

Resolution No.

1. Adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.

Resolution Required

Ordinary Resolution

Mode of voting

E-voting

Promoter / Public	No of Shares Held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. votes - Favour (4)	No. of votes - Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoters and Promoters Group	4752647	4752647	100	4752647	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - other	5887353	12606	0.21	12606	0	100	0
Total	10640000	4765253	44.79	4765253	0	100	0

Resolution No.

2. Re-appointment of Mrs. Deepa Agarwal who retires by rotation.

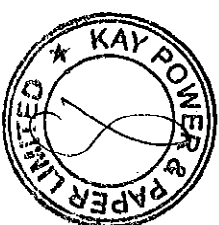
Resolution Required

Ordinary Resolution

Mode of voting

E-voting

Promoter / Public	No of Shares Held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. votes - Favour (4)	No. of votes - Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoters and Promoters Group	4752647	4752647	100	4752647	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - other	5887353	12606	0.21	12606	0	100	0
Total	10640000	4765253	44.79	4765253	0	100	0

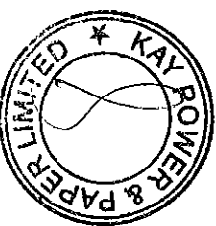


Resolution No. 3. Appointment of statutory Auditors for the financial year 2014-15 and fixing their remuneration.
 Resolution Required Ordinary Resolution
 Mode of voting E-voting

Promoter / Public	No of Shares Held (1)	No. of Votes polled	% of votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. votes - Favour (4)	No. of votes - Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)*100
Promoters and Promoters Group	4752647	4752647	100	4752647	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - other	5887353	12606	0.21	12606	0	100	0
Total	10640000	4765253	44.79	4765253	0	100	0

Resolution No. 4. Appointment of Mr. Kaustubh Narayan Wadikar as an Independent Director
 Resolution Required Ordinary Resolution
 Mode of voting E-voting

Promoter / Public	No of Shares Held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. votes - Favour (4)	No. of votes - Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)*100
Promoters and Promoters Group	4752647	4752647	100	4752647	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - other	5887353	12606	0.21	12606	0	100	0
Total	10640000	4765253	44.79	4765253	0	100	0



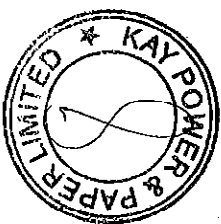
Resolution No. 5. Appointment of Mr. Sandeep Shahapurkar as an Independent Director
Resolution Required Ordinary Resolution
Mode of voting E-voting

Promoter / Public	No of Shares Held (1)	No. of Votes polled	% of votes Polled on outstanding shares (3) $= [(2)/(1)] * 100$	No. votes - Favour (4)	No. of votes - Against (5)	% of votes in favour on votes polled (6) $= [(4)/(2)] * 100$	% of votes against on votes polled (7) $= [(5)/(2)] * 100$
Promoters and Promoters Group	4752647	4752647	100	4752647	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - other	5887353	12606	0.21	12606	0	100	0
Total	10640000	4765253	44.79	4765253	0	100	0

Resolution No. 6. Approval of the Remuneration of the Cost Auditors.
Resolution Required Ordinary Resolution
Mode of voting E-voting

Promoter / Public	No of Shares Held (1)	No. of Votes polled	% of votes Polled on outstanding shares (3) $= [(2)/(1)] * 100$	No. votes - Favour (4)	No. of votes - Against (5)	% of votes in favour on votes polled (6) $= [(4)/(2)] * 100$	% of votes against on votes polled (7) $= [(5)/(2)] * 100$
Promoters and Promoters Group	4752647	4752647	100	4752647	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - other	5887353	12606	0.21	12606	0	100	0
Total	10640000	4765253	44.79	4765253	0	100	0

Note: All the aforesaid Resolutions were passed with Requisite Majority.



Bokil Punde and Associates
Company Secretaries,
2nd Floor, Setu Plot No. 69,
Bharatkunj Colony No.2,
PWD Society, Erandawane,
Pune – 411038
bokilvishvas@gmail.com
Off. No. 95525 89210

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of Annual General Meeting of the members of **KAY POWER AND PAPER LIMITED** (the company) to be held on **Monday, 22nd September, 2014** at 3.00 p.m. at the Registered office of the Company at Gat No 454/457 At Post Bargaon, Satara - 415519 Maharashtra.

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provision of Section 108 of Companies Act 2013, ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

We, M/s. Bokil Punde and Associates, Company Secretaries, Pune had been appointed as the Scrutinizers by the Board of Directors of KAY POWER AND PAPER LIMITED ('the Company') vide resolution dated **8th July 2014** for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of Companies Act 2013, read with rule 20 of the Companies ((Management and Administration) Rules, 2014 in respect of the below mentioned items / resolutions proposed to be passed at Annual General Meeting (AGM) to be held on **September 22, 2014 at 3.00 p.m.**

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means, with respect to the items/ resolutions contained in Notice of Annual General Meeting dated 8 July 2014.

