

KESAR PETROPRODUCTS LIMITED

Regd.Office:D-711, M.I.D.C., Lote Parshuram, Taluka–Khed, District Ratnagiri 415722, Maharashtra

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of Kesar Petroproducts Limited will be held on Thursday, 29th September, 2022 at 01:00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

A. ORDINARY BUSINESS:

Item No. 1.

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and Auditors' thereon.

Item No. 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.

Item No. 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

B. SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modification(s), the following resolutions:-

Item No. 4.

To approve the appointment of Mr. Parijat Vinod Kanetkar (DIN: 07553686) as Non-Executive – Non-Independent Director& Chairperson

AS AN ORDINARY RESOLUTION

"RESOLVED THAT Mr. Parijat Vinod Kanetkar (DIN: 07553686), who was appointed as an Additional Director of the Company by the Board of Directors on 06th December, 2021 and holds directorship under Section 161 (1) of the Companies Act, 2013, upto the date of ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution."

Item No. 5.

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

AS AN ORDINARY RESOLUTION

"RESOLVED THAT Mr. Dinesh Shankarlal Sharma (DIN: 01231046), who was appointed as an Additional Director of the Company by the Board of Directors on 25thApril, 2022 and holds directorship under Section 161 (1) of the Companies Act, 2013, upto the date of ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

Item No. 6.

To approve Re-appointment of Mr. Kanayo Dayaram Fatnani (DIN: 07818627) as a Non-Executive-Independent Director

AS A SPECIAL RESOLUTION

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the Members/Shareholders of the Company be and is hereby accorded for Mr. Kanayo Dayaram Fatnani (DIN: 07818627), in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company for a second term of 5 (five) consecutive years effective from September 29, 2022, not liable to retire by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

Item No. 7.

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"

To consider and, if thought fit, to pass with or without modification(s), the following resolution-

AS AN ORDINARY RESOLUTION:-

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Shreyas Intermediates Limited, Cyan Formulators Private Limited, Niyati Venture Private Limited and Malvika Herbopharma Private Limited a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for Sale/Purchase of Goods, Rent of premises & inter company deposits, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value amounting to Rupees 318.5 Crore or the financial year 2022-23 as mentioned in explanatory statement attached to the notice, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS
FOR KESAR PETROPRODUCTS LIMITED**

Sd/-

RAMJAN KADAR SHAIKH

WHOLETIME DIRECTOR

DIN: 08286732

PLACE: MUMBAI

DATE: 30TH AUGUST, 2022

NOTES:

- 1) The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Item No. 4 of the Special Business forms part of this Notice. Additional information, pursuant to the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment / re-appointment at this Annual General Meeting is furnished as Annexure II to this Notice.
- 2) (a) In view of the continuing Covid – 19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated May 5, 2022 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 (collectively referred to as MCA Circulars) permitted the holding of the Annual General Meeting (AGM) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

(b) Pursuant to the provisions of the Act, a member entitled to vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 3) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization should be sent to evoting@nsdl.co.in.
- 4) Mr. Ramjan Kadar Shaikh (DIN: 08286732) retires by rotation and being eligible offers himself for re-appointment. The details pertaining to aforesaid directors as required under Clause 1.2.5 of Secretarial Standards on General Meeting and Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished in Annexure II to the Notice.

- 5) The route map and prominent landmark of the venue of the 32nd Annual General Meeting as required under Clause 1.2.4 of the Secretarial Standards on the General Meeting is not annexed herewith as the AGM is being held through VC / OAVM.
- 6) The members or proxies are requested to bring with them the Annual Report, as extra copy of the same will not be supplied as per usual practice.
- 7) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 8) Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting (including through e-voting).
- 9) Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the meeting so that the answers can be made available at the Meeting.
- 10) As per provisions of Section 72 of the Companies Act 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in single name and physical form are advised to make nomination in the prescribed form SH-13 with RTA and in respect of shares held in demat form, the nomination form may be filled with respective DP.
- 11) The Shareholders are requested to notify changes, if any, in their address to their depository participants in respect of their holding in electronic form and to the Registrars and Transfer Agents of the Company, M/s. Link Intime India Private Limited having office at C-101, 247 Park, L.B.S Marg, Vikroli (West), Mumbai 400083; Tel No. +91 22 49186000; Fax: +91 22 49186060, Email: rnt.helpdesk@linkintime.co.in, Website: www.linkintime.co.in in respect of their holding in physical form.
- 12) **The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 23rd September, 2022 to Thursday, 29th September, 2022 (both days inclusive).**
- 13) Members who hold shares in dematerialized form are requested to bring their client ID and DPID for easier identification of attendance at the meeting.
- 14) The Shareholders whose dividend remained unclaimed for the financial year 31st March, 2015 are requested to claim it immediately from Company.
- 15) In view of various advantages, the members are requested to avail the facility of dematerialization of the Company's shares.
- 16) The members of the Company holding their shares in physical form or in dematerialized form, who have not registered their e-mail IDs and Mobile number with the Company or Depository Participant, to receive documents like Notice, Annual Reports and correspondence through electronic mode are requested to send their e-mail IDs and Mobile number either to the Company's id: info@kesarpetroproducts.com or Registrars and Transfer Agents email rnt.helpdesk@linkintime.co.in or to Depository Participant @evoting@nsdl
- 17) Copies of Annual Report 2021-22 are being sent by electronic mode, only to those members who have registered their email addresses with the Company/ Depository Participant, unless any member has requested for a physical copy of the same. Annual Report 2021-22 are not being sent by physical mode to those members who have not registered their email addresses with the Company/ Depository Participant. Members may please note that the Annual Report 2021-22 is available on the website of the Company viz. www.kesarpetroproducts.com.
- 18) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with

whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited.

19) EVOTING:

- I) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to announce that the Company is providing facility to the members to cast their votes on all the business mentioned in the Notice through electronic means. It may please be noted that the e-voting is optional.
- II) For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders of the Company to cast their votes electronically.
- III) The Board of Directors of the Company has appointed M/s. Pramod S Shah & Associates, Practicing Company Secretary, Mumbai, as scrutinizer to conduct and scrutinize the remote e-voting and voting at the 32nd Annual General Meeting in a fair and transparent manner.

IV) Process and manner of voting:

In case of Shareholders receiving e-mail from NSDL:

- i. Open e-mail and open PDF file viz; “KESAR e-Voting. Pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. In case any shareholder is already registered with NSDL for e-voting, then that shareholder can use the existing user ID and password for casting of vote and step no. (i) and (vi) be skipped.
 - iii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - iv. Click on Shareholder – Login.
 - v. Put user ID and password as mentioned in step (i) or (ii) above, as may be applicable. Click Login.
 - vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - viii. Select “EVEN” (E-Voting Event Number) of Kesar Petroproducts Limited.
 - ix. Now you are ready for e-Voting as Cast Vote page opens.
 - x. Cast your vote by selecting appropriate option and click on “submit” and also “confirm” when prompted.
 - xi. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xii. Once you have voted on the resolution, you will not be allowed to modify your vote. Institutional shareholders (i.e members other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG FORMAT) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email info@kesarpetroproducts.com with a copy marked to evoting@nsdl.co.in.
- V) In case of query, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download sections of <http://www.evoting.nsdl.com> or contact NSDL at the following Telephone No: 1800-222-990.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

- VI) The remote e-voting period commences on Monday, the 26th September, 2022 (9:00 a.m.) and closes on Wednesday, the 28th September, 2022 (5:00 p.m.). At the end of the remote e-voting period, the portal where votes are cast shall forthwith be blocked.
- VII) The Cut of date: Thursday, 22nd September, 2022.

Persons who have become members of the Company after the date of dispatch of notice by the Company, may apply to NSDL for receiving their User ID and Password required for remote e-voting.

Persons whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.

- VIII) M/s. Pramod S Shah & Associates, Practicing Company Secretary, Mumbai, the scrutinizer will unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer’s report of the votes cast in favor or against, if any and submit the same to Mr. Ramjan Kadar Shaikh, Wholetime Director of the Company on or before 01st October, 2022.
- IX) The results along with the scrutinizer’s report shall be placed on the website of the Company immediately after the same is declared.
- X) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of 32nd Annual General Meeting.
- XI) Remote e-voting facility shall not be available beyond 28th September, 2022 (5:00 p.m.).
- XII) Company shall provide voting facility at the meeting electronically.
- The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- The members who have already exercised their vote by way of remote e-voting shall be entitled to participate in the meeting but shall not be allowed to vote.
- XIII) Names of the members appearing in the Register of Members as on 22nd September, 2022 shall only be entitled to vote.
- XIV) Members are requested to address the grievance connected with facility for voting by electronic means to the Compliance officer of the Company. Email ID: info@kesarpetroproducts.com; Tel No: +91-2356-272471.
- XV) Public Notice under Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 will be placed on the website of the Company.
- XVI) Members holding shares, both physical and demat, are entitled to vote through remote e-voting.

ATTENDING ANNUAL GENERAL MEETING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under

	<p>'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="703 779 1206 1084" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in

	progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the

- system will force you to change your password.
- c) How to retrieve your 'initial password'
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
 6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to saurabhshah@psaprofessionals.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sanjeev Yadav at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@kesarpetroproducts.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to evoting@nsdl.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@kesarpetroproducts.com The same will be replied by the company suitably.

