

**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 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of Kay Power and Paper Limited held on 23<sup>rd</sup> September 2019 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, Kay Power and Paper Limited, (L21099MH1991PLC061709), as a Scrutinizer(s) for the purpose of Remote e-voting process held between 20<sup>th</sup> September, 2019 (09.00 am) to 22<sup>nd</sup> September, 2019 (05.00 pm) and poll taken on the below mentioned resolution(s), at 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of Kay Power and Paper Limited held on 23<sup>rd</sup> September 2019 at Registered Office of the Company at 3.00 pm, and submit our report as under on the resolutions No. 1 to 6 as set out in the Notice dated 10<sup>th</sup> August, 2019, 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 28<sup>th</sup> Annual General Meeting dated 23<sup>rd</sup> September, 2019.

**Responsibility as a Scrutinizer :**

My responsibility as a Scrutinizer for the e-voting process and for the poll at the 28<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 28<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 28<sup>th</sup> Annual General Meeting.

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;



For Neha Doshi & Co.  
Company Secretaries

  
CS NEHA DOSHI  
PROPRIETOR

Date: 24/09/2019

Place: Satara

**KAY POWER AND PAPER LIMITED**  
**VOTING RESULT OF 28 TH ANNUAL GENERAL MEETING HELD ON 23RD SEPTEMBER 2019**

|   |                     |
|---|---------------------|
| Date of the AGM   | 23rd September 2019 |
| Total number of shareholders on record date                                   | 5226                |
| No. of shareholders present in the meeting either in person or through proxy: |                     |
| Promoters and Promoter Group:   | 10                  |
| Public  | 29                  |
| No. of Shareholders attended the meeting through Video Conferencing:          |                     |
| Promoters and Promoter Group:   | NOT APPLICABLE      |
| Public  |                     |

| Resolution No.   | 1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon. |                       |                         |   |                        |                           |  |   |
|--|--|-----------------------|-------------------------|---|------------------------|---------------------------|--|---|
| Resolution Required  | Ordinary Resolution  |                       |                         |   |                        |                           |  |   |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | Yes  |                       |                         |   |                        |                           |  |   |
| Promoter /Public   | Mode of Voting   | 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  | E-voting   | 4769746               | 4769746                 | 100   | 4769746                | 0                         | 100  | 0   |
|  | Poll   |                       | 0                       | 0   | 0                      | 0                         | 0  | 0   |
|  | Total  |                       | 4769746                 | 100   | 4769746                | 0                         | 100  | 0   |
| Public - Institutional Holders   | E-voting   | 0                     | 0                       | 0   | 0                      | 0                         | 0  | 0   |
|  | Poll   |                       | 0                       | 0   | 0                      | 0                         | 0  | 0   |
|  | Total  |                       | 0                       | 0   | 0                      | 0                         | 0  | 0   |
| Public - other   | E-voting   | 5870254               | 1787                    | 0.03  | 1787                   | 0                         | 100  | 0   |
|  | Poll   |                       | 8300                    | 0.141   | 8300                   | 0                         | 100  | 0   |
|  | Total  |                       | 10087                   | 0.172   | 10087                  | 0                         | 100  | 0   |
| Total  |  | 10640000              | 4779833                 | 44.92   | 4779833                | 0                         | 100  | 0   |



| Resolution No.   | 2. Re-Appointment of Mrs. Deepa Agarwal (DIN: 00452947), who retires by rotation |                       |                         |   |                        |                           |  |                                    |
|--|--|-----------------------|-------------------------|---|------------------------|---------------------------|--|------------------------------------|
| Resolution Required  | Ordinary Resolution  |                       |                         |   |                        |                           |  |                                    |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | NO   |                       |                         |   |                        |                           |  |                                    |
| Promoter/Public  | Mode of Voting   | No of Shares Held (1) | No. of Votes polled (2) | % of votes Polled on outstanding shares (3) | No. votes - Favour (4) | No.of votes - Against (5) | % of votes in favour on votes polled (6) = | % of votes against on votes polled |
| Promoters and Promoters Group  | E-voting   | 4769746               | 4769746                 | 100   | 4769746                | 0                         | 100  | 0                                  |
|  | Poll   |                       | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|  | Total  |                       | 4769746                 | 100   | 4769746                | 0                         | 100  | 0                                  |
| Public - Institutional Holders   | E-voting   | 0                     | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|  | Poll   |                       | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|  | Total  |                       | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
| Public - other   | E-voting   | 5870254               | 1787                    | 0.03  | 1787                   | 0                         | 100  | 0                                  |
|  | Poll   |                       | 8300                    | 0.141                                       | 8300                   | 0                         | 100  | 0                                  |
|  | Total  |                       | 10087                   | 0.172                                       | 10087                  | 0                         | 100  | 0                                  |
| <b>Total</b>   |  | <b>10640000</b>       | <b>4779833</b>          | <b>44.92</b>                                | <b>4779833</b>         | <b>0</b>                  | <b>100</b>                                 | <b>0</b>                           |

