33RD ANNUAL REPORT 2018-2019

KEY CORP LIMITED

BOARD OF DIRECTORS	Dr. K. B. Agarwal, *Chairman* Dr. B. D. Agarwal Shri Padam Kumar Jain Ms Manju Jain Shri Raj Kumar Gupta Shri G. D. Maheshwari, *Executive Director*
COMPANY SECRETARY	Shri S. N. Tripathi
JOINT SECRETARY	Shri V. K. Pandey
CHIEF FINANCE OFFICER	Shri R. N. Singh
AUDITORS	M/s Vinayak Tandon & Associates *Chartered Accountants* Kanpur - 208 001
LEGAL ADVISOR	Shri Ravindra Verma, Advocate
BANKERS	Bank of Baroda Indian Overseas Bank State Bank of India ICICI Bank Ltd.
REGISTERED OFFICE	16/16-A, Civil Lines, Kanpur - 208 001

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of Members of Key Corp Limited will be held on Saturday, the 10th August, 2019 at 10:00 a.m. at the Registered Office of the Company at 16/16-A, Civil Lines, Kanpur to transact the following business :-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company as at 31st March, 2019, together with Directors Report and Auditors Report thereon.

2. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

   "RESOLVED THAT pursuant to provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to recommendation of Audit Committee and the Board of Directors M/s. Vinayak Tandon & Associates, Chartered Accountants (Registration No. 006751C) Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only)".

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and is authorized to do all such act, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution".

SPECIAL BUSINESS

3. **Appointment of Shri Raj Kumar Gupta (DIN No. 00200238) as an Independent Director :**

   To consider and, if thought fit to pass with or without modification(s) the following Resolutions as Special Resolution:

   "RESOLVED THAT Shri Raj Kumar Gupta (DIN00200238) who has been appointed as an additional director of the Company by the Board of Directors with effect from 15.01.2019 in terms of Section 161 of the Companies Act, 2013 and Article 96 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of five consecutive years".

4. **Re-appointment of Shri Padam Kumar Jain (DIN No. 00176945) as an Independent Director :**

   To consider and, if thought fit to pass with or without modification(s) the following Resolutions as Special Resolution :

"RESOLVED THAT pursuant to provisions of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with schedule IV of the Act (including any statutory modification(s) or re-enactment there of for the time being in force) and the Companies (appointment and qualifications of Directors) Rules 2014 as amended from time to time Shri Padam Kumar Jain (DIN No. 00176945) aged about 74 years (DOB 08.09.1944) who holds office of Independent director upto 10.08.2019 who has submitted a declaration that he meets the criteria for independence as provided u/s 149(6) of the Act and Regulation 16(i) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015 and in respect of whom the Company has received a notice in writing u/s 160 (1) of the Act from a member proposing his candidature for the office of the Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a second terms of 5 consecutive years to continue to hold position of non executive independent director w.e.f. 01.04.2019 (when Regulation 17(1) (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018 come into force beyond 75 years of age".

5. **Re-appointment of Shri G.D. Maheshwari (DIN No. 00235209) as a Whole Time Director :**

To consider and, if thought fit to pass with or without modification(s) the following Resolutions as Special Resolution:

"RESOLVED THAT pursuant to provisions of the Companies Act and all other applicable provisions, if any, of the Companies Act, 2013 or any other modification or re-enactment thereof and subject to such approvals as may be necessary, the Company hereby accords its consent and approval to the re-appointment of Shri G.D. Maheshwari as whole time director of the Company with the designation "Executive Director for a period of 5 years with effect from 1st October, 2018 and shall hold office upto end of the September, 2023".

6. **To approve the continuing the Directorship of Dr. K.B. Agarwal (DIN No. 00339934) :**

To consider and, if thought fit to pass with or without modification(s) the following Resolutions as Special Resolution:

"RESOLVED THAT pursuant to provisions of Regulation 17 (1A) of the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements Amendment Regulations 2018 (including any statutory modification(s) or re-enactment there of for the time being in force) or any other applicable law consent be and is hereby accorded for the continuation of directorship of Dr. K.B. Agarwal (DIN 00339934) aged about 80 years (DOB 01.07.1939) to continue to holds office as a non executive non independent director of the Company to continue to hold the position of non executive non independent director beyond 75 years of age".

7. **To approve the continuing the Directorship of Dr. B.D. Agarwal (DIN 00235154) :**

To consider and, if thought fit to pass with or without modification(s) the following Resolutions as Special Resolution:

"RESOLVED THAT pursuant to provisions of Regulation 17 (1A) of the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements Amendment Regulations 2018 (including any statutory modification(s) or re-enactment there of for the time being in force) or any other applicable law consent be and is hereby accorded for the continuation of directorship of Dr. B.D. Agarwal (DIN 00235154) aged about 75 years (DOB 02.02.1944) to continue to holds office as a non executive non independent director of the Company as well as to continue to hold the position of non executive non independent director beyond 75 years of age and his term shall be liable to retire by rotation".

