appointment of Mr. Ishwar Lal (DIN 11224914) as an Independent Director of the Company:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s), or reenactment thereof for the time being in force), Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to the provisions of Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Appointment of Mr. Ishwar Lal (DIN 11224914), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from September 08, 2025 in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of a Director, as an Independent Director of the Company to hold office for a first term of 5 (Five) consecutive years commencing from September 08, 2025 upto September 07, 2030 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

2. To consider and approve the appointment of Mr. Akshay Vinod Parmar (11287143) as an Independent Director of the Company:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s), or reenactment thereof for the time being in force), Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to the provisions of Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for

appointment of Appointment of Mr. Akshay Vinod Parmar (11287143), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from September 08, 2025 in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of a Director, as an Independent Director of the Company to hold office for a first term of 5 (Five) consecutive years commencing from September 08, 2025 upto September 07, 2030 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

3. To approve the listing/trading of Equity Shares of the Company from SME Platform of BSE Limited to Main Board of BSE Limited (“BSE”) as well as on the Main Board of National Stock Exchange of India Limited (“NSE”).

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

Note: In accordance with Regulations 277 read with 280(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by Shareholders other than Promoter shareholders against the proposal.

“RESOLVED THAT pursuant to the provisions of Regulations 277 read with 280 (2) and other relevant provisions, if any of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations” or “SEBI-LODR”), the Securities Contracts (Regulation) Act, 1956 (the “SCRA”) and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder as well as other applicable and relevant securities laws, including any amendment, modification, variation or re-enactment thereof and subject to the approval of BSE Limited (“BSE”) and National Stock Exchange of India Limited (NSE) and subject to the approval of other statutory authorities or any other person or entities, if any and in accordance with the eligibility criteria for migration from BSE SME Exchange to BSE Limited Main Board as well as Main Board of National Stock Exchange of India Limited as specified by BSE and NSE and other applicable laws, the consent of the members of the Company, be and is hereby accorded for Migration of Equity Shares of the Company which are currently listed on SME platform of BSE Limited to the Main Board of BSE Limited as well as Main Board of National Stock Exchange of India Limited and upon Migration the said Equity to get listed and traded on the capital segment (Main Board) of BSE and NSE, from the date of approval of Migration/ getting listed and admitted to be dealt on Main Board of BSE and NSE as and when the Company is eligible for the same and to follow such procedures as specified by SEBI-ICDR

and other applicable regulations and requirements notified by SEBI /regulatory authorities including BSE and NSE as amended from time to time for migration to Main Board, subject to necessary approvals and eligibility criteria prescribed by the BSE, NSE and SEBI.

RESOLVED FURTHER THAT the Board of Directors and/or any one of the Key Managerial Personnel including the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfil all such legal formalities in the connection and to form any committee if it think and deem fit including but not limited to deal with any government or semi-government authorities or any other concerned intermediaries including but not limited to BSE and/or NSE, Securities and Exchange Board of India (SEBI), Registrar of Companies, Registrar and Transfer Agent (RTA), National Securities Depository Limited (NSDL), Central Depository Securities (India) Limited (CDSL) and also to make application/s to BSE and NSE for the migration of the Equity Shares of the Company from SME Platform of BSE Limited to the Main Board of BSE and NSE, appoint and engage such professional(s) and advisor(s) as they deem appropriate and to fix and pay fees and remuneration, and also to finalise, execute, file and submit the Information Memorandum, certificates, undertakings, confirmations, agreements, contracts and such other documents, papers, writing and instruments as may be necessary and to accept and carry out any modifications, alteration or changes therein, without any need to refer back the matter to the members of the Company for their approval and also to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to apply, modify, rectify, re-apply, renew, refile and submit any application and/or related documents on behalf of the Company and to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution.”