| Resolution No.   | 3. To re-appoint Shri Kaustubh Narayan Wadikar (DIN: 06772587) as an Independent Director |                       |                         |   |                        |                           |  |                                    |
|--|---|-----------------------|-------------------------|---|------------------------|---------------------------|--|------------------------------------|
| Resolution Required  | Special Resolution  |                       |                         |   |                        |                           |  |                                    |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | No  |                       |                         |   |                        |                           |  |                                    |
| Promoter/Public  | Mode of Voting  | No of Shares Held (1) | No. of Votes polled (2) | % of votes Polled on outstanding shares (3) | No. votes - Favour (4) | No.of votes - Against (5) | % of votes in favour on votes polled (6) = | % of votes against on votes polled |
| Promoters and Promoters Group  | E-voting  | 4769746               | 4769746                 | 100   | 4769746                | 0                         | 100  | 0                                  |
|  | Poll  |                       | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|  | Total   |                       | 4769746                 | 100   | 4769746                | 0                         | 100  | 0                                  |
| Public - Institutional Holders   | E-voting  | 0                     | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|  | Poll  |                       | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|  | Total   |                       | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
| Public - other   | E-voting  | 5870254               | 1787                    | 0.03  | 1787                   | 0                         | 100  | 0                                  |
|  | Poll  |                       | 8300                    | 0.141                                       | 8300                   | 0                         | 100  | 0                                  |
|  | Total   |                       | 10087                   | 0.172                                       | 10087                  | 0                         | 100  | 0                                  |
| <b>Total</b>   |   | <b>10640000</b>       | <b>4779833</b>          | <b>44.92</b>                                | <b>4779833</b>         | <b>0</b>                  | <b>100</b>                                 | <b>0</b>                           |

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

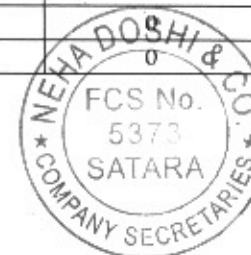


*(Signature)*

| Resolution No.                 |                | 4. To re-appoint Shri. Sandeep Shahapurkar (DIN: 06919724) as an Independent Director |                         |   |                        |                           |  |                                    |
|--------------------------------|----------------|---|-------------------------|---|------------------------|---------------------------|--|------------------------------------|
| Resolution Required            |                | Special Resolution  |                         |   |                        |                           |  |                                    |
| Whether promoter/ promoter     |                | No  |                         |   |                        |                           |  |                                    |
| Promoter /Public               | Mode of Voting | No of Shares Held (1)   | No. of Votes polled (2) | % of votes Polled on outstanding shares (3) | No. votes - Favour (4) | No.of votes - Against (5) | % of votes in favour on votes polled (6) = | % of votes against on votes polled |
| Promoters and Promoters Group  | E-voting       | 4769746   | 4769746                 | 100   | 4769746                | 0                         | 100  | 0                                  |
|                                | Poll           |   | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|                                | Total          |   | 4769746                 | 100   | 4769746                | 0                         | 100  | 0                                  |
| Public - Institutional Holders | E-voting       | 0   | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|                                | Poll           |   | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|                                | Total          |   | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
| Public - other                 | E-voting       | 5870254   | 1787                    | 0.03  | 1787                   | 0                         | 100  | 0                                  |
|                                | Poll           |   | 8300                    | 0.141                                       | 8300                   | 0                         | 100  | 0                                  |
|                                | Total          |   | 10087                   | 0.172                                       | 10087                  | 0                         | 100  | 0                                  |
| <b>Total</b>                   |                | <b>10640000</b>   | <b>4779833</b>          | <b>44.92</b>                                | <b>4779833</b>         | <b>0</b>                  | <b>100</b>                                 | <b>0</b>                           |

