



**August 28, 2025**

To,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001  
**Scrip code: 543542**

Dear Sir/Ma'am,

**Sub: Proceedings of 21<sup>st</sup> Annual General Meeting of the Company.**

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

With reference to the above-mentioned subject, we are hereby submitting the proceedings of the 21<sup>st</sup> Annual General Meeting held on Thursday, August 28, 2025, at 11:30 a.m. and concluded at 11.40 a.m. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the circular issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

This is for your information and necessary records.

Thanking you,

Yours faithfully,

**For Kesar India Limited**

**Toshiba Jain**  
**Company Secretary**



## **PROCEEDINGS OF 21<sup>st</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, AUGUST 28, 2025.**

The 21<sup>st</sup> Annual General Meeting of the members of Kesar India Limited was held on Thursday, August 28, 2025 at 11:30 a.m. and concluded at 11:40 a.m. through Video Conferencing (VC)/Other Audio-Visual Means ("OAVM") in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Mr. Yash Gupta, the Chairman and Whole-time Director of the company chaired the Meeting. Upon ensuring requisite quorum, the meeting was called in order.

The Company Secretary welcomed the Shareholders and introduced the Directors, Auditors and Key Managerial Personnel present.

The Company Secretary informed that the Annual Report of the Company together with Notice conveying the 21<sup>st</sup> Annual General Meeting were delivered to the Members as per the Statutory requirements. With the permission of the Shareholders present, the Notice and Auditor's Report was taken as read.

Mr. Yash Gupta, the Chairman and Whole-time Director then addressed the shareholders and gave an overview of the financial performance of the Company for the financial year ended on March 31, 2025.

The Company Secretary informed the members that pursuant to provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, Company has provided an opportunity to all members for casting their votes electronically in respect of the businesses to be transacted at the Annual General Meeting. E-voting commenced at 9.00 a.m. on Monday, August 25, 2025 and ended at 5.00 p.m. on Wednesday, August 27, 2025. The Company Secretary further informed the Members that the facility for voting through e-voting system was made available during the AGM for Members who had not cast their vote prior to the Meeting.

None of the shareholders have registered themselves as speaker shareholder.

Thereafter, following items of businesses as set out in Notice convening 21<sup>st</sup> Annual General Meeting were commended for member's consideration and approval:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the:
  - a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
  - b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon
2. To consider re-appointment of Mr. Yash Gopal Gupta (DIN: 02331896), who retires by rotation and being eligible, offers himself for re-appointment.

**KESAR INDIA LIMITED** (Formerly known as Kesar India Private Limited, Kesar Impex (India) Private Limited) **Website:** www.KesarLands.Com, **Email:** Info@KesarLands.com, **Tel:** +91 712 254 6666, +91 712 256 8888 **Registered Office:** 2<sup>nd</sup> Floor, Saraf Chambers, Mount Road, Sadar, Sadar Bazar, Nagpur 440 001 MH India.

**CIN: L51220MH2003PLC142989**



**SPECIAL BUSINESS:**

3. Issuance Of up to 69,90,844 Fully Convertible Warrants (“Warrants”) to the Persons/Entities belonging to the “Promoter and Non- Promoter” category on a Preferential basis.
4. Issuance Of upto 12,57,142 Fully Convertible Warrants (“Warrants”) towards Conversion of Outstanding Unsecured loan to the person belonging to the Persons/Entities Belonging to the “Promoter Group” category on a Preferential Basis.
5. Issuance Of upto 86,856 Equity Shares to the Persons/Entities Belonging to the “Non-Promoter” Category on Preferential Basis.
6. To consider and if thought fit, Approval of Kesar India Employees Stock Purchase Scheme – 2025 and to pass the following resolution as Special Resolution.
7. To Consider and if thought fit, approval for offer of Shares to Employees of Subsidiary Company, in India or outside India, the Company, under Kesar India Employees Stock Purchase Scheme – 2025 and to pass the following resolution as Special Resolution.
8. To consider and if thought fit, approve the change in remuneration of Mr. Yash Gopal Gupta, Whole-time Director of the Company and to pass with or without modification(s), the following resolution as Special Resolution.
9. To consider and if thought fit, approve the change in remuneration of Mr. Sachin Gopal Gupta, Managing Director of the Company and to pass with or without modification(s), the following resolution as Special Resolution.
10. 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.
11. 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.
12. 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.
13. To consider and if thought fit, approve the appointment of M/s. Prachi Bansal & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for term of five (5) consecutive years and to pass with or without modification(s), the following resolution as an ordinary resolution.

CS Vishal Thawani, Practicing Company Secretary (Membership No.: ACS 43938; CP No: 17377) was appointed as Scrutinizer by Board to conduct the E-voting in a fair and transparent manner.

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The detailed voting results in the format prescribed under clause 44 (3) of SEBI LODR Regulations will be submitted separately.

**For Kesar India Limited**

**Toshiba Jain**  
**Company Secretary**

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