

PANKAJ S DESAI

Company Secretaries

Pankaj S Desai

B.Com (Hons), A.C.S., A.C.A.

PAN :- AADPD1728R

Office: - 505/ Panchsheel-4/B

Raheja Township,

Malad (East),

Mumbai-400 097,

Tel Off: - 65157109

Cell:- 9322298917

E-Mail: shirdipankaj@hotmail.com

Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the
Companies (Management and Administration) Rules, 2014]

To,
The Board of Directors
Kesar Petroproducts Limited
D-711 MIDC Lote Parshuram
Ratnagiri 415722

Sub: Scrutinizer's Report on voting done through Remote E-voting Process and Postal Ballot.

Dear Sir/Madam,

1. I, Pankaj S Desai, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Kesar Petroproducts Limited at its meeting held on 23rd March, 2023 for the purpose of scrutinizing the votes casted by the Members of the Company through Remote E-voting Platform of National Securities Depository Limited (NSDL or Remote E-voting Agency) in respect of the Special Business proposed through Postal Ballot Notice dated March 23, 2023 and carrying out the said Postal Ballot in a fair and transparent manner.

2. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of Postal Ballot. My responsibility as a scrutinizer for the Postal Ballot process and e-voting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.



3. It may be noted that in compliance with the requirements of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), (including any statutory modification or re-enactment thereof for the time being in force) and any other applicable provisions of the Act and the rules made thereunder, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), hard copy of the Notice along with postal ballot forms and prepaid business envelope was not sent to the shareholders for the postal ballot and shareholders were requested to carefully read the instructions indicated in the Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders were also requested to follow the procedure as stated in the notes and instructions for their casting of votes by remote E-voting.

4. Further to above, I submit my report as under:

4.1. The Company has provided the e-voting facility through National Securities Depository Limited (NSDL), on their website <https://www.evoting.nsdl.com> The Company had uploaded all the items of businesses to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.

4.2. The Notice sent through email contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration), Rules, 2015.

4.3. The Company had completed the dispatch of Notice of Postal Ballot through E-mail dated April 4, 2023 to those members who have registered their email IDs with the Company / Depository.

4.4 The Shareholders holding shares as on the "Cut off" date i.e., March 31, 2023 were entitled to vote through remote e-voting platform on the business mentioned in the Notice of Postal Ballot of the Company.

4.5. The voting period commenced on Wednesday, April 5, 2023 (09:00 A.M.) to Thursday, May 4, 2023 (05:00 P.M.) (both days inclusive)..

4.6. The votes were scrutinized in the presence of 2 witnesses, Mr. Bharat Chavan and Mr. Mihir Poria who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

B. C - Chavan

Mihir



4.7. The vote through the e-voting was scrutinized by me for verification of votes cast “in favour” and “against” the Resolutions.

4.8. Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted “in favour” or “against” each of the Resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL), on their website i.e. <https://www.evoting.nsdl.com> and the result of voting through remote e-voting and is as under:

Item No.1 – As an Ordinary Resolution – Regularisation of Additional Director, Mr. Nainesh Sumanti Rai Desai (DIN: 08452630) as an Independent Director of the Company.

i. Voted in favour of the resolution:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
84	61845490	98.4403%

ii. Voted against the resolution

Number of members voted	Number of Votes cast	% of total number of valid votes cast
11	979908	1.55975

iii. Invalid votes:

Total number of members whose votes were declared invalid	Number of Votes cast	% of total number of valid votes cast
0	0	0

Item No.2 – As an Ordinary Resolution – Regularisation of Additional Director, Mr. Satish Chand Mathur (DIN: 03641285) as an Independent Director of the Company.

i. Voted in favour of the resolution:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
84	61845490	98.4403%



ii. Voted against the resolution

Number of members voted	Number of Votes cast	% of total number of valid votes cast
11	979908	1.55975

iii. Invalid votes:

Total number of members whose votes were declared invalid	Number of Votes cast	% of total number of valid votes cast
0	0	0

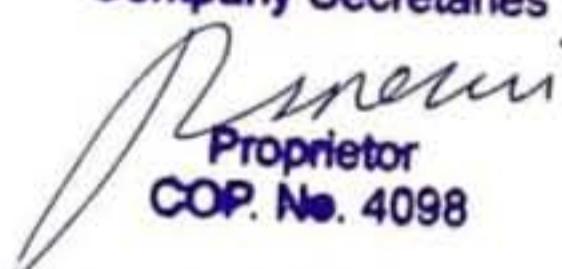
Results:

The Ordinary Resolution proposed in the Postal Ballot Notice dated March 23, 2023 is passed with requisite majority.

Thanking you.

Yours faithfully,

For PANKAJ S. DESAI
Company Secretaries


Proprietor
COP. No. 4098

Pankaj S Desai
Practicing Company Secretary (C.O.P. No. 4098)
UDIN: A003398E000260490

Place: Mumbai
Date: 05-05-2023