Regd. Office :
16/16-A, Civil Lines,
Kanpur – 208 001
CIN – L65921 UP1985 PLC007547
Web Site: keycorpltd.com
E-mail: keycorpltd@gmail.com
Phone: 2305416

By Order of the Board
G.D. Maheshwari
Executive Director
(DIN 00235209)

Place : Kanpur
Dated : 15th May, 2019

NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. A proxy form duly completed and signed should be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 4th August 2019 to 10th August, 2019 (both days inclusive).

3. Members who are holding shares in identical order of names in more than one folio are requested to write to the Registrar & Share Transfer Agent of the Company for consolidation of their holding in one folio.

4. Members are requested to inform the changes, if any, in their registered addresses to the Registrar & Transfer Agent of the Company M/s. ABS Consultants Pvt. Ltd. 99, Stephen House, 6th Floor, 4, B.B.D. Bag (E), Kolkata-700 001.

5. Members seeking any information with regard to the accounts of the company are requested to write to the company at its Registered Office, so as to reach at least 10 days before the date of the meeting to enable the Management to keep the information ready.

6. Members who hold shares in Physical/Dematerialized Form are requested to bring their Folio No./Depository Account Number and client ID Number for identification.

7. Pursuant to clause 49 of the Listing Agreement relating to Corporate Governance, the particulars of Directors proposed to be appointed or re-appointed are given in the report on Corporate Governance attached to the Directors Report.

8. In terms of Section 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing its members the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with Central Depository Services Ltd. ("CDSL") to facilitate remote e-voting. Remote e-voting is optional and members shall have the option to vote either through remote e-voting or in person at the General Meeting through Ballot or Polling paper.

   Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 03.08.2019.

   A person, whose name is recorded in the register of member or in the register of beneficial owner maintained by the depositories as on cut-off date i.e. 03.08.2019 only shall be entitled to avail the facility of remote e-voting/voting through ballot or polling paper at the meeting.

   The instructions for shareholders voting electronically are as under :

I. The voting period begins on 07.08.2019 at 9.00 A.M. and ends on 09.08.2019 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 03.08.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

II. The shareholders should log on to the e-voting website **www.evotingindia.com**

III. Click on **"Shareholders"**.

IV. Now enter your user ID.
   a) For CDSL: 16 digits beneficiary ID,
   b) For NSDL: 8 character DP ID followed by 8 digits Client ID,
   c) Members holding shares in physical form should enter folio number registered with the Company.

V. Next enter the image verification as displayed and Click on **"Login"**.

VI. If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

VII. If you are a first time user follow the steps given below:-

	For Members holding shares in Demat and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholder) • Members who have not updated their PAN with the company/depository participant are requested to use the first two letters of their name and the 8 digits of the Sequence Number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in capital letter. Eg. If your name is Heera Singh with sequence number 1 then enter HE00000001 in the PAN field.
DOB	• Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	• Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. • Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the Depository or Company, please enter the member ID/Folio Number in the dividend bank details field as mentioned in instructions (iv).

VIII. After entering these details appropriately click on **"SUBMIT"** tab.

IX. Members holding shares in physical form will then reach directly the company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

XI. Click on the **EVSN** for the relevant "company name" on which you choose to vote.

XII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

XIII. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolutions.

XIV. After selecting the resolution you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.

XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

XVI. You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.

XVII. If demat account holder has forgotten the changed password then Enter the User ID and image verification Code and click on Forgot Password and enter the details as prompted by the system.

XVIII. Non individuals shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to **https://www.evotingindia.com** and register themselves as Corporates. A scanned copy of the registration form bearing the stamp and sign of the entity should be e-mailed to **helpdesk.evotingsindia.com.**

XIX. After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the accounts for which they wish to vote on.

XX. The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.

XXI. A scanned copy of the Board resolution and Power of Attorney (POA) which they have issued in favour of custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

XXII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com** under help section or write an email to **helpdesk.evoting@cdslindia.com**.

XXIII. The Company has appointed Ms. Vibha Mehrotra (Prop. M/s. Vibha Mehrotra & Company, Kanpur) a Practicing Company Secretary (C.P. No. 3103) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.

XXIV. A copy of this notice has been placed on the website of the Company and the website of CDSL.

XXV. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the facility of ballot paper or polling paper shall be made available at the meeting.

For abundant clarity, please note that the Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Regd. Office :
16/16-A, Civil Lines,
Kanpur – 208 001

By Order of the Board
G.D. Maheshwari
Executive Director
(DIN 00235209)

Dated : 15th May, 2019

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 on Item No. 3, 4, 5, 6 & 7.

1. The Board of Directors of the company appointed Shri Raj Kumar Gupta (DIN 00200238) aged 58 years as an Additional (Non Executive Independent Director) of the Company with effect from 15.01.2019 in accordance with the provisions of section 161 of the Companies Act, 2013 and Article 96 of the Articles of Association of the Company to hold office upto this Annual General Meeting. In terms of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013 Shri Raj Kumar Gupta being eligible offers himself for appointment, is proposed to be appointed as Independent Director for five consecutive years till respective Annual General Meeting. Notice has been received from a member proposing his candidature for the office of the Directors of the Company. In the opinion of the Board Shri Raj Kumar Gupta fulfill the conditions specified in Companies Act, 2013 and Rules framed there under for his appointment as an Independent Director of the Company and is independent of the management. The resume of Shri Raj Kumar Gupta is given below pursuant to Clause 49 of the Listing Agreement.

