

**KAY POWER AND PAPER LIMITED**  
**VOTING RESULT OF 24TH ANNUAL GENERAL MEETING HELD ON 14TH SEPTEMBER, 2015**

Resolution No. 1. Adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.

Resolution Required	Ordinary Resolution						
Mode of voting	E-voting & Poll						
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	9412	0.160	9412	0	100	0
Total	10640000	4762059	44.76	4762059	0	100	0

Resolution No. 2. Re-appointment of Mr. Arvind Kulkarni who retires by rotation.

Resolution Required	Ordinary Resolution						
Mode of voting	E-voting & Poll						
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	9412	0.160	9412	0	100	0
Total	10640000	4762059	44.76	4762059	0	100	0



Resolution No. 3. Appointment of statutory Auditors for the financial year 2015-16 and fixing their remuneration.

Resolution Required Ordinary Resolution

Mode of voting E-voting & Poll

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	9412	0.160	9412	0	100	0
Total	10640000	4762059	44.76	4762059	0	100	0

Resolution No. 4. To ratify the related party transaction under section 188 of the Companies Act 2013

Resolution Required Special Resolution

Mode of voting E-voting & Poll

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	0	0	0	0	0	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - other	5887353	9412	0.160	9412	0	100	0
Total	10640000	9412	0.09	9412	0	100	0

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



**neha doshi & co.**  
**Company Secretaries**

**COMBINED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL**

[Pursuant to rule section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 (2) of the Companies (Management and Administration) Rules, 2014 - As amended]

To,  
The Chairman,  
Kay Power and Paper Limited  
(L21099MH1991PLC061709)  
Gat No. 454/457, At Post Borgaon,  
Dist - Satara, Maharashtra, India 415519

Dear Sir,

**Subject: Passing of resolution through Electronic means and Poll conducted at the 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Kay Power and Paper Limited held on 14<sup>th</sup> September 2015 at Registered Office of the Company at 3.00 pm.**

I, Mrs. Neha Doshi, Practising Company Secretary, Proprietor of M/s Neha Doshi & Co., Company Secretaries, Satara have been appointed by the Board of Directors of the company, M/s. Kay Power and Paper Limited, (L21099MH1991PLC061709), as a Scrutinizer(s) for the purpose of Remote e-voting process held between 11<sup>th</sup> September, 2015 (9.00 am) to 13<sup>th</sup> September, 2015 (5.00 pm) and poll taken on the below mentioned resolution(s), at 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Kay Power and Paper Limited held on 14<sup>th</sup> September 2015 at Registered Office of the Company at 3.00 pm, and submit our report as under on the resolutions No. 1 to 4 as set out in the Notice dated 25th June, 2015, convening the said meeting.

**Responsibility of the Management:**

The management of the company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made there under in relation to exercising of voting rights through electronic means and poll on the Resolution(s) as set out in the Notice convening the 24<sup>th</sup> Annual General Meeting dt. 14<sup>th</sup> September 2015.



**Responsibility as a Scrutinizer:**

My responsibility as a Scrutinizer for the e-voting process and for the poll at the 24<sup>th</sup> Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out in the Notice, convening the 24<sup>th</sup> Annual General Meeting, based on the reports generated from the e-voting system, provided by Central Depository Services Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and also at the time of poll at the 24<sup>th</sup> Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 15<sup>th</sup> September 2015, on the e-voting process and also a separate Scrutinizer's Report dated 15<sup>th</sup> September 2015, in the prescribed form MGT 13, on the poll taken at the 24<sup>th</sup> Annual General Meeting of the Company.

In view of the above, I hereby submit my consolidated report, on the result of the E-voting, together with that of the Poll in respect of the said Resolutions as under;

**ORDINARY BUSINESS****Item No. 1****ORDINARY RESOLUTION**

- 1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors**

**VOTES CAST IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	Number of Members Voted Through electronic means	Number of Votes Cast	Percentage of total Number of votes Cast
E-voting	17	4754259	100
Poll	21	7800	100
<b>Total Voting</b>	<b>38</b>	<b>4762059</b>	<b>100</b>



**VOTES CAST AGAINST THE RESOLUTION:**

Mode of Voting	Number of Members Voted Through electronic means	Number of Votes Cast	Percentage of total Number of votes Cast
E-voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared invalid	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

**Item No. 2****ORDINARY RESOLUTION**

2. To appoint a Director in place of Mr. Arvind V. Kulkarni (DIN: 06378344), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment.

**VOTES CAST IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	Number of Members Voted Through electronic means	Number of Votes Cast	Percentage of total Number of votes Cast
E-voting	17	4754259	100
Poll	21	7800	100
Total Voting	38	4762059	100



**VOTES CAST AGAINST THE RESOLUTION:**

Mode of Voting	Number of Members Voted Through electronic means	Number of Votes Cast	Percentage of total Number of votes Cast
E-voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared invalid	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

**Item No. 3-****ORDINARY RESOLUTION****3. To appoint Auditors and fix their remuneration****VOTES CAST IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	Number of Members Voted Through electronic means	Number of Votes Cast	Percentage of total Number of votes Cast
E-voting	17	4754259	100
Poll	21	7800	100
Total Voting	38	4762059	100



**VOTES CAST AGAINST THE RESOLUTION:**

Mode of Voting	Number of Members Voted Through electronic means	Number of Votes Cast	Percentage of total Number of votes Cast
E-voting	0	0	0
Poll	0	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared invalid	Number of votes cast
E-voting	0	0
Poll	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

**SPECIAL BUSINESS:****Item No. 4****SPECIAL RESOLUTION**

4. To ratify the related party transaction under section 188 of the Companies Act 2013

**VOTES CAST IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	Number of Members Voted Through electronic means	Number of Votes Cast	Percentage of total Number of votes Cast
E-voting	4	1612	100
Poll	21	7800	100
<b>Total Voting</b>	<b>25</b>	<b>9412</b>	<b>100</b>



**VOTES CAST AGAINST THE RESOLUTION:**

Mode of Voting	Number of Members Voted Through electronic means	Number of Votes Cast	Percentage of total Number of votes Cast
E-voting	0	0	0
Poll	0	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared invalid	Number of votes cast
E-voting	0	0
Poll	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

All the resolutions stands passed under the e-voting and poll with requisite majority.

**FOR NEHA DOSHI & CO.  
COMPANY SECRETARIES**



**CS NEHA DOSHI  
PROPRIETOR**

Date : 15.09.2015

Place : Satara