4. To consider and approve sale / disposal / transfer of Land of the Company:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to sell, transfer, convey, assign or otherwise dispose of the Company’s land, in particular the pieces and parcels of land admeasuring approximately 19.11 hectare situated at Mauza Takli, Tahsil Hingna, District Nagpur with a clear and marketable title free from all encumbrances and claims (hereinafter referred to as “the said property”) to any person(s) and/or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

FURTHER RESOLVED THAT the Board and such other officer as may authorized by the Board be and are hereby severally authorized to do and perform or cause to be done or perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard including without limitation, finalizing the suitable lessee(s)/purchaser(s)/ assignee(s), developer as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, finalizing the terms and conditions, negotiating, finalizing and executing necessary agreements, memoranda, deeds of novation/assignment/conveyance and such other documents as may be deemed necessary, expedient or desirable in its own discretion and in the best interest of the Company 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.”

**By Order of the Board of Directors
For Kesar India Limited
Sd/-
Toshiba Jain
Company Secretary**

Registered 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

Place: Nagpur

Date: October 07, 2025

Notes:

1. Explanatory statement pursuant to Section 102 read with Section 110 of the Act and Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice is annexed hereto.
2. In compliance with the MCA circulars, the Postal Ballot Notice is being sent only by electronic mode to those Members, whose names appear in the Register of Members/List of Beneficial Owners as on Friday, October 03, 2025 (Cut-off Date) and whose e-mail addresses are registered with the Company/Depositories. For members who have not registered their email ids, please follow instructions given under this notice.
3. Members may note that the Postal Ballot Notice will also be available on the website of the Company at www.kesarlands.com website of the Stock Exchange i.e. BSE at www.bseindia.com and on the website of Central Depository Services India Limited ("CDSL") at www.evotingindia.com.
4. Pursuant to Rule 22(5) of the Rules, the Company has appointed Mr. Vishal Thawani Practising Company Secretary (Membership No. ACS 43938 CP No. 17377) as the scrutinizer (the "Scrutinizer") for conducting the Postal Ballot and voting by electronic means ("e-voting") process in a fair and transparent manner.
5. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by CDSL. Members can vote only through the Remote E-voting provided by CDSL and are requested to read the instructions on the same under the Notes to this Postal Ballot Notice. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, October 03, 2025 i.e. Cut-off Date, will be considered for the purpose of e-voting. Hence, physical copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope are not being sent to the Members.
6. The voting rights for equity shares is one vote per equity share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, October 03, 2025 i.e. Cut-off Date. A person who is not a shareholder on the relevant date should treat this Notice for information purpose only.
7. The remote e-voting period shall commence on Friday, October 10, 2025 from 9:00 a.m. (IST) and shall end on Saturday, November 08, 2025 at 5:00 p.m. (IST) The remote e-voting module shall be disabled by CDSL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on Friday, October 03, 2025 i.e. Cut-off Date may cast their vote electronically. Once the vote on a resolution is cast by the Shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again. Members are requested to cast their vote through the Remote E-voting process not later than 5:00 p.m. (IST) on November 08, 2025 at 5:00 p.m. to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
8. The vote in this Postal Ballot cannot be exercised through proxy. Non-individual Members (i.e., Institutional / Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in JPEG/PDF format) of a duly certified Board Resolution authorizing their representative(s) to vote

on their behalf, pursuant to Section 113 of the Act, to the Scrutinizer at vishal@pcsvta.com.

9. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of postal ballot through the Remote E-voting process will be announced by the Chairman or any person authorised by him, on or before Monday, November 10, 2025 and results along with report of scrutinizer will also be displayed on the website of the Company www.kesarlands.com, besides being communicated to the Stock Exchange, Depositories and Registrar and Share Transfer Agent.
10. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for Remote E-voting, i.e. November 08, 2025 and as if they have been passed at a general meeting of the Members.

11. Voting through electronic means:

In terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 (SEBI Circular) read with SEBI Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities dated November 11, 2024, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any amendments thereto, the 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 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.

The Company is pleased to provide the e-voting facility to its eligible Members to exercise their right to vote by electronic means on the businesses specified in the Postal Ballot Notice. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means.