   Shri Raj Kumar Gupta holds degree of commerce and a Practicing Chartered Accountants (FCA). He has more than 29 years experience in accounts/audit and taxation. He is Partner of M/s. Nandraj & Associates, Chartered Accountants.

2. Independent Director Shri Padam Kumar Jain have completed his five years term. In terms of 149 and any other applicable provisions of the Companies, Act, 2013 Shri Padam Kumar Jain is proposed to be appointed as Independent Director for five consecutive years till 2024. Respective notice have been received from a member proposing his candidature for the office of the Director of the Company. In opinion of the Board Shri Padam Kumar Jain fulfills the conditions specified in Companies Act, 2013 and Rules framed there under for his re-appointment as an Independent Director of the Company. Pursuant to sub-Regulation 1A of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015 inserted by SEBI (Listing Agreement and Disclosure Requirement (Amendment) Regulations 2018 approval of members by way of special resolution is necessary for appointment/continuation of appointment by any non executive director and independent director who has attained the age of 75 years. Shri Padam Kumar Jain non executive independent director of the Company shall attain age of 75 years on 08.09.2019. The resume of Shri Padam Kumar Jain is given below pursuant to Clause 49 of the Listing Agreement.

   Shri Padam Kumar Jain holds master degree in commerce. He is the Ex President of The U.P. Stock Exchange Association Ltd. Kanpur. He holds experience in secondary market operation for more than 49 years. He is director in SPFL Securities Ltd., P.K. Jain Real Estate Pvt. Ltd., Merchants Chamber of Uttar Pradesh, J.K. Cotton Ltd. and Jagran Multi Media Investment Pvt. Ltd.

3. Whole time Director Shri G.D. Maheshwari aged 62 years have completed his five years as Executive Director. As per Companies Act and other applicable provisions of the Companies Act, 2013 Shri G.D. Maheshwari being eligible and offering himself for reappointment are proposed to be reappointed as whole time Director of the Company. In opinion of the Board Shri G.D. Maheshwari fulfills the conditions specified in Companies Act, 2013 and rules framed there under for his re-appointment as Whole time Director of the Company. The resume of Shri G.D. Maheshwari is given below pursuant to clause 49 of the Listing Agreement.

   Shri G.D. Maheshwari holds Master Degree in Commerce. He holds experience in secondary market and accounts. He is not directly interested in any other company. He is holding the position of Executive Director since 1st October, 2003.

   The nomination and remuneration committee of the Board of Directors has recommended the continuation of appointment of Shri G.D. Maheshwari as Executive Director of the Company considering his experience.

4. Pursuant to sub-Regulation 1A of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015 inserted by SEBI (Listing Agreement and Disclosure Requirement (Amendment) Regulations 2018 approval of members by way of special resolution is necessary for appointment/ continuation of appointment by any non executive and independent director who has attained the age of 75 years. Dr. K.B. Agarwal aged about 80 years (D.O.B. 01.07.1939) is a non executive non independent director of the Company. The resume of Dr. K.B. Agarwal is given below pursuant to clause 49 of the Listing Agreement.

   He holds bachelor degree of Law from Kanpur University and Master degree in Commerce and Ph.D. in Commerce and is a fellow member of the Institute of Cost & Works Accountants of India and Institute of Company Secretaries of India. He has experience in the field of finance, accounts and capital market. He is the promoter and director since incorporation of the Company. He is independent director in J.K. Cement Ltd., Jaykay CEM (Centre) Ltd., Jaykay Enterprises Ltd. and J.K. Cotton Ltd. He has served Merchants Chamber of U.P. and U.P. Stock Exchange Association Ltd. as their President. He has been member of Federation of Indian Chamber of Commerce and Industries and Associated Chamber of Commerce & Industry of India.

5. Pursuant to sub-Regulation 1A of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015 inserted by SEBI (Listing Agreement and Disclosure Requirement (Amendment) Regulations 2018 approval of members by way of special resolution is necessary for appointment/continuation of appointment by any non executive and non independent director who has attained the age of 75 years. Dr. B.D. Agarwal aged about 75 years (DOB 02.02.1944) is a non executive non independent director of the Company. The resume of Dr. B.D. Agarwal is given below pursuant to clause 49 of the Listing Agreement.

He holds M.Sc. Ph.D. Degree and possess 40 years experience in Research, Development and Administration.

6. M/s. Vinayak Tandon & Associates Chartered Accountants (Registration No. 006751C) Statutory Auditors of the Company has been our Auditors for the last two years. They have submitted a certificate about their eligibility. The Board of Director as such have decided to re-appoint them on a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) to audit the books of accounts of the Company for the year 2019-20. The ordinary resolution to give effect to the said re-appointment is recommended for the approval of shareholders.

