

Pramod S. Shah & Associates

Practising Company Secretaries

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Report of Scrutinizer

(Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 20 & 21 of the Companies (Management and Administration) Rules, 2014)

To,
Mr. Parijat Vinod Kanetkar,
Non-Executive - Non Independent Director-Chairperson,
Kesar Petroproducts Limited,

404, Naman Centre, C-31, G block,
Bandra Kurla Complex (BKC)
Bandra (East), Mumbai- 400051

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 for 32nd Annual General Meeting of Kesar Petroproducts Limited held on Thursday, 29th September, 2022 at 01:00 P.M. through Video Conferencing (VC)/other audio visual means. (OAVM).

I, Pramod S. Shah, Partner of M/s. Pramod S. Shah & Associates, Practising Company Secretaries, appointed as the Scrutinizer for the purpose of Scrutinizing the remote e-voting process before AGM and e-voting process during the AGM) under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rule, 2014, as amended from time to time and as per the MCA General Circular No. 2/2022 dated May 5, 2022 read with Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2021 dated 13th January, 2021 read with Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 for the Resolutions proposed at the 32nd Annual General Meeting (AGM) of the Members of Kesar Petroproducts Limited held on 29th September, 2022 at 01:00 P.M. IST through Video Conferencing/Other Audio Visual Means ("VC/OAVM") in order to ascertain requisite majority on voting conducted through remote e-voting process (before and during the AGM).

I hereby submit my Scrutinizer's report as follows:

- The notice convening the meeting was placed on the website of the Company and that of the Agency National Securities Depository Limited (NSDL).
- The notice dated 07th September, 2022, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA General Circular No. 2/2022 dated May 5, 2022 read with Circular No.



21/2021 dated December 14, 2021, Circular dated January 13, 2021 read with circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 13, 2022, January 13, 2021 and May 12, 2020.

- The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting and e-voting on the day of AGM by the Shareholders of the Company.
- The members of the Company were given an option to vote through remote e-voting system before AGM and e-voting during the AGM provided by NSDL.
- The members of the Company holding shares as on the "cut-off" date of Thursday, September 22, 2022 were entitled to vote on the proposed resolutions as contained in the Notice of the AGM by remote e-voting system prior to AGM and e-voting system during the AGM.
- The e-voting period commenced from 09:00 A.M. on Monday, 26th September 2022 and ends on Wednesday, 28th September, 2022 at 05:00 P.M.
- Accordingly, the electronic votes cast were taken into account and at the end of the voting period, on Wednesday, 28th September, 2022 the NSDL portal was blocked for voting.
- The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio no., or client ID of the shareholders, no. of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company, hence there was no requirement of maintaining the list of shares with differential voting rights.
- The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.
- I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast there in based on the data downloaded from the e-voting system.
- The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior and during the AGM on these solutions contained in the notice of the AGM.
- My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Note: After the Completion of Voting period, the results were unblocked in presence of two witnesses not being in the employment of the Company.

I now submit my consolidated Report as under on the result of the remote e-voting and e-voting on the day of AGM in respect of the said resolutions.



The consolidated results of the Voting are as under:

Resolutions:

Ordinary Resolution-1:

To consider and adopt the Audited Financial statement of the Company for the financial year ended 31st March, 2022, the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	%of total number of valid votes cast
Remote e-voting (including e-voting at The meeting)	103	1,75,30,669	93.60031%

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast not in favour of the Resolution	%of total number of valid votes cast
Remote e-voting (including e-voting at the meeting)	10	11,98,617	6.399694%

Ordinary Resolution-2:

To appoint a Director in place of Mr. Ramjan Kadar Shaikh (DIN: 08286732), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Votes in favour of resolution

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	%of total number of valid votes cast
Remote e-voting (including e-voting at The meeting)	96	1,75,23,823	93.56375%

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast not in favour of the Resolution	%of total number of valid votes cast
Remote e-voting (including e-voting at the meeting)	17	12,05,463	6.436246%

Ordinary Resolution-3:

Re-appointment of M/s. A. Sachdev & Company Chartered Accountants (Firm Reg. No. 001307C) where in signing partner will be Brijendra Kumar Agarwal (Membership No. 090771) for the second term of 5 year beginning from the financial year 2022-23.

(i) Votes in favour of resolution

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Remote e-voting (including e-voting at The meeting)	99	1,75,27,371	93.5827%

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast not in favour of the Resolution	% of total number of valid votes cast
Remote e-voting (including e-voting at the meeting)	14	12,01,915	6.417303%

Ordinary Resolution-4:

To approve the appointment of Mr. Parijat Vinod Kanetkar (DIN: 07553686) as Non-Executive - Non- Independent Director & Chairperson. Explanatory statement to above said is attached to the notice along with the Detail of Qualifications and Experience.

(i) Votes in favour of resolution

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Remote e-voting (including e-voting at The meeting)	97	1,75,25,119	93.57067%

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast not in favour of the Resolution	% of total number of valid votes cast
Remote e-voting (including e-voting at the meeting)	16	12,04,167	6.429327%

Ordinary Resolution-5:

To approve the appointment of Mr. Dinesh Shankarlal Sharma (DIN: 01231046) as Non-Executive-Non-Independent Director.

(i) Votes in favour of resolution

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Remote e-voting (including e-voting at The meeting)	96	1,75,24,219	93.56587%

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast not in favour of the Resolution	% of total number of valid votes cast
Remote e-voting (including e-voting at the meeting)	17	12,05,067	6.434132%

Special Resolution-6:

To approve re-appointment of Mr. Kanayo Dayaram Fatnani (DIN: 07818627) as a Non-Executive- Independent Director. Explanatory statement to above said is attached to the notice along with the Detail of Qualifications and Experience.

(i) Voted in favour of the resolutions:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Remote e-voting (including e-voting at The meeting)	96	1,75,24,971	93.56988%

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast not in favour of the Resolution	% of total number of valid votes cast
Remote e-voting (including e-voting at the meeting)	17	12,04,315	6.430117%

Ordinary Resolution- 7:

To give 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 resolutions:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Remote e-voting (including e-voting at The meeting)	93	1,75,22,361	93.55595%

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast not in favour of the Resolution	% of total number of valid votes cast
Remote e-voting (including e-voting at the meeting)	20	12,06,925	6.444052%

Result

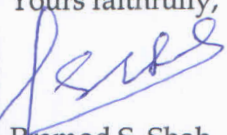
As the number of votes cast in favour of aforesaid resolutions were more than the number of votes cast against, we report that Resolution No. 1 to 5 & 7 asset out in the Notice of Annual General Meeting are passed in favour of the resolutions with requisite majority.

The Resolution No.6 asset out in the Notice of Annual General Meeting has received 99% votes in its favour and is therefore successfully passed as a Special Resolution.

All relevant records of electronic voting will remain in our custody until the Chairperson considers, approves and signs the Minutes of 32nd Annual General Meeting and the same shall be provided thereafter to the Chairperson for safe custody.

Thanking you,

Yours faithfully,


Pramod S. Shah
(C.P. No. 3804)
UDIN: F000334D001091039

Date: 30th September, 2022
Place: Mumbai

For KESAR PETROPRODUCTS LIMITED

RAMJAN KADAR SHAIKH
Executive Director
DIN: 08286732