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

| Resolution No.                 |                | 5. To approve appointment of Shri. Arvind V. Kulkarni (DIN: 06378344) as an Independent Director |                         |   |                        |                           |  |                                    |
|--------------------------------|----------------|--|-------------------------|---|------------------------|---------------------------|--|------------------------------------|
| Resolution Required            |                | Special Resolution   |                         |   |                        |                           |  |                                    |
| Whether promoter/ promoter     |                | No   |                         |   |                        |                           |  |                                    |
| Promoter /Public               | Mode of Voting | No of Shares Held (1)  | No. of Votes polled (2) | % of votes Polled on outstanding shares (3) | No. votes - Favour (4) | No.of votes - Against (5) | % of votes in favour on votes polled (6) = | % of votes against on votes polled |
| Promoters and Promoters Group  | E-voting       | 4769746  | 4769746                 | 100   | 4769746                | 0                         | 100  | 0                                  |
|                                | Poll           |  | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|                                | Total          |  | 4769746                 | 100   | 4769746                | 0                         | 100  | 0                                  |
| Public - Institutional Holders | E-voting       | 0  | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|                                | Poll           |  | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|                                | Total          |  | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
| Public - other                 | E-voting       | 5870254  | 1787                    | 0.03  | 1787                   | 0                         | 100  | 0                                  |
|                                | Poll           |  | 8300                    | 0.141                                       | 8300                   | 0                         | 100  | 0                                  |
|                                | Total          |  | 10087                   | 0.172                                       | 10087                  | 0                         | 100  | 0                                  |



|              |  |                 |                |              |                |          |            |          |
|--------------|--|-----------------|----------------|--------------|----------------|----------|------------|----------|
| <b>Total</b> |  | <b>10640000</b> | <b>4779833</b> | <b>44.92</b> | <b>4779833</b> | <b>0</b> | <b>100</b> | <b>0</b> |
|--------------|--|-----------------|----------------|--------------|----------------|----------|------------|----------|

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

| Resolution No.                 |                | 6. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate, which is either an Associate or Group Company, of the Company, in whom any of the Director of the Company is interested |                         |   |                        |                           |  |                                    |
|--------------------------------|----------------|--|-------------------------|---|------------------------|---------------------------|--|------------------------------------|
| Resolution Required            |                | Special Resolution   |                         |   |                        |                           |  |                                    |
| Whether promoter/ promoter     |                | No   |                         |   |                        |                           |  |                                    |
| Promoter /Public               | Mode of Voting | No of Shares Held (1)  | No. of Votes polled (2) | % of votes Polled on outstanding shares (3) | No. votes - Favour (4) | No.of votes - Against (5) | % of votes in favour on votes polled (6) = | % of votes against on votes polled |
| Promoters and Promoters Group  | E-voting       | 4769746  | 4769746                 | 100   | 4769746                | 0                         | 100  | 0                                  |
|                                | Poll           |  | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|                                | Total          |  | 4769746                 | 100   | 4769746                | 0                         | 100  | 0                                  |
| Public - Institutional Holders | E-voting       | 0  | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|                                | Poll           |  | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
|                                | Total          |  | 0                       | 0   | 0                      | 0                         | 0  | 0                                  |
| Public - other                 | E-voting       | 5870254  | 1787                    | 0.03  | 1687                   | 100                       | 99.95                                      | 0.05                               |
|                                | Poll           |  | 8300                    | 0.141                                       | 8300                   | 0                         | 100  | 0                                  |
|                                | Total          |  | 10087                   | 0.172                                       | 9987                   | 0                         | 100  | 0                                  |
| <b>Total</b>                   |                | <b>10640000</b>  | <b>4779833</b>          | <b>44.92</b>                                | <b>4779733</b>         | <b>100</b>                | <b>99.998</b>                              | <b>0.002</b>                       |

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