Regd. Office :
16/16-A, Civil Lines,
Kanpur – 208 001
CIN – L65921 UP1985 PLC007547
Web Site: keycorpltd.com
E-mail: keycorpltd@gmail.com
Phone: 2305416

By Order of the Board
G.D. Maheshwari
Executive Director
(DIN 00235209)

Place : Kanpur
Dated : 15th May, 2019

CHAIRMAN'S MESSAGE TO STAKEHOLDERS

Dear Stakeholders,

It gives me immense pleasure to share my views with our valued stakeholders and present the 33rd Annual Report for the year 2018-19.

I am pleased to report that during the year 2018-19 your Company has delivered satisfactory financial performance.

During the year 2018-19 company has executed Loan business to the tune of Rs. 127.70 lacs as compared to Rs.85.35 lacs in the previous year. The business of the Company has gone up with growth in revenues. Moreover, the Company is concentrating utilising surplus funds in mutual fund schemes.

PRESENT ECONOMIC SCENARIO AND PROSPECTS:

India has emerged as the fastest growing economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years. India's GDP is expected to reach US$ 6 trillion and achieve upper-middle income status on the back of digitilization, globalization, favourable demographics and reforms. India's Index of Industrial Production (IIP) rose 4.4% year-on-year in 2018-19 and Consumer Price Index (CPI) inflation stood at 2.57% in February 2019. Net direct tax collection for 2018-19 have crossed Rs.10 trillion by March, 2019 while GST collection stood at Rs.10.70 trillion as of February, 2019.

ACKNOWLEDGEMENT:

Before I conclude, on behalf of the Board of Directors and on my own behalf, I would like to express my gratitude to our stakeholders and staff for their faith in our abilities to continuously improve our working.

DIRECTORS' REPORT TO THE MEMBERS

Your Directors present the 33rd Annual Report and Audited Accounts of the Company for the year ended 31st March, 2019.

(₹ in lakhs)

FINANCIAL RESULTS			31.3.2019	31.3.2018
Income from Operations	...	...	**32.78**	33.88
Income from Investment in Mutual Fund	...	...	**154.11**	273.00
Other Income	...	...	**0.18**	0.60
Less : Operating Expenditure	...	...	**61.09**	62.49
Profit Before Depreciation and Finance Cost		...	**125.98**	244.99
Less : Depreciation	...	...	**3.10**	2.66
Less : Finance Cost	...	...	**0.00**	0.00
Net Profit for the Year before Tax	...	...	**122.88**	242.33
Less : Provision for Income Tax	...	...	**2.47**	8.04
Less : Provision for Deferred Tax	...	...	**(0.18)**	0.10
Profit after Tax	...	...	**120.59**	234.19
Balance of Profit brought forward	...	...	**32.44**	20.09
Amount available for appropriation after adjustments	...	...	**153.03**	254.28
APPROPRIATIONS TO :				
General Reserve	...	...	**100.00**	175.00
Statutory Reserve Fund	...	...	**24.12**	46.84
Balance Carried over	...	...	**28.91**	32.44

2. **DIVIDEND**

In order to build up resources your Directors do not recommend payment of dividend for the Financial Year 2018-19.

3. **PERFORMANCE**

Looking to the highly competitive market scenario, your Company has done well. Your Company is investing the Surplus Funds in mutual fund schemes to augment income.

4. **DIRECTORS**

a) Dr. K.B. Agarwal (DIN 00339934) and Dr. B.D. Agarwal (DIN No. 00235154) having attained the age of 75 years are seeking re-appointment by Special Resolution.

b) Shri Yadupati Singhania (DIN 00050364) resigned from the Directorship of the Company on 15.01.2019. The Board places on records its appreciation for the services rendered by him as Director/Chairman.

c) Shri Raj Kumar Gupta (DIN 00200238) was appointed as Additional Director on 15.01.2019 in terms of Section 161 of the Companies Act, 2013. Shri Raj Kumar Gupta hold office upto the date of ensuing Annual General Meeting.

d) Dr. K.B. Agarwal was appointed as Chairman of the Company by the Board on 15.01.2019.

e) Further the Board appraised the performance of the independent directors and found their contribution to the proceedings of the Board beneficial for the Company. They have attended almost all the Board meetings and Committee meetings held from time to time. Further, the independent directors have given a declaration that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

5. **AUDITORS AND AUDITORS REPORT**

The present Auditors M/s Vinayak Tandon & Associates (Registration No. 006751C) Chartered Accountants, will retire from their office at the ensuing General Meeting. They have confirmed their eligibility to the effect that their re-appointment, if made would be within the prescribed limits under the Act and that they are not disqualified for re-appointment. You are requested to consider their appointment. The qualifications in the Auditors Report is self explanatory and has been described in the Notes on accounts.

6. **DISQUALIFICATION OF DIRECTOR**

The Practicing Company Secretary has given a certificate that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as a directors of Companies by the Board/MCA or any such statutory authority.