The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, i.e. Friday, October 03, 2025.

Pursuant to Rule 22(5) of the Rules, the Company has appointed Mr. Vishal Thawani Practising Company Secretary (Membership No. ACS 43938 CP No. 17377) as the scrutinizer (the "Scrutinizer") for conducting the Postal Ballot and voting by electronic means ("e-voting") process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of postal ballot through the Remote E-voting process will be announced by the Chairman or any person authorised by him, on or before Monday, November 10, 2025 and results along with report of scrutinizer will also be displayed on the website of the Company www.kesarlands.com, besides being communicated to the Stock Exchange, Depositories and Registrar and Share Transfer Agent.

12. Instructions for Remote E-Voting

- (i) The Remote e-Voting period begins on Friday, October 10, 2025, 09:00 a.m. (IST) and ends on Saturday, November 08, 2025, 5:00 p.m. (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, October 03, 2025, (including those Members who are Members on the cut-off date and who may not receive this postal ballot notice due to nonregistration of their email address with RTA or the DPs, as applicable) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Login method for e-Voting for Individual Members holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see eVoting page of the e-Voting service provider for casting your vote during the Remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an eVoting 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Members holding securities in demat mode with NSDL	1) “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 the name of the Company 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. 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 eVoting 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 the name of the Company 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
Individual Members (holding securities in demat mode) login through their Depository Participants	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 name of the Company 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.

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

Login type	Helpdesk details
Individual Members 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 toll free no. 1800 21 09911.
Individual Members 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.: 022-4886 7000 and 022-2499 7000

(iii) Login method for e-Voting for Members other than individual Members holding in Demat form & physical Members:

- 1) The Members should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Members” 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. Members 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:

	Login Method for E-voting other than Individual Members holding securities in demat mode and Members holding securities in physical mode.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members). Members 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 the Company, please enter the member id / folio number in the Dividend Bank details field.

(iv) After entering these details appropriately, click on “SUBMIT” tab.

(v) 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 on 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.

(vi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vii) Click on the EVSN for the relevant < KESAR INDIA LIMITED > on which you choose to vote.

(viii) 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.

(ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(x) 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.

(xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiii) 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.

(xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xv) Facility for Non – Individual Members and Custodians –Remote e-Voting

- Non-Individual Members (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 accordingly and can be delinked in case of any 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.
- Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: vishal@pcsvta.com with a copy to evoting@cdslindia.com and to the Company at cs@kesarlands.com. They may also upload the same in the e-voting module in their login.

It should reach the Scrutinizer and the Company by email not later than November 08, 2025 (5:00 p.m. IST)

(xvi) Process for those Members whose Email/ Mobile No. are not registered with the Company/Depositories.

- a. For Physical Members- 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) along with Form ISR -1 (as available on the website of the Company) by email to cs@kesarlands.com

- b. For Demat Members - Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat Members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding 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, Central Depository Services (India) Limited (CDSL), 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 at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS, ALONG WITH THE RATIONALE FOR RECOMMENDATION OF THE ITEMS OF BUSINESS BY THE BOARD OF DIRECTORS.

Item No. 1

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. ISHWAR LAL (DIN 11224914) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors at their meeting held on September 08, 2025, based on the recommendation of the Nomination and Remuneration Committee appointed Mr. Ishwar Lal (DIN: 11224914) as an Additional Director (Independent) of the Company for a first term of 5(five) consecutive years commencing from September 08, 2025 upto September 07, 2030 and he shall not be liable to retire by rotation.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mr. Ishwar Lal shall hold office until the date of the next General meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Ishwar Lal is eligible to be appointed as an Independent Director for the first term of 5 (Five) consecutive years. The Company has received notice under Section 160 of the Act from a member proposing his candidature as an Independent Director of the Company.

He is a Qualified Practicing Chartered Accountant with of experience in Taxation, Audit, Accounting, finance, law, corporate governance, technology, etc. His core competencies include taxation, corporate governance, regulatory compliance, strategic planning, and financial management, making him well-suited for board-level responsibilities.