For KESAR PETROPRODUCTS LIMITED

**Sd/-
RAMJAN KADAR SHAIKH
WHOLETIME DIRECTOR
DIN: 08286732**

PLACE: MUMBAI

DATE: 30TH AUGUST, 2022

ANNEXURE I TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4

Mr. Parijat Vinod Kanetkar (DIN: 07553686) was appointed as an Additional Director of the Company on 06th December, 2021 and he holds that office up to the date of ensuing Annual General Meeting. The NRC have recommended the appointment of Director for the tenure of 5 years beginning from the 29th September, 2022

The company have received the Declaration of independence from the said director and profile, specific areas of expertise of Mr. Parijat Vinod Kanetkar are provided in the Annexure II to this Notice

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Shaikh, to whom this resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

ITEM NO. 5

Mr. Dinesh Shankarlal Sharma (DIN: 01231046) was appointed as Additional Director by the Board of Directors on 25th April, 2022 and he holds that office upto the date of ensuing Annual General Meeting, subject to his appointment being passed by the Shareholders, as Non-Executive -Non-Independent Director for a period of 5 years from the date of his appointment in the ensuing Annual General Meeting.

The Company has received from Mr. Dinesh Shankarlal Sharma -

- (1) Consent to act as a Director in Form DIR – 2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (2) Intimation in Form DIR – 8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act;
- (3) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding the office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The profile and specific areas of expertise of Mr. Dinesh Shankarlal Sharma are provided in the Annexure II to this Notice

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sharma, to whom this resolution relates, is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

ITEM NO. 6

Mr. Kanayo Dayaram Fatnani (DIN: 07818627) as a Non-Executive- Independent Director as his tenure is expired on 30th May, 2022 be and is hereby Re-appoint as Non-Executive- Independent Director for second tenure of 5 years from the Immediate effect.

The company have received the Declaration of independence from the said director and profile, specific areas of expertise of Mr. Kanayo Dayaram Fatnani are provided in the Annexure II to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Fatnani, to whom this resolution relates, is concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

Item No. 7

These are the following related party transactions which required approval of the Members of the Company:

Name of the Related Party	Relationship with Related Party	Nature of Transaction	Board Approval Date	Quantum / Amount of Transaction	Date of Approval of Audit Committee
Shreyas Intermediaries	common promoters	Sale/Purchase of Goods	30/08/2022	300Crore	30/08/2022
Malvika Herbopharma	deemed promoter	Rent	30/08/2022	1.5crore	30/08/2022
Cyan Formulators	deemed promoter	Rent	30/08/2022	1.5crore	30/08/2022
Niyati Ventures Private Limited	deemed promoter	Rent	30/08/2022	50lakhs	30/08/2022
Shreyas Intermediaries	common promoters	Inter company deposits	30/08/2022	15 crore	30/08/2022

The Directors or members who are interested have not participated in approving the resolutions.

The Board recommends the resolution set out at Item Nos. 3, 4, 5 and 6 for approval of the Members.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR KESAR PETROPRODUCTS LIMITED**

Sd/-

**RAMJAN KADAR SHAIKH
WHOLETIME DIRECTOR
DIN: 08286732**

PLACE: MUMBAI

DATE: 30TH AUGUST, 2022

Details of the directors proposed to be appointed / re-appointed as per point 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Dinesh Shankarlal Sharma	Mr. Parijat Vinod Kanetkar	Mr. Kanayo Dayaram Fatnani
DIN	01231046	07553686	07818627
Category of Directorship	Non-Executive - Non Independent Director	Non-Executive - Non Independent Director, Chairperson	Independent Non-Executive Director
Date of Birth / Age	29/11/1956 / 51 Years	27/06/1982 / 40 years	28/01/1947 /75 Years
Date of Original Appointment	25/04/2022	06/12/2021	30/05/2017
Experience	More than 20 years of experience of this industry	12 years of experience in chemical industry	40+ years in handling varieties of industrial projects
Qualifications	ICAI and graduate in law	Doctorate and a graduate degree from Institute of Chemical Technology and an undergraduate degree from Ramnarain Ruia College.	B.Tech
Directorships in other Companies	NIL	NIL	Shreyas Intermediates Limited – Independent Director
Justification for appointment of Director	As a Non-executive, Non-independent Director has very diversified and well rounded experience in management, general administration and entrepreneurship.	As a Non- Executive Director has very diversified and well rounded experience in management and general administration.	Very versatile in fields of engineering, general and factory management

**BY ORDER OF THE BOARD OF DIRECTORS
FOR KESAR PETROPRODUCTS LIMITED**

Sd/-

**RAMJAN KADAR SHAIKH
WHOLETEIME DIRECTOR
DIN: 08286732**

PLACE: MUMBAI

DATE: 30TH AUGUST, 2022

Annexure II

Name of the Director	Mr. Dinesh Shankarlal Sharma	Mr. Parijat Vinod Kanetkar	Mr. Kanayo Dayaram Fatnani
DIN	01231046	07553686	07818627
Qualifications	ICAI and graduate in law	Doctorate and a graduate degree from Institute of Chemical Technology and an undergraduate degree from Ramnarain Ruia College.	B.Tech