



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with
Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Kesar Petroproducts Limited
D-711, MIDC, Lote Parshuram,
Ratnagiri-415722

Dear Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E- Voting Process and on voting by Ballot Papers at 25th Annual General Meeting held on 29th September, 2015

1. I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of the Kesar Petroproducts Limited ('the Company') in its meeting held on 28th August, 2015 for the purpose of scrutinizing the remote e-voting process and voting by use of ballot papers at the meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of The Companies (Management and Administration) Rules, 2014 for passing of the resolutions as mentioned under item numbers 1 to 8 as set out in the Notice of 25th Annual General Meeting (AGM) of the Shareholders of the Company dated 28th August, 2015.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and ballot papers for voting on the resolutions contained in the said notice of AGM of the members of the Company. My responsibility as Scrutinizer for the remote e-voting process and poll conducted at the AGM is restricted to make the Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the said notice based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for e-voting and poll conducted at the AGM.
3. The Notice dated 28th August, 2015 along with the Statement setting out material facts under Section 102 of the Act was sent to the Shareholders through courier on 4th September, 2015. The said notice was dispatched on the basis of Register of Members of the Company as on 28th August, 2015.





4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatched the notice of meeting and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Navshakti" published on 8th September, 2015.
5. The voting rights of members were considered in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. Tuesday, 22nd September, 2015.
6. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days i.e. from Saturday, 26th September, 2015 (from 10:00 a.m.) to Monday, 28th September, 2015 (upto 5:00 p.m.). The members cast their votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL). The Company also provided Ballot Papers for casting vote at the Annual General Meeting held on 29th September, 2015 to the shareholders, who did not vote through remote e-voting facility.
7. As required under the said Rules, after the closure of the voting at the Annual General Meeting, the votes cast through ballot papers were counted, thereafter the votes cast under remote e-voting facility provided by CDSL were unblocked on 30th September, 2015 in the presence of CS Priyanka Prabhu and Ms. Vibha Zaveri, who are not in the employment with the Company.
8. The summary of the voting through e-voting process and ballot papers is as under:

Resolution No. 1

| Particulars | Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2015 together with the reports of Directors' and Auditors' thereon. | | | | | |
|---------------|---|-----------|----------------|----------------|------------------|----------|
| | No. of Shareholders voted | | Votes cast | | Valid votes cast | |
| | Total | Valid | Total | Valid | In favour | Against |
| E-voting | 8 | 8 | 4458099 | 4458099 | 4458099 | - |
| Ballot Papers | 3 | 2 | 3328083 | 1870000 | 1870000 | - |
| Total | 11 | 10 | 7786182 | 6328099 | 6328099 | - |

Result: May be considered passed unanimously.





Resolution No. 2

| Particulars | Ordinary Resolution for declaration of Dividend on Equity Shares for the financial year ended 31 st March, 2015. | | | | | |
|---------------|---|-----------|----------------|----------------|------------------|----------|
| | No. of Shareholders voted | | Votes cast | | Valid votes cast | |
| | Total | Valid | Total | Valid | In favour | Against |
| E-voting | 8 | 8 | 4458099 | 4458099 | 4458099 | - |
| Ballot Papers | 3 | 2 | 3328083 | 1870000 | 1870000 | - |
| Total | 11 | 10 | 7786182 | 6328099 | 6328099 | - |

Result: May be considered passed unanimously.

Resolution No. 3

| Particulars | Ordinary Resolution for appointment of a Director in place of Mr. Mohit Kaushik (DIN: 06463483), who retired from office by rotation and being eligible, offered himself for re-appointment. | | | | | |
|---------------|--|-----------|----------------|----------------|------------------|----------|
| | No. of Shareholders voted | | Votes cast | | Valid votes cast | |
| | Total | Valid | Total | Valid | In favour | Against |
| E-voting | 8 | 8 | 4458099 | 4458099 | 4458099 | - |
| Ballot Papers | 3 | 2 | 3328083 | 1870000 | 1870000 | - |
| Total | 11 | 10 | 7786182 | 6328099 | 6328099 | - |

Result: May be considered passed unanimously.