7. **PARTICULARS OF EMPLOYEES**

There are no employees getting salary in excess of the limit as specified under the provision of section 197(12) of the Companies Act, 2013 read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

8. **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company has no activities relating to conservation of energy or technology absorption. There is no foreign exchange earning and outgo during the year.

9. **LISTING WITH STOCK EXCHANGE**

The Companies shares are listed with Bombay Stock Exchange Ltd., Mumbai.

The Company's shares are marketable in Demat mode only. Shareholders are requested to convert their physical shareholding into Demat mode.

10. **INCOME TAX PROCEEDINGS**

Company's assessments are completed upto the assessment year 2017-18

11. **AUDIT COMMITTEE**

During the year the Committee held four meetings.

12. **NOMINATION & REMUNERATION COMMITTEE**

During the year no meeting was held.

13. **STAKEHOLDERS RELATIONSHIP COMMITTEE**

During the year the committee held four meetings.

14. **CORPORATE GOVERNANCE**

As per Clause 49 of the Listing Agreement with Stock Exchanges, a report on Corporate Governance is enclosed as integral part of the Annual Report together with the Auditors Certificate in compliance.

15. **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

In terms of Clause 49 of Listing Agreement of the Stock Exchanges, Management Discussions and Analysis Report forms part of this report.

16. **SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of section 204 of the Companies Act, 2013 and Companies (Appointment & Remuneration and Managerial Personnel) Rules, 2014 the Company appointed M/s. Vibha Mehrotra & Co. Practicing Company Secretary of Kanpur (CP Membership No. 3103) as Secretarial Auditors of the Company for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31st, 2019 is annexed to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

17. **EXTRACT OF ANNUAL RETURN**

Extract of Annual Return of the Company in MGT9 is annexed hereto as Annexure 'A' and form integral part of this report.

18. **RELATED PARTY TRANSACTIONS**

Subject to Note No. B(iii) of the Annual Accounts there was no significant transaction of material nature with the related parties viz Promoters, Directors, Management or relatives during the year and the provisions of Section 188 of the Company's Act, 2013 are not attracted.

19. **REMUNERATION POLICY**

The Board of Directors has framed a policy which lays down a frame work in relation to remuneration of Directors, Key Managerial Personnel of the Company. The details of this Policy is explained in the Corporate Governance Report.

20. **RISK MANAGEMENT POLICY**

The Company has endeavoured to develop and implement a risk management policy, incorporating and identifying economic, financial and environmental risks.

21. **EVALUATION OF BOARD AND ITS COMMITTEES**

The evaluation of the Independent Directors was carried out by the entire Board excluding the directors being evaluated. Further, the Board also carried out assessment of its own performance and that of its committees based upon criteria such as performance against set objectives, contribution to the development of long term strategy and risk management, level of communication amongst the Board/Committee members and of the Board/Committee members with Key Managerial Personnels.

22. **MEETING OF THE BOARD OF DIRECTORS**

The details of the member of meetings of the Board held during the financial year 2018-19 forms part of the Corporate Governance Report.

23. **CODE OF CONDUCT**

The Board of Directors has already adopted a Code of Ethics & Business Conduct for the Directors and Senior Managerial Personnel.

24. **DIRECTORS RESPONSIBILITY STATEMENT**

Your Directors confirm :

I. that in the preparation of Annual Accounts, the applicable accounting standards had been followed;

II. that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable & prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2019 and of the profit of the Company for that year;

III. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safe-guarding the assets of the Company and for preventing and detecting fraud and other irregularities;

IV. that the directors have prepared the annual accounts on a going concern basis;

V. that the internal financial controls were laid down to be followed and that such internal financial controls were adequate and were operating effectively;

VI. proper systems were devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

25. **ACKNOWLEDGEMENT**

Your Directors wish to thanks the employees for their dedication and hard work.

Regd. Office :
16/16-A, Civil Lines,
Kanpur – 208 001

Dated : 15th May, 2019

For and On behalf of the Board
K.B. AGARWAL
Chairman
DIN 00339934

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

I) **STRUCTURE AND DEVELOPMENT :**

Your Company is an registered NBFC and is engaged in finance business since inception from 1986. The Company's thrust area is vehicle financing, particularly in old vehicle finance and investment of Surplus Funds in Mutual Funds. The Company has developed expertise in financing and recovery of its loan and built up sound portfolio of old vehicles. The business activities of the Company are mainly concentrated in the state of Uttar Pradesh where it has found enough scope.

II) **OPPORTUNITIES AND THREATS :**

With the growth in economy, particularly the service sector, there is ample scope for vehicle financing which is company's thrust area. Company has developed expertise during the period of 32 years in financing of used vehicles. Company looks forward to avail such opportunities by expanding area net-work.

However, as the vehicle financing is high risk area, particularly in the northern region where the company is operating, it is moving forward with caution. Moreover there is severe competition from the organized banking sector particularly, private sector banks.

Further, the company foresees substantial potential in revenue generation from its activity of investing surplus funds in mutual funds, which is however subjected to market risks.

III) **PRODUCT-WISE PERFORMANCE :**

The company is not a manufacturing company and is engaged only in vehicle financing and investment in mutual funds. The performance of the company has been satisfactory in the current economic scenario.

