



# KAY POWER AND PAPER LIMITED

Regd. Office : Gat No. 454 / 457, At Post Borgaon, Tal./Dist. Satara - 415519

## POSTAL BALLOT FORM

Sr. No. :

1. Name and Registered :  
Address of the Sole/First  
named shareholder/  
Beneficial Owner

2. Name(s) of the :  
Joint holder(s), (if any)

3. Registered Folio No./ :  
Client ID/DP ID No\*  
*\*(Applicable to Members holding  
Shares in dematerialised form)*

4. Number of Shares Held :

5. I/We hereby exercise my/our votes in respect of the Special/Ordinary Resolutions set out in the Notice dated 8th October 2013 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate box below (tick in both boxes will render the ballot invalid).

Item No.	Descriptions of Resolution	No. of Equity Shares	(FOR)	(AGAINST)
			I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution under Section 17 read with Section 192A of the Companies Act, 1956 for alteration in the Memorandum of Association by insertion of Clause 35 in the incidental/ancillary objects and renumbering of clause 35 to 44 as clause 36 to 45 of Memorandum of Association of the Company.			
2.	Ordinary resolution under Section 293(1)(a) of the Companies Act, 1956 authorising the Board of Directors of the Company to Sell, Lease or otherwise dispose off immovable / movable Assets of the Power Division of the Company situated at Gat No.454/457, At Post Borgaon, Tal/Dist. Satara 415519 or at any other place, subject to approval of BIFR/IREDA.			

E-mail ID :

Place :

Date :

\_\_\_\_\_  
Signature of the Member/ POA Holder

**PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HEREWITH.  
PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF.**

## INSTRUCTIONS

1. The Company is providing voting through Postal Ballot only. A Shareholder desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached stamped self-addressed Business reply envelope. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing the Postal Ballot Form if deposited in person or if sent by courier at the expense of the shareholder, will also be accepted.
2. Duly completed Postal Ballot Form should reach not later than 5.00 p.m. on 25th November, 2013. All Postal Ballot Forms received thereafter will be strictly treated as if the reply from the shareholder has not been received.
3. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column.
4. This form is to be completed and signed by the shareholder (as per signature registered with the Company/N.S.D.L./C.D.S.L.). In case of joint holding, this form should be completed and signed by the first-named shareholder and in his/her absence, by the next named shareholder. There will be only one postal ballot form for every folio irrespective of the number of joint holder(s).
5. In case the form is signed by the Power of Attorney holder for and on behalf of the shareholder, it must be accompanied by a certified true copy of the power of attorney. If such power of attorney is already registered with the Company, the Power of Attorney holder should quote the registration number beneath his/her signature. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority.
6. Unsigned Postal Ballot Form will be rejected.
7. A member may request for duplicate Postal Ballot Form, if so required by writing to Sharepro Services (India) Pvt. Ltd. Unit : Kay Power And Paper Ltd., Samhita Warehousing Complex, Warehouse No 52 & 53, Plot No 13AB, 2nd Floor, Sakinaka, Mumbai - 400 072. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of business hours on 25th November, 2013.
8. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the shareholders for sending any other correspondence to the Company.
9. The exercise of vote through Postal Ballot is not permitted through a proxy.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on 26th October, 2013 (i.e. date of dispatch).
11. The Scrutinizer's decision on the validity of the Postal ballot Form would be final.
12. The date of declaration of results of the postal ballot (i.e. on or after 26th November, 2013) shall be the date on which the resolutions would be deemed to have been passed, if approved by requisite majority.



# KAY POWER AND PAPER LIMITED

Regd. Office : Gat No. 454 / 457, At Post Borgaon, Tal./Dist. Satara - 415519

## Postal Ballot Notice

(Notice pursuant to Section 192A of the Companies Act, 1956)

Dear Members,

NOTICE is hereby given that pursuant to Section 192A of the Companies Act, 1956 read with Section 17 and Section 293 (1) (a) of the Companies Act, 1956 (the Act) read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (the Rules,) the Company is seeking your approval to the appended resolutions to the matter related to alteration of objects clause of the Memorandum of Association of the Company and to authorize Board to Sell, Lease or otherwise dispose off Assets of the Power Division of the Company subject to necessary approval of Board for Industrial And Financial Reconstruction (BIFR) and Indian Renewable Energy Development Agency Ltd., (IREDA) by passing resolutions through Postal Ballot :

An explanatory statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form.

### 1) Alteration in Memorandum of Association

To consider and if thought fit, to pass with or without modifications as may be practical and permissible the following Resolution as an Special Resolution :

"RESOLVED THAT pursuant to Section 17 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the confirmation of the Registrar of Companies, Maharashtra, Pune the object clause of the Memorandum of the Company be and is hereby altered, to insert the following clause as sub clause no. 35 in the incidental/ancillary objects clause after clause III B 34 and renumber the clauses of other objects i.e. clauses III C 35 to 44 as clauses III C 36 to 45 of the Memorandum of Association of the Company ;

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of Members".

35. To carry on the activity of trading in shares in Capital market, Future & Option segment, Currency Derivative Segment in any Stock Exchange in India and trading in Commodities in Cash And future Segment in any commodity Exchange in India, out of surplus / temporarily available funds of the Company and to buy, underwrite, invest, acquire and hold shares, stocks, debentures stock, bonds, units obligations and securities issued or guaranteed by any company, bodies corporate or corporation firm or persons incorporated or established in India.

