

transfers, share certificates and all communications directly to SHAREPRO SERVICES at the address given below :
Sharepro Services (India) Private Limited,
Unit : KAY POWER AND PAPER LTD.
Sam Hita Warehousing Complex,
Warehouse No. 52 & 53 Plot No 13AB,
2nd Floor Sakinaka, Mumbai-400072
Phone - (022) 67720400/347 Fax - (022) 67720416

6. The shares of the Company are compulsorily traded in demat w.e.f. 25th September, 2000. The shareholders who have not dematerialised their shares are requested to opt for dematerialisation of their shareholding by opening DP account with nearest Depository Participant at the earliest, which will facilitate smooth purchase/sale of Company's shares.
7. The Ministry of Corporate Affairs, vide its General Circular No. 18/2011 dated 29th April, 2011 has clarified that as a measure of "Green Initiative in Corporate Governance" it will be in compliance, if the Annual Report (i.e. documents listed in Section 219(1) of the Companies Act, 1956) is sent through e-mail. To support this green initiative, members holding shares in demat form are requested to provide their e-mail ID to concerned depository participant and members holding shares in physical form are requested to provide their e-mail to Company at kaypulp1@vsnl.net.

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE IN RESPECT OF THE DIRECTOR WHO IS RETIRING BY ROTATION AND BEING ELIGIBLE, HAVE OFFERED HIMSELF FOR RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING TO BE HELD ON 6TH SEPTEMBER, 2011.

Mr. Niraj Chandra age 47 years, is having rich experience of more than 24 years with good rapo with various industries, duly carrying the operations of the Company as Chairman and Managing Director for last 17 years.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No 4 :

Mr. Niraj Chandra was appointed as the Chairman and Managing Director of the Company for a period of five years w.e.f. 01-01-2007. Accordingly his term of appointment expires on 31.12.2011.

The Board of Directors in their meeting held on 28th June, 2011, have recommended this resolution for re-appointment of Mr. Niraj Chandra as Chairman and Managing Director of the Company for a further period of five years w.e.f. 01-01-2012, to the members for the want of disinterested quorum. Mr. Niraj Chandra had continuously offered his services without payment of any salary since 1.07.2002.

The Board of Directors have appreciated the feelings of Mr. Niraj Chandra and opined to modify the salary as and when the situation permits. The Board of Directors recommends the proposed resolution as set out in item No. 4 of the notice for your approval.

Mr. Niraj Chandra and Ms. Deepa Agarwal being relative, are interested in the resolution. The other Director in no way is concerned or interested.

By Order of the Board of Directors
For KAY POWER AND PAPER LTD.

sd/-

Place : Satara

Sham A.Mulye

Date : 28th June, 2011

Company Secretary