The Company has received from Mr. Ishwar Lal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Mr. Ishwar Lal has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, he has confirmed that he has not been debarred from holding office of a director by virtue of any Order passed by SEBI or any other such authority and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Ishwar Lal has long experience and expertise in Taxation, Audit, Accounting, finance, law, corporate governance, technology etc. The Company looks forward to benefiting from his diverse skill set to expand its value creation initiatives.

In the opinion of the Board, Mr. Ishwar Lal fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards as on the date of the Notice are provided in the “Annexure” to the Notice. He shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings. Copy of draft letter of appointment of Mr. Ishwar Lal setting out the terms and conditions of his appointment is available on the website of the Company at www.kesarlands.com.

Except Mr. Ishwar Lal, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution, as set out in Item No. 1 of the Notice, for approval by the Members.

Item No. 2

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. AKSHAY VINOD PARMAR (DIN: 11287143) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors at their meeting held on September 08, 2025, based on the recommendation of the Nomination and Remuneration Committee appointed Mr. Akshay Vinod Parmar (DIN: 11287143) as an Additional Director (Independent) of the Company for a first term of 5 (five) consecutive years commencing from September 08, 2025 upto September 07, 2030 and he shall not be liable to retire by rotation.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mr. Akshay Vinod Parmar shall hold office until the date of the next General meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Akshay Vinod Parmar is eligible to be appointed as an Independent Director for the first term of 5 (Five) consecutive years. The Company has received notice under Section 160 of the Act from a member proposing his candidature as an Independent Director of the Company.

He is a Qualified Practicing Chartered Accountant with over Nine years of experience in Taxation, Audit, Accounting, finance, law, corporate governance, technology, etc., with a proven track record in leadership, strategy, compliance, and risk oversight. His core competencies include taxation, corporate governance, regulatory compliance, strategic planning, and financial management, making him well-suited for board-level responsibilities.

The Company has received from Mr. Akshay Vinod Parmar (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Mr. Akshay Vinod Parmar has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, he has confirmed that he has not been debarred from holding office of a director by virtue of any Order passed by SEBI or any other such authority and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Akshay Vinod Parmar has _ in Taxation, Audit, Accounting, finance, law, corporate governance, technology, etc. The Company looks forward to benefiting from his diverse skill set to expand its value creation initiatives.

In the opinion of the Board, Mr. Akshay Vinod Parmar fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards as on the date of the Notice are provided in the “Annexure” to the Notice. He shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings. Copy of draft letter of appointment of Mr. Akshay Vinod Parmar setting out the terms and conditions of his appointment is available on the website of the Company at www.kesarlands.com.

Except Mr. Akshay Vinod Parmar, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution, as set out in Item No. 2 of the Notice, for approval by the Members.

Item 3

TO APPROVE THE LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM OF BSE LIMITED TO MAIN BOARD OF BSE LIMITED (“BSE”) AS WELL AS ON THE MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”).

The equity shares of your Company are presently listed on the SME Platform of the BSE Limited (BSE SME). Over time, the Company has achieved significant growth in its business operations, financial performance, and market reputation. With a view to facilitate increased market participation, enhanced visibility, improved liquidity of its equity shares, and to unlock greater value for all stakeholders, the Board of Directors has approved the proposal to migrate the Company's listing from the BSE SME Platform to the Main Board of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

The proposed migration will not only broaden the shareholder base of the Company by attracting participation from institutional investors and larger public stakeholders but also improve the Company's brand image, credibility, and long-term financing capabilities.

The Board at its meeting held on Tuesday October 07, 2025, has approved the proposal for migration and now seeks the consent of the shareholders by way of special resolution as required under Regulation 277 of the SEBI ICDR Regulations and relevant provisions of the Companies Act, 2013.

