



KESAR PETROPRODUCTS LIMITED

404, Naman Centre, C-31/G Block, BKC, Bandra (E), Mumbai - 400 051.
Tel: (022) 40424100 • URL - www.kesarpetroproducts.com

Date: 04/04/2023

To,
The Manager,
Corporate Listing Department,
The Bombay Stock Exchange Limited,
Phiroze Jijibhoy Towers, Dalal Street, Fort,
Mumbai 400 001

Scrip Code: 524174
Subject: Postal Ballot Notice

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Postal Ballot Notice being sent electronically to Shareholders. Kindly note that the Postal Ballot Notice shall also be uploaded on the Company's website www.kesarpetroproducts.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

The aforesaid Notice is being sent by email only to those Shareholders who have registered their email addresses with the Company's Registrar and Share Transfer Agent or their respective Depository Participants as on Friday, March 31, 2023 (Cut-Off date).

The e-voting period will commence at 09.00 a.m. (IST) on Wednesday, April 5, 2023 and ends at 05.00 p.m. (IST) on Thursday, May 4, 2023.

The information regarding dispatch of Postal Ballot Notice and voting period will be published in the newspapers in accordance with the provisions of Companies Act, 2013 and rules made thereunder and other applicable provisions, if any, for the benefit of the Shareholders of the Company.

This is for your information and appropriate dissemination.

Thanking You,

Yours Truly,

For Kesar Petroproducts Limited

Ramjan Kadar Shaikh
Wholetime Director
DIN: 08286732

**POSTAL BALLOT NOTICE****[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]****Dear Member(s),**

Notice is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), (including any statutory modification or re-enactment thereof for the time being in force) and any other applicable provisions of the Act and the rules made thereunder, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circular") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR") and other applicable provisions, if any, of the SEBI LODR, for the time being in force and as amended from time to time and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), that the resolution set out below for the appointment of Mr. Nainesh Sumanti Rai Desai (DIN 08452630) as an Independent Director of the Company, for a period of 5 (five) years with effect from 12th November, 2022 to 11th November, 2027 and the appointment of Mr. Satish Chand Mathur (DIN 03641285) as an Independent Director of the Company, for a period of 5 (five) years with effect from 27th December, 2022 to 26th December, 2027, is proposed to be passed by way of Postal Ballot by voting through electronic means only ("e-voting"/ "remote e-voting").

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice ("Notice"), for your consideration.

The remote e-voting period commences from 09.00 a.m. (IST) on Wednesday, April 5, 2023 and ends at 05.00 p.m. (IST) on Thursday, May 4, 2023. Members are requested to peruse the proposed resolution along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolution not later than 05:00 p.m. (IST) on Thursday, May 4, 2023 (the last day to cast vote electronically).

Upon completion of the scrutiny of e-voting, the Scrutinizer will submit a report to the Chairman (the "Chairman") or to any other person of the Company duly authorised by the Chairman in this regard, who shall countersign the same. The result of e-voting shall be intimated to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed within a period of 2 working days (not exceeding 3 days) from the conclusion of the e-voting. The results would also be uploaded on the website of the Company at www.kesarpetroproducts.com, the stock exchanges at www.bseindia.com and National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Thursday, March 23, 2023 i.e. the last date specified for e-voting.

**By Order of the Board of Directors
For, KESAR PETROPRODUCTS LIMITED**

**Sd/-
Ranjan Kadar Shaikh
Wholtime Director (DIN 08286732)**

Date: 23/03/2023**Place: Mumbai**



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ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:

RESOLUTION 1: REGULARISATION OF ADDITIONAL DIRECTOR, MR. NAINESH SUMANTI RAI DESAI (DIN: 08452630) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Nainesh Sumanti Rai Desai (DIN: 08452630), who was appointed as an Additional Director of the Company in Independent Category and whose office is to be regularized within 3 months of Appointment, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 12th November, 2022 to 11th November, 2027.

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

RESOLUTION 2: REGULARISATION OF ADDITIONAL DIRECTOR, MR. SATISH CHAND MATHUR (DIN: 03641285) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Satish Chand Mathur (DIN: 03641285), who was appointed as an Additional Director of the Company in Independent Category and whose office is to be regularized within 3 months of Appointment, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 27th December, 2022 to 26th December, 2027.



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

**By Order of the Board of Directors
For, KESAR PETROPRODUCTS LIMITED**

**Sd/-
Ramjan Kadar Shaikh
Wholetime Director (DIN 08286732)**

Date: 23/03/2023

Place: Mumbai

Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolutions are appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating remote e-voting.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, March 31, 2023 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, March 31, 2023. Member who does not receive the postal ballot notice may send an email to saba@kesarpetroproducts.com or may apply to NSDL at evoting@nsdl.co.in and obtain a copy of postal ballot notice. The copy of postal ballot notice may also be downloaded from website of Company at www.kesarpetroproducts.com and website of e-Voting Agency at www.evoting.nsdl.com.
4. On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid self-addressed business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - i. 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), and AADHAR (self-attested scanned copy of Aadhar Card) by email to saba@kesarpetroproducts.com.
 - ii. 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 cs2013.ohrl@gmail.com.
 - iii. 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.
 - iv. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, having its office at A/506, Dattani Plaza, A K Road, Safed Pool, Andheri (East), Mumbai – 400