Our responsibility as scrutinizers for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or " against" the items/ resolutions as stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency, to provide e-voting facilities, engaged by the Company. We submit our report as under :

- i. The e-voting period remained open from Tuesday, 16 September 2014 (9:00AM) to Thursday, 18 September 2014 (6:00 PM).
- ii. The members of the Company as on the "Cut-off" date i.e. 22 August 2014 were entitled to vote on the proposed resolutions (Item Nos. 1 to 6) as set out in the Notice of 23rd Annual General Meeting of the Company as aforesaid.
- iii. The votes cast by electronic mode were unblocked on 20th September, 2014 approximately at around 7.30 p.m., in the presence of two witnesses viz Ms. Rohini



Kulkarni and Ms. Avanti Rajwade who were not in the employment of the Company, from e-voting website of Central Depository Services (India) Limited (CDSL) (www.evotingindia.com), which was closed by CDSL on 18th September, 2014. The said witnesses have signed below in confirmation of the votes being unblocked in their presence. In the process, the details containing, list of equity shareholders, who voted "for" and "against" and other relevant data were downloaded from the e-voting website of CDSL.

We have scrutinized and reviewed the voting took place through electronic means and votes tendered therein, based on the data downloaded from the CDSL e-voting system.

The result of e-voting is as under :

Item / Resolution No. 1:- To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Item / resolution

Number of members voted through e-voting system	Number of votes cast	% of total number of valid votes cast
33	47,65,253	100%

(ii) Voted against the Item / resolution

Number of members voted through e-voting system	Number of votes cast	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes

Total numbers of members whose votes were declared invalid	Total numbers of votes (Shares)
Nil	Nil

Item / Resolution No. 2:- To appoint a Director in place of Mrs. Deepa Agarwal (DIN: 00452947), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.

(i) Voted in favour of the Item / resolution

Number of members voted through e-voting system	Number of votes cast	% of total number of valid votes cast
33	47,65,253	100%

(ii) Voted against the Item / resolution

Number of members voted through e-voting system	Number of votes cast	% of total number of valid votes cast
Nil	Nil	Nil



(iii) **Invalid votes**

Total numbers of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

Item / Resolution No. 3:- To appoint M/s. Godbole & Company, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration

(i) **Voted in favour of the Item / resolution**

Number of members voted through e-voting system	Number of votes cast	% of total number of valid votes cast
33	47,65,253	100%

(ii) **Voted against the Item / resolution**

Number of members voted through e-voting system	Number of votes cast	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid votes**

Total numbers of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

Item / Resolution No. 4:- To appoint Mr. Kaustubh Narayan Wadikar, (DIN: 06772587) as an Independent Director.

(i) **Voted in favour of the Item / resolution**

Number of members voted through e-voting system	Number of votes cast	% of total number of valid votes cast
33	47,65,253	100%

(ii) **Voted against the Item / resolution**

Number of members voted through e-voting system	Number of votes cast	% of total number of valid votes cast
Nil	Nil	Nil



(iii) **Invalid votes**

Total numbers of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

Item / Resolution No. 5:- To appoint Mr. Sandeep Shahapurkar (DIN:06919724) as an Independent Director.

(i) **Voted in favour of the Item / resolution**

Number of members voted through e-voting system	Number of votes cast	% of total number of valid votes cast
33	47,65,253	100%

(ii) **Voted against the Item / resolution**

Number of members voted through e-voting system	Number of votes cast	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid votes**

Total numbers of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

Item / Resolution No. 6:- To approve the remuneration of the Cost Auditors for the financial year ending 31st March 2015.

(i) **Voted in favour of the Item / resolution**

Number of members voted through e-voting system	Number of votes cast	% of total number of valid votes cast
33	47,65,253	100%

(ii) **Voted against the Item / resolution**

Number of members voted through e-voting system	Number of votes cast	% of total number of valid votes cast
Nil	Nil	Nil



(iii) **Invalid votes**

Total numbers of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

Thanking you

Yours sincerely,

FOR BOKIL PUNDE AND ASSOCIATES,
COMPANY SECRETARIES

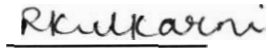


VISHVAS BOKIL
PARTNER

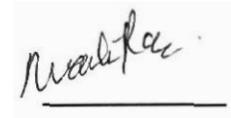


CP NO. 3449
FCS NO. 5756
CELL NO. 98222 54210

PLACE : PUNE
DATE : 22.09.2014



Rohini Kulkarni



Avanti Rajwade