Pursuant to Regulation 277 of the SEBI (ICDR) Regulations, 2018, this resolution shall be acted upon only if and only if the votes cast by shareholder other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The migration is subject to the prior approval of BSE and NSE, and other regulatory authorities, as may be applicable.

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

As this resolution would be in the interest of the Company and all its stakeholders, the Board of Directors recommend passing of this resolution.

Item 4

TO CONSIDER AND APPROVE SALE / DISPOSAL / TRANSFER OF LAND OF THE COMPANY

The Company currently owns various lands being real estate company, including pieces and parcels of land admeasuring approximately 19.11 hectare situated at Mauza Takli, Tahsil Hingna, District Nagpur. These lands has a clear and marketable title and is free from all encumbrances and claims.

The Board of Directors has identified significant challenges in utilizing the said land effectively for the Company's operations. In light of the constraints, the Board believes that retaining this property does not align with the Company's long-term strategic goals.

To enable this sale, the Board proposes to sell, transfer, convey, assign or otherwise dispose of the aforementioned land to any person(s) and/or entity(ies) as may be determined by the Board. The disposal shall be carried out for such consideration and on such terms and conditions as the Board may deem fit, ensuring the best

interests of the Company and its stakeholders. The Board after due consultation with market agents and considering market conditions, has determined a base price of ₹80,00,00,000 (Rupees Eighty Crores Only) for the proposed sale. The Board is committed to ensuring that the sale process is conducted in a transparent and efficient manner, with due compliance with applicable laws.

The proceeds from the sale shall be utilized for the acquisition of a more strategically suitable parcel of land at a favourable location, offering adequate infrastructure, operational support, and growth potential for the Company. Any surplus funds, if remaining, shall be allocated towards enhancing the Company's working capital requirements in a manner deemed appropriate by the Board.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A (1) of the SEBI Listing Regulations, 2015, sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the consent of the Company by way of a special resolution. As the proposed sale of land falls within the ambit of undertaking as per Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of SEBI Listing Regulations, 2015, it is proposed to obtain approval of the shareholders by special resolution.

The Board of Directors recommends passing the Special Resolution as set out in item No. 4 of the Notice for approval by the shareholders.

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

Registered 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

**By Order of the Board of Directors
For Kesar India Limited**

**Sd/-
Toshiba Jain
Company Secretary**

Place: Nagpur

Date: October 07, 2025

ANNEXURE TO NOTICE

Additional Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India:

Resolution/Item No	1	2
Name of Director	Mr. Ishwar Lal	Mr. Akshay Vinod Parmar
DIN	11224914	11287143
Date of Birth	01-07-1993	06-06-1994
Age	32 years	31 years
Qualification	Chartered Accountant	Chartered Accountant
Date of first appointment on the Board	September 08, 2025	September 08, 2025
Experience including Expertise in specific functional area/ brief resume	For details, please refer to the Explanatory Statement to the Postal Ballot Notice.	For details, please refer to the Explanatory Statement to the Postal Ballot Notice.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	For details, please refer to the Explanatory Statement to the Postal Ballot Notice.	For details, please refer to the Explanatory Statement to the Postal Ballot Notice.
Terms and conditions of appointment	Independent Director for first term of 5 (five) consecutive years commencing from September 08, 2025	Independent Director for first term of 5 (five) consecutive years commencing from September 08, 2025
Remuneration last drawn	Not Applicable	Not Applicable
Remuneration proposed to be paid	For details, please refer to the Explanatory Statement to the Postal Ballot Notice	For details, please refer to the Explanatory Statement to the Postal Ballot Notice
Other Companies in which he is a Director excluding Directorship in Private and Section 8 Companies	NIL	NIL
Names of the Listed Entities from which the Director has resigned in past 3 years	NIL	NIL
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company	NIL	NIL
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies in which he is a Director excluding section 8 companies and private companies.	NIL	NIL
Number of Meetings of the Board attended during the year	Not Applicable	Not Applicable
Shareholding in the Company as on October 07, 2025	Nil	Nil
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None	None