Resolution No. 4

| Particulars | Ordinary Resolution for re-appointment of M/s. Sayeed Khan & Associates, Chartered Accountants, Mumbai (having FRN: 125227W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting untill the conclusion of next Annual General Meeting of the Company. | | | | | |
|---------------|--|-----------|----------------|----------------|------------------|----------|
| | No. of Shareholders voted | | Votes cast | | Valid votes cast | |
| | Total | Valid | Total | Valid | In favour | Against |
| E-voting | 8 | 8 | 4458099 | 4458099 | 4458099 | - |
| Ballot Papers | 3 | 2 | 3328083 | 1870000 | 1870000 | - |
| Total | 11 | 10 | 7786182 | 6328099 | 6328099 | - |

Result: May be considered passed unanimously.

Resolution No. 5

| Particulars | Ordinary Resolution for appointment Mrs. Snehlata Dinesh Sharma (DIN: 01854393) as a Director of the Company, who shall be liable to retire by rotation. | | | | | |
|---------------|--|-----------|----------------|----------------|--------------------|----------|
| | No. of Shareholders voted | | Votes Cast | | Valid votes casted | |
| | Total | Valid | Total | Valid | In favour | Against |
| E-voting | 8 | 8 | 4458099 | 4458099 | 4458099 | - |
| Ballot Papers | 3 | 2 | 3328083 | 1870000 | 1870000 | - |
| Total | 11 | 10 | 7786182 | 6328099 | 6328099 | - |

Result: May be considered passed unanimously.





Resolution No. 6

| Particulars | Ordinary Resolution for approval of remuneration payable to Mr. Mohit Kaushik as Executive Director of the Company. | | | | | |
|---------------|---|-----------|----------------|----------------|--------------------|----------|
| | No. of Shareholders voted | | Votes Cast | | Valid votes casted | |
| | Total | Valid | Total | Valid | In favour | Against |
| E-voting | 8 | 8 | 4458099 | 4458099 | 4458099 | - |
| Ballot Papers | 3 | 2 | 3328083 | 1870000 | 1870000 | - |
| Total | 11 | 10 | 7786182 | 6328099 | 6328099 | - |

Result: May be considered passed unanimously.

Resolution No. 7

| Particulars | Ordinary Resolution for approval of Sub-division of existing Equity Shares having face value of Rs.10/- each fully paid up into 10 Equity Shares of Re. 1/- each fully paid. | | | | | |
|---------------|--|-----------|----------------|----------------|--------------------|----------|
| | No. of Shareholders voted | | Votes Cast | | Valid votes casted | |
| | Total | Valid | Total | Valid | In favour | Against |
| E-voting | 8 | 8 | 4458099 | 4458099 | 4458099 | - |
| Ballot Papers | 3 | 2 | 3328083 | 1870000 | 1870000 | - |
| Total | 11 | 10 | 7786182 | 6328099 | 6328099 | - |

Result: May be considered passed unanimously.





Resolution No. 8

| Particulars | Special Resolution for alteration of Capital Clause V of Memorandum of Association of the Company upon sub-division of equity shares of the Company. | | | | | |
|---------------|--|-----------|----------------|----------------|--------------------|----------|
| | No. of Shareholders voted | | Votes Cast | | Valid votes casted | |
| | Total | Valid | Total | Valid | In favour | Against |
| E-voting | 8 | 8 | 4458099 | 4458099 | 4458099 | - |
| Ballot Papers | 3 | 2 | 3328083 | 1870000 | 1870000 | - |
| Total | 11 | 10 | 7786182 | 6328099 | 6328099 | - |

Result: May be considered passed unanimously.

The Register, all other papers and relevant records relating to remote e-voting and ballot papers shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva
Proprietor

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

Place: Bhayandar
Date: 1st October, 2015

