

**PANKAJ S DESAI**  
Company Secretaries

Pankaj S Desai  
B.Com (Hons), A.C.S., A.C.A.  
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### **Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
**Mr. Dinesh Sharma**  
Chairman  
Kesar Petroproducts Limited  
Regd. D-7/1, M.I.D.C., Lote Parshuram,  
Taluka – Khed, District – Ratnagiri – 415722

Dear Sir,

Sub: Scrutinizer's Report on voting done through Remote E-voting Process and e-voting at Annual General Meeting held on 26th September, 2023.

1. We, Pankaj S Desai, Practicing Company Secretaries, have been appointed as a scrutinizer by the Board of Directors of Kesar Petrorproducts Limited for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 20<sup>th</sup> August, 2023 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13 April 2020 and 5<sup>th</sup> May 2020 respectively, issued by the Ministry of Corporate Affairs vide Circular No. 20/2020 dated May 05, 2020 read with Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 02/2023 dated January 13, 2023 and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/CMD2/CIR/P/2023/11 dated January 15, 2023, calling 31<sup>st</sup> Annual General Meeting (AGM) of its Equity Shareholders ("the Meeting"/ "AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The AGM was convened on Tuesday, held on 26th September, 2023, through Video Conferencing (VC) or Other Audio Visual Means (OAVM).
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
  - a) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and



- b) process of e-voting at the AGM through electronic voting system ("e-voting").
3. The management of the Company is responsible to ensure compliance with the requirements of:-
- the Act and the Rules made thereunder;
  - the MCA Circulars; and
  - the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.
4. 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 the 33<sup>rd</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the 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:

5. Cut-off date:

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Tuesday, 19th September, 2023 were entitled to vote on the resolutions (item nos. 1 to 3 as set out in the Notice calling the AGM).

6. Remote e-voting process:-

- The remote e-voting period remained open from 23.09.2023 (9.00 a.m.) and ends on 25.09.2023. The voting by electronic means shall not be allowed beyond 5.00 p.m. on 25.09.2023.
- The votes cast were unblocked on Tuesday, 26th September, 2023 after the conclusion of the AGM and was witnessed by two witness, Mr. Vishal Desai and Mr. Tushar Pednekar who are not in the employment of the Company. They have signed below in confirmation of the same.



- Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "in favour" or "against" on 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>. Based on the report generated by National Securities Depository Limited (NSDL) and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.



7. E-voting process at the AGM:-

- a) The e-voting facility during the AGM was provided to those members who did not vote through remote e-voting to cast their vote through a facility provided by National Securities Depository Limited (NSDL) the said Authorized Agency.
  - b) After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by National Securities Depository Limited (NSDL) under my instructions.
  - c) Thereafter, results of e-voting were shared with me by National Securities Depository Limited (NSDL).
  - d) The e-voting results were scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company/ National Securities Depository Limited (NSDL) on test check basis.
  - e) The e-votes cast were unblocked on Tuesday, 26th September, 2023 after the conclusion of the AGM.
8. I submit herewith the Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by National Securities Depository Limited (NSDL), scrutinized on test check basis and relied upon by me as under:

**Item No. 1 – As an Ordinary Resolution:** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors and Auditors' thereon.

i. Voted in favour of the resolution:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
114	62849847	98.4736

ii. Voted against the resolution

Number of members voted	Number of Votes cast	% of total number of valid votes cast
3	974242	1.5264

iii. Abstained votes:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
0	0	0



**Item No. 2 – As an Ordinary Resolution:** To appoint a Director in place of Mr. Dinesh Shankarlal Sharma (DIN: 01231046), who retires by rotation and being eligible, offers himself for re-appointment.

i Voted in favour of the resolution:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
112	62844707	98.4655

ii. Voted against the resolution

Number of members voted	Number of Votes cast	% of total number of valid votes cast
5	979382	1.5345

iii. Abstained votes:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
0	0	0

**Item No. 3 – As an Ordinary Resolution:** Approval of Related party transaction with Shreyas Intermediates Limited, Cyan Formulators Private Limited, Niyati Venture Private Limited and Malvika Herbopharma Private Limited amounting to Rupees 318.5 Crore.

i Voted in favour of the resolution:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
111	62844511	98.4652

ii. Voted against the resolution

Number of members voted	Number of Votes cast	% of total number of valid votes cast
6	979578	1.5348

iii. Abstained votes:

Number of members voted	Number of Votes cast	% of total number of valid votes cast
0	0	0

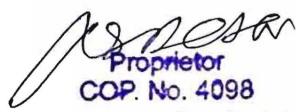


9. The electronic data and all other relevant records relating to e-voting are under my safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to Saba Jameel Shaikh, Compliance Officer for safe keeping.
10. You may accordingly declare the result of voting by e-voting and e-voting at the AGM.
11. The above mentioned resolutions are deemed to be passed as on the date of announcement of results.

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: A003398E001092081

Place: Mumbai

Date: 26th September, 2023