IV) **OUTLOOK :**

As has been explained above, future business scenario is hopeful.

V) **RISKS AND CONCERNS :**

Risk is an inherent part of finance business. Your company, however, has taken steps in strengthening the risk management systems and practices. The company is continuously monitoring the business by deputing recovery managers. Company during the last several years has not lost any money in recovering its loans.

VI) **INTERNAL CONTROL SYSTEM :**

The company has adequate Internal Control System commensurate with the size and nature of its business with regard to finance, recovery and investment.

VII) **OPERATIONAL PERFORMANCE :**

Looking to the highly competitive economic conditions, your company has done well and has secured the business to the tune of Rs. 127.70 lacs.

Significant Financial Ratios :

S.No.	Particulars of Ratios	31.03.2019	31.03.2018	Remarks (in cases of variances of +/- 25%)
1.	Debtors Turnover Ratio	9.07	7.60	-
2.	Current Ratio	2.76	4.46	The decline in ratio is due to the decrease in the amount of cash and cash equivalents as at 31.03.2019.
3.	Operating Profit Margin	67.71%	80.43%	-
4.	Net Profit Margin	64.46%	76.16%	-
5.	Return on Net Worth	4.47%	9.09%	The decline in ratio is due to fall in dividend income/sale of investments during the year.

VIII) **HUMAN RESOURCES :**

The company has a professional team to control its day to-day activities under the guidance of the Executive Director.

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies {Appointment and Remuneration of Managerial Personnel} Rules 2014].

To,
The Members
KEY CORP LIMITED
16/16-A, Civil Lines
Kanpur

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Key Corp Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 (audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31st March, 2019 according to the provisions of :

i) The Companies Act, 2013 (the Act) and the rules made thereunder ;

ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder ;

iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder ;

iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the company during the audit period).

d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2014; (Not applicable to the company during the audit period)

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the audit period)

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the company during the audit period)

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company during the audit period)

I have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards issued by The Institute of Company Secretaries of India.

ii) The Listing Agreements entered into by the Company with Stock Exchanges,

iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that, having regard to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the company has complied with the following laws applicable specifically to the company :

Various regulations and guidelines under the Non Banking Financial Companies (Reserve Bank), Directions, and the provisions of RBI Act 1934, as applicable to it.

I further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Kanpur
Date : May 10, 2019

Name : **Vibha Mehrotra**
C.S. No. 3103, CP No. 1832

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2019
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS :

i.	CIN	L65921UP1985PLC007547
ii.	Registration Date	26.11.1985
iii.	Name of the Company	KEY CORP LIMITED
iv.	Category/ Sub-category of the Company	PUBLIC LIMITED COMPANY
v.	Address of the Registered Office & contact details	16/16-A, Civil Lines, Kanpur-208 001 Phone No.: 0512-2305416 Website : www.keycorpltd.com
vi.	Whether listed company	YES
vii.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	ABS CONSULTANT PVT. LTD. R.NO. 99, STEPHEN HOUSE 6th FLOOR 4BBD BAG (E) KOLKATA-700001 E-mail : absconsultant@vsnl.net Phone No. : 033-22201043

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL.No.	Name & Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1	FINANCIAL SERVICES AND INVESTMENT	9971	100

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES :

SL.No.	NAME & ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1.	NIL	NIL	NIL	NIL	NIL

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as % to Total Equity)

Category of Share Holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual / HUF	4140519	0	4140519	69.01	4140519	0	4140519	69.01	0
(b) Central Government or State Government	0	0	0	0	0	0	0	0	0
(c) Bodies Corporate	0	0	0	0	0	0	0	0	0
(d) Banks/FI	0	0	0	0	0	0	0	0	0
(e) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1)	**4140519**	**0**	**4140519**	**69.01**	**4140519**	**0**	**4140519**	**69.01**	**0**
(2) Foreign									
(a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
(b) Other Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (2) :	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Total Shareholding of Promoter (A) = (A)(1)+(A) (2)	**4140519**	**0**	**4140519**	**69.01**	**4140519**	**0**	**4140519**	**69.01**	**0**

B) Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	600	600	0.01	0	600	600	0.01	0
(b) Banks/FI	600	100	700	0.01	600	100	700	0.01	0
(c) Central Government	0	0	0	0	0	0	0	0	0
(d) State Government(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Other (specify)	0	0	0	0	0	0	0	0	0
Sub Total (B) (1) :	**600**	**700**	**1300**	**0.02**	**600**	**700**	**1300**	**0.02**	**0**
(2) Non-Institutions									
(a) Bodies Corporate									
(I) Indian	20214	22400	42614	0.71	23278	22400	45678	0.76	0.05
(II) Overseas	0	0	0	0.00	0	0	0	0	0
(b) Individuals									
(I) Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	335480	1455536	1791016	29.85	374691	1406911	1781602	29.69	-0.16
(II) Individual Shareholders holding nominal share capital in excess of Rs. 1 Lakh	21671	0	21671	0.36	29071	0	29071	0.48	0.12
(c) Other (specify) NRI	2680	200	2880	0.05	1830	0	1830	0.03	-0.02
Sub Total (B) (2) :	**380045**	**1478136**	**1858181**	**30.97**	**428870**	**1429311**	**1858181**	**30.97**	**0**
Total Public Shareholding (B) = (B)(1) + (B) (2)	**380645**	**1478836**	**1859481**	**30.99**	**429470**	**1430011**	**1859481**	**30.99**	**0**
(C) Shares held by custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0	0
GRAND TOTAL (A+B+C)	**4521164**	**1478836**	**6000000**	**100**	**4569989**	**1430011**	**6000000**	**100**	**0**