### 2) To authorize the Board to Sell, Lease or otherwise dispose off Assets of the Power Division of the Company.

To consider and if thought fit, to pass with or without modifications as may be practical and permissible the following Resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 293( 1) (a), Section 192A read with the Companies (Passing of resolution by postal ballot) Rules, 2011 and other applicable provisions, if any of the Companies Act, 1956 including any statutory modifications or re-enactment thereof for the time being enforced, in accordance with the relevant provisions of the Memorandum and Articles of the Association of the Company, in the listing agreement entered in to by the Company with Bombay Stock Exchange Ltd. and subject to the approvals of Board for Industrial And Financial Reconstruction (BIFR) and Indian Renewable Energy Development Agency Ltd., (IREDA), consents, permissions and sanctions as may be necessary from concerned statutory authorities, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the Board which term shall be deemed to include any Committee which the Board may have concluded or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) to Sell, Lease or otherwise dispose off immovable / movable Assets of the Power Division of the Company situated at Gat No.454/457, A/P. Borgaon, Tal/Dist. Satara 415519 or at any other place."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of Members".

By order of the Board of Directors  
For KAY POWER AND PAPER LIMITED

Sham A. Mulye  
Company Secretary

Date : 08.10.2013  
Place : Satara

**NOTES :**

1. An relative explanatory statement pursuant to Sections 173 (2) and 192A (2) of the Companies Act, 1956 setting out material facts is annexed hereto.
2. The Board of Directors in their meeting held on 8th October, 2013 have appointed Mr. Shekhar Ghatpande, Company Secretary in whole-time practice as scrutinizer for conducting Postal Ballot voting process, in a fair and transparent manner and to receive and scrutinize the completed ballot forms received from the Members. The Postal Ballot Form and the self addressed business reply envelope are enclosed for use of Members.
3. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (any other form or photocopy of the Postal Ballot Form is not permitted) duly completed and signed with the assent (for) or dissent (against), in the attached self addressed business reply envelope, so as to reach the Scrutinizer before the close of working hours (5.00 p.m.) on or before 25th November, 2013. to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The scrutinizer will submit his report to the Chairman after completion of scrutiny and the results of the postal ballot will be announced by the Chairman on or after 26th November, 2013, at the Registered Office of the company at Gat No. 454/457, At Post Borgaon, Tal./Dist. Satara 415519 and will also be informed to Bombay Stock Exchange Ltd. And posted on the Companies website www.kaypowerandpaper.com. The date of declaration of results by the Chairman of the Company will be date of passing of the resolution.
4. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the Postal Ballot Form may apply to 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 and obtain a duplicate thereof.
5. Facility of voting through electronic mode is not being provided by the Company.
6. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the registered Office of the Company during office hours on all working days except holidays, between 3.00 p.m. to 5.00 p.m. up to 25th November, 2013. .

**By order of the Board of Directors  
For KAY POWER AND PAPER LIMITED**

**Sham A. Mulye  
Company Secretary**

Date : 08.10.2013  
Place : Satara

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.****ITEM NO. 1**

The company intends to explore the activity of trading in shares in Capital market, Future & Option segment, Currency Derivative Segment in any Stock Exchange in India and trading in Commodities in Cash And future Segment in any commodity Exchange in India, out of surplus / temporarily available funds of the Company and for this purpose it is proposed to include this enabling clause in the incidental / ancillary object of the memorandum of Association of the Company, which will be conveniently and advantageously combined with the existing business of the company.

None of the directors are interested / concerned in this resolution except as members.

Your directors recommend acceptance of the aforesaid resolution in the interest of the company.

**ITEM NO. 2**

The Company has two divisions 1) Paper Division and 2) Power Division.

The Company has set up the Power Division with the financial assistance from IREDA as panacea to overcome the ever increasing power tariffs and uninterrupted power supply to help the operations of the Paper Division. Unfortunately the delay in sanctioning of Power Purchase Agreement (PPA) has delayed the implementation of project and resulted in to losses of carrying, inventories, man power etc.. Teething troubles were continued for quite long and operation of the power division never reached the plant capacity of 6 M.W. resulting in to continuous losses.

The raw material for power division was bagasse, by-product of Sugar Industry, which is cyclical and the price of bagasse, varying on its availability and non availability of bagasse resulting in to non operation of power Division adding to the losses of the company. Due to these losses company became sick company registered with BIFR in 2003. The Company has submitted rehabilitation scheme through operating agency IREDA but the fate of the same is uncertain.

The Company could not operate the Power Division continuously for last couple of years, stressing the viability of the Company though the operations of paper division are quite streamlined.

The bagasse price is ruling very high and company is not expecting any reduction in price to run the Power Division economically viable.

In this situation company intends to Sell, Lease or otherwise dispose off immovable/ movable Assets of the Power Division of the Company situated at Gat No.454/457, A/P. Borgaon, Tal/Dist. Satara 415519 or at any other place subject to approval of BIFR and IREDA.

The net Fixed Asset value of the Power Division as at 31.03.2013 was Rs.24,97,94,051/- and the outstanding term loan of IREDA Rs.12,20,97,859/-.

None of the directors are interested /concerned in this resolution except as members.

Your directors recommend acceptance of the aforesaid resolution in the interest of the company.

**By order of the Board of Directors  
For KAY POWER AND PAPER LIMITED**

**Sham A. Mulye  
Company Secretary**

Date : 08.10.2013  
Place : Satara