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- 072 (Tel: +91 22 – 2851 1022/ 4972 1245), by following the due procedure.
- v. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address
 5. The Shareholders are requested to note that 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.
 6. Any query/grievance may please be addressed to Mrs. Saba Jameel Shaikh, Company Secretary with respect to the voting by remote electronic means at: Email id: saba@kesarpetroproducts.com or to NSDL at evoting@nsdl.co.in.
 7. The members have to vote through remote e-voting platform only.
 8. The Portal for remote E-voting will remain open for the Members for exercising their votes during Wednesday, April 5, 2023 (09:00 A.M.) and will end on Tuesday, May 4, 2023 (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, March 31, 2023 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by NSDL after the last date and time.
 9. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
 10. The Scrutinizer's decision on the validity of the voting shall be final.
 11. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.kesarpetroproducts.com and e-voting website viz. www.evoting.nsdl.com and at the corporate announcement sections of the websites of the Bombay Stock Exchange on which the equity shares of the Company are listed.
 12. The Board of Directors have appointed Mr. Pankaj S. Desai, Practicing Company Secretary (Membership No. 3398 and Certificate of Practice No. 4098) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
 13. The Resolutions will be taken as passed effectively on Tuesday, May 4, 2023, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Ordinary resolution, had received assenting to the Resolution. The result of the voting will be declared on or before Saturday, May 6, 2023 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.kesarpetroproducts.com and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.
 14. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
 15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company.



INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on Wednesday, April 5, 2023 (09:00 A.M.) and will end on Tuesday, May 4, 2023 (05:00 P.M.). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Friday, March 31, 2023** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, March 31, 2023**.

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 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at



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	<p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none">3. 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 ‘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.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On



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	<p>clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none">3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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.



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404, Naman Centre, C-31/G Block, BKC, Bandra (E), Mumbai - 400 051.

Tel: (022) 40424100 • URL - www.kesarpetroproducts.com

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 022 - 4886 7000 and 022- 2499 7000
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 toll free no. 1800 22 55 33

B) Login Method 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 csabprofessional@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in



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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 cs2013.ohrl@gmail.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 saba@kesarpetroproducts.com. 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 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.
- 5.

CONTACT DETAILS

Company	KESAR PETROPRODUCTS LIMITED Registered Office : D-711 MIDC, Lote Parshuram, Ratnagiri 415722 Corporate Office: 404 Naman Centre, C-31/G Block, BKC Bandra (E), Mumbai 400051 Tel: 022 40424100 ; Email: saba@kesarpetroproducts.com ; Web: www.kesarpetroproducts.com
Registrar and Transfer Agent	Skyline Financial Services Private Limited., A/505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Mumbai- 400072. Tel. : +91-22 49721245/ +91-22 28511022 CIN :U74899DL1995PTC071324 Email : subhashdhingreja@skylinerta.com Website : www.skylinerta.com
E-Voting Agency & VC / OAVM	Email: evoting@nsdl.co.in NSDL help desk: 022 - 4886 7000 and 022 - 2499 7000 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
Scrutinizer	Mr. Pankaj S. Desai, Practicing Company Secretary (Membership Bo. 3398 and Certificate of Practice No. 4098) Contact Person: Mr. Pankaj S. Desai Email: shirdipankaj@hotmail.com ; M. No.: +91 9322298917



EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)

RESOLUTION 1: REGULARISATION OF ADDITIONAL DIRECTOR, MR. NAINESH SUMANTI RAI DESAI (DIN: 08452630) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Nainesh Sumanti Rai Desai (DIN: 08452630) was appointed as an Additional Director of the company on 12.11.2022 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Mr. Nainesh Sumanti Rai Desai (DIN: 08452630), an Additional Director whose office shall be regularized within period of 3 months of appointment and being eligible for appointment to the office of a Director at General Meeting in terms of Section 160 of the Companies Act, 2013. Mr. Nainesh Sumanti Rai Desai (DIN: 08452630) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director).

Mr. Nainesh Sumanti Rai Desai has a rich work experience of 35 years in Industrial electronics industry in the field of Marketing & Trading. He has Matriculate qualification and Diploma in A/C & Refrigeration and has a marketing expertise in the relevant field.

The Company has received a notice from a member under Section 160 of the Companies Act 2013, for appointment of Mr. Nainesh Sumanti Rai Desai for the office of Director in Independent category. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Nainesh Sumanti Rai Desai as an Independent Director. In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the Shareholders be and is hereby accorded for the appointment of Mr. Nainesh Sumanti Rai Desai (DIN: 08452630) as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from 12.11.2022 to 11.11.2027.

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the item no. 1 of the notice for appointment of Mr. Nainesh Sumanti Rai Desai.

Save and except Mr. Nainesh Sumanti Rai Desai, Independent Director, being an appointee, none of the other Directors/ Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

RESOLUTION 2: REGULARISATION OF ADDITIONAL DIRECTOR, MR. SATISH CHAND MATHUR (DIN: 03641285) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Satish Chand Mathur (DIN: 03641285) was appointed as an Additional Director of the company on 27.12.2022 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Mr. Satish Chand Mathur (DIN: 03641285), an Additional Director whose office shall be regularized within period of 3 months of appointment and being eligible for appointment to the office of a Director at General Meeting in terms of Section 160 of the Companies Act, 2013. Mr. Satish Chand Mathur (DIN: 03641285) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director).



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Mr. Satish Chand Mathur is a 1981 batch Indian Police Service (IPS) officer. His service duration was 37 years. Prior to joining the Company, he was serving as Maharashtra's Director General of Police.

Moreover, he served the Central Government, i.e. the Central Bureau of Investigation from 1996 to 2003 and held the post of Director, Security, Air India, Director Vigilance and Executive Director, Ground Handling, Air India from 2007 to 2012.

He has left his indelible mark on each aspect of police and general administration. His firm and tactful handling of sensitive and tricky issues has seen organisation emerge a winner at all times; his rigorous training at Louisiana State University in handling and countering explosives and commando training at our very own National Security Guard, Manesar, Haryana sowed the seeds of his success in handling both urban terrorism and the naxal challenge.

The Company has received a notice from a member under Section 160 of the Companies Act 2013, for appointment of Mr. Satish Chand Mathur for the office of Director in Independent category. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Satish Chand Mathur as an Independent Director. In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the Shareholders be and is hereby accorded for the appointment of Mr. Satish Chand Mathur (DIN: 03641285) as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from 27.12.2022 to 26.12.2027.

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the item no. 2 of the notice for appointment of Mr. Satish Chand Mathur.

Save and except Mr. Satish Chand Mathur, Independent Director, being an appointee, none of the other Directors/ Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

**By Order of the Board of Directors
For, KESAR PETROPRODUCTS LIMITED**

**Sd/-
Ramjan Kadar Shaikh
Wholetime Director (DIN 08286732)**

**Date: 23/03/2023
Place: Mumbai**



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Information / Profile About Directors Seeking Appointments/ Re-appointment at the EGM are as Follows:

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings]

1.	Name of the Director	Mr. Nainesh Sumanti Rai Desai
2.	DIN	08452630
3.	Date of Birth	08/05/1955
4.	Date of Original Appointment	12/11/2022
5.	Qualification	Matriculate & Diploma in A/C & Refrigeration
6.	Reason for Change viz, appointment, resignation, removal, death or otherwise	Appointment
7.	Directorships held in other Companies	Vivid Global Industries Limited Kesar Petroproducts Limited
8.	Listed Entities from which he resigned as Director in past 3 years	NIL
9.	Experience in specific Areas	He has a rich work experience of 35 years in Industrial electronics industry in the field of Marketing & Trading.
10.	Skills and capabilities required for the role and the manner in which director meets such requirements	Marketing expertise in the relevant field
11.	Chairmanship / Membership of Committee (s) of Board of Director of the Company.	Audit Committee – Member Nomination and Remuneration Committee – Member Stakeholders Relationship Committee - Member
12.	Chairman/Member of the Committee (s) of Board of Directors of other Public Limited Companies in which he is a Director	<u>Kesar Petroproducts Ltd.</u> Audit Committee – Member Nomination and Remuneration Committee – Member Stakeholders Relationship Committee - Member
13.	No. of shares held in the company	NIL
14.	Relationship with other Directors	Not related to any director
15.	Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24,dated June 20, 2018	Not debarred from holding the office of director pursuant to any SEBI order or any such authority.



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1.	Name of the Director	Mr. Satish Chand Mathur
2.	DIN	03641285
3.	Date of Birth	05/06/1958
4.	Date of Original Appointment	27/12/2022
5.	Qualification	Indian Police Service (IPS) Officer
6.	Reason for Change viz, appointment, resignation, removal, death or otherwise	Appointment
7.	Directorships held in other Companies	Tilaknagar Industries Limited Indiabulls Housing Finance Limited Indiabulls Commercial Credit Limited Jm Financial Asset Reconstruction company Limited Jm Financial Credit Solutions Limited Ring Plus Aqua Limited
8.	Listed Entities from which he resigned as Director in past 3 years	JBF Industries Limited
9.	Experience in specific Areas	He has a rich work experience of 35 years in Industrial electronics industry in the field of Marketing & Trading.
10.	Skills and capabilities required for the role and the manner in which director meets such requirements	His firm and tactful handling of sensitive and tricky issues will emerge a winner at all times
11.	Chairmanship / Membership of Committee (s) of Board of Director of the Company.	NIL
12.	Chairman/Member of the Committee (s) of Board of Directors of other Public Limited Companies in which he is a Director	NIL
13.	No. of shares held in the company	NIL
14.	Relationship with other Directors	Not related to any director
15.	Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018	Not debarred from holding the office of director pursuant to any SEBI order or any such authority.