

SCRUTINIZER'S REPORT

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

To,
The Chairman
Kesar Petroproducts Limited
D-7/1, MIDC, Lote Parshuram,
Taluka – Khed,
District - Ratnagiri – 415722,
Maharashtra

Dear Sir,

Sub.: Scrutinizer's Report for passing of resolution through E-Voting process at Extra- Ordinary General Meeting to be held on 17th January, 2015.

1. In terms of the provisions of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), I, CS Manish Baldeva, Proprietor, M/s. Manish Baldeva & Co., Company Secretaries, was appointed as Scrutinizer by the Company on 4th December, 2014 for scrutinizing the e-voting process (including voting through ballot forms) for passing of a resolution as mentioned under item number 1 of the Notice of Extra- Ordinary General Meeting dated 4th December, 2014.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical Assent/Dissent forms on the resolution contained in the notice of the Extra- Ordinary General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process including voting through physical Assent/Dissent forms is restricted to make Scrutinizer's Report of the votes casted 'in favour' or 'against' the resolution stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility.

3. On the basis of the Register of Members made available by Registrar & Share Transfer Agent of the Company and list of beneficial owners by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 19th December, 2014 (the cut - off date for the purpose of determination of voting rights of shareholders), the notice of Extra- Ordinary General Meeting of the Company alongwith notice of e-voting was dispatched / emailed on 24th December, 2014 to the shareholders at their registered addresses / email ids.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatch of the notice of meeting and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Dainik Sagar" on 6th and 7th January, 2014 respectively.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 2 (two) days from Monday, 12th January, 2015 (9:00 am) to Tuesday, 13th January, 2015 (6:00 pm). The Company has also given physical Assent / Dissent Form to facilitate voting in physical mode by the shareholders, who do not have e-voting facility at their end.
6. As required under the said Rules, I unlocked the E-voting on the platform provided by CDSL on 14th January, 2015 in the presence of CS Priyanka Prabhu and Ms. Vibha Zaveri, who are not employees of the Company.
7. The members casted votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL). The Company has not received any physical Assent/Dissent Form from the shareholders.
8. Summary of the e-voting received is as follows:

8.1. Resolution No. 1

Particulars	Special Resolution under section 62 (1) (C) of the Companies Act,2013 to Issue and allot upto 24,00,000 of Convertible Warrants on Preferential Basis.					
Voting pattern	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total	Valid	Total	Valid	In favour	Against
E-voting	8	8	70,03,699	70,03,699	70,03,699	0
Ballot Form	-	-	-	-	-	-
Total	8	8	70,03,699	70,03,699	70,03,699	0

Result: May be considered passed unanimously.



9. You may accordingly declare the result at the Extra-Ordinary General Meeting to be held on
17th January, 2015.

For **Manish Baldeva & Co.**

Company Secretaries



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CS Manish Baldeva

Proprietor

M. No. FCS 6180 C.P. No. 11062

Place: Bhayandar

Date: 15th January, 2015