(ii) Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged/ Encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/ Encumbered to total shares	
1. Krishna Behari Agarwal	4140519	69.01	0	4140519	69.01	0	0
Total	**4140519**	**69.01**	**0**	**4140519**	**69.01**	**0**	**0**

(iii) Change in Promoters' Shareholding (Specify if there is no change)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total share of the company	No. of Shares	% of total share of the company
	At the beginning of the year	There is no change in the absolute shareholding of the Promoters during the year			

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sr. No.		Shareholding As on 31.03.2018		Shareholding As on 31.03.2019	
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Mahendra Girdhari Lal	10793	0.18	18193	0.30
2.	Amrandra Nath Mishra	10678	0.18	10678	0.18
3.	Jayant Share Broking Pvt. Limited	8700	0.15	9500	0.16
4.	Vijaya Commercial Credit Limited	8800	0.15	8800	0.15
5.	Neeta Sunil Kanadia	-	-	8100	0.14
6.	Rajendra Dhirajlal Gandhi (HUF)	7500	0.13	7500	0.13
7.	Vipul Rajendra Bhai Gandhi	7500	0.13	7500	0.13
8.	Pratik Rajendra Gandhi	7500	0.13	7500	0.13
9.	Rajendra Dhiraj Lal Gandhi	7500	0.13	7500	0.13
10.	Rama Mehta	-	-	7000	0.12

(v) Shareholding of Directors & KMP

Sl.No.		Shareholding at the end of the year (Previous Year)		Cumulative Shareholding during the year	
	For Each of the Directors & KMP	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
A.	**Directors**				
1.	**Shri Padam Kumar Jain**	100	0.00	100	0.00
	At the end of the year (or on the date of separation if separated during the year 31.03.2019)	NA	NA	100	0.00
2.	**Dr. Bitthal Das Agarwal**	200	0.00	200	0.00
	At the end of the year (or on the date of separation if separated during the year 31.03.2019)	NA	NA	200	0.00
3.	**Ms. Manju Jain**	100	0.00	100	0.00
	At the end of the year (or on the date of separation if separated during the year 31.03.2019)	NA	NA	100	0.00
4.	**Shri Gokul Das Maheshwari**	40	0.00	40	0.00
	At the end of the year (or on the date of separation if separated during the year 31.03.2019)	NA	NA	40	0.00
5.	**Shri Raj Kumar Gupta**	-	-	100	0.00
	At the end of the year (or on the date of separation if separated during the year 31.03.2019)	NA	NA	100	0.00
B.	**Key Managerial Personnel**				
6.	**Shri V. K. Pandey**	220	0.00	220	0.00
	At the end of the year (or on the date of separation if separated during the year 31.03.2019)	NA	NA	220	0.00
7.	**Shri R. N. Singh**	20	0.00	20	0.00
	At the end of the year (or on the date of separation if separated during the year 31.03.2019)	NA	NA	20	0.00

(v) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)	**NIL**	**NIL**	**NIL**	**NIL**
Change in Indebtedness during the financial year Additions Reduction Net Change **Indebtedness at the end of the financial year** i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)	**NIL**	**NIL**	**NIL**	**NIL**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

A. Remuneration to Managing Director, Whole Time Director and / or Manager :

Sl.No.	Particulars of Remuneration	Name of the MD / WTD / Manager				Total Amount (Rs.)
1.	**Gross Salary**	Shri G. D. Maheshwari				
	(a) Salary as per provisions contained in section 17 (1) of the Income Tax, 1961.	363300				363300
	(b) Value of perquisites u/s 17 (2) of the Income Tax Act, 1961	104562				104562
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	–				–
2.	Stock option	–				–
3.	Sweat Equity	–				–
4.	Commission as % of profit others (specify)	–				–
5.	Others, please specify	–				–
	Total (A)	**467862**				**467862**
	Ceiling as per the Act					

B. Remuneration to other directors :

Sl.No.	Particulars of Remuneration	Name of the Directors				Total Amount
1.	Independent Directors	Shri Y.P. Singhania (Ceased from 15.01.2019)	Shri P.K. Jain	Ms. Manju Jain	Shri R.K. Gupta	
	(a) Fee for attending board & committee meetings	3000	15000	19000	-	37000
	(b) Commission					
	(c) Others, please specify					
	Total (1)	**3000**	**15000**	**19000**	**-**	**37000**
2.	Other Non Executive Directors	Dr. K.B. Agarwal	Dr. B.D. Agarwal			
	(a) Fee for attending board & committee meeting	15000	6000		–	21000
	(b) Commission	–	–	–	–	
	(c) Others, please specify	–	–	–	–	
	Total (2)	**15000**	**6000**		–	**21000**
	Total (B) = (1+2)	**18000**	**21000**	**19000**	–	**58000**
	Total Managerial Remuneration (A+B)	**485862**	**21000**	**19000**	–	**525862**
	Overall Ceiling as per the Act.					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			
		Shri R N Singh	**Shri S.N. Tripathi**	**Shri V.K. Pandey**	
		CFO	**Company Secretary**	**Jt. Secretary**	
1.	**Gross Salary**				**Total (Rs.)**
	(a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	228840	48000	225840	502680
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	69840	–	68831	138671
	(c) Profit in lieu of Salary under section 17(3) of the Income Tax Act, 1961	–	–	–	–
2.	Stock Option	–	–	–	–
3.	Sweat Equity	–	–	–	–
4.	Commission as % of profit	–	–	–	–
5.	Others, please specify	–	–	–	–
	Total (A)	**298680**	**48000**	**294671**	**641351**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–
B. DIRECTORS					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–
C. OTHER OFFICERS IN DEFAULT					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–

REPORT ON CORPORATE GOVERNANCE

The detailed report on Corporate Governance in the format prescribed by SEBI and incorporated in clause 49 of the Listing Agreement is set out below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Company's philosophy on Corporate Governance envisages the attainment of the highest level of transparency, accountability and equity in all facets of its operations and in all its interactions with its stakeholders including shareholders, employees and the clients. The company believes that all its operations and actions must serve the goal of enhancing overall shareholder value over a sustained period of time.

2. BOARD OF DIRECTORS

The present strength of the Board of Directors is **Six**, whose composition is given below:

One promoter Non-Executive & Non-independent Director, Three Independent Non-Executive Directors (including one women director), One Non-Independent Non-Executive Director and One Non-Independent Executive-Director.

The Board of Directors met 5 times during the year. These were on 16/04/2018, 11/05/2018, 11/08/2018, 27/10/2018 and 15/01/2019.

The Composition of the Board of Directors, attendance of Directors at the Board Meetings and at the last Annual General Meeting as also the number of Directorships and Committee Memberships held by them in other Companies are given below :

Name of Directors	Category	No. of Board Meetings Held	No. of Board Meetings Attended	Attendance of the last AGM held on 11.08.2018	Relationship Interested Director	No. of Directorship in other Companies	No. of Membership in Committee of Directors in other Companies	
							Chairman	Member
Shri Yadupati Singhania Chairman (Ceased to be a director w.e.f. 15.01.2019)	Independent Non-Executive	5	1	No	–	–	–	–
Dr. K. B. Agarwal Chairman (*)	Promoter Non-Independent Non-Executive	5	5	Yes	Dr. B.D. Agarwal	4	4	2
Dr. B. D. Agarwal Director	Non-Independent Non-Executive	5	2	No	Dr. K.B. Agarwal	–	–	–
Shri Padam Kumar Jain Director	Independent Non-Executive	5	4	Yes	–	1	–	–
Ms. Manju Jain Director	Independent Non- Executive	5	5	Yes	–	–	–	–
Shri G.D. Maheshwari Director	Non-Independent Executive	5	5	Yes	–	–	–	–
Shri R.K. Gupta (Appointed as an Additional Director w.e.f. 15.01.2019)	Independent Non Executive	5	–	–	–	–	–	–

(*) Dr. K.B. Agarwal is an independent director in M/s. J.K. Cement Ltd. and M/s. Jay Kay Enterprises Ltd.

MEETING OF THE INDEPENDENT DIRECTORS

During the year under review, a separate meeting of Independent Directors was held to assess and review the performance of Non Independent Directors, Board and timely flow of information to Board from the Company's management. The Independent Directors of the Company were satisfied with the performance and timely flow of information.

EVALUATION OF BOARD AND ITS MEMBERS

The evaluation of the Independent Directors was carried out by the entire Board excluding the directors being evaluated. Further, the Board also carried out assessment of its own performance and that of its committees based upon criteria such as performance against set objectives, contribution to the development of long term strategy and risk management, level of communication amongst the Board/Committee members and of the Board/Committee members with Key Managerial Personnels.

PROFILE OF DIRECTORS TO BE REAPPOINTED ON RETIREMENT BASIS

Shri Gokul Das Maheshwari (DIN00235209) aged about 62 years was first appointed in the year 2003. He is Post Graduate in Commerce. There is no Directorship in other Companies.

3. DISQUALIFICATION OF DIRECTOR

The Practicing Company Secretary has given a certificate that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as a directors of Companies by the Board/MCA or any such statutory authority.

4. AUDIT COMMITTEE

A. Composition and Broad Terms of Reference

The Audit Committee of the Company comprises of following three directors :

Shri Padam Kumar Jain	:	Independent, Non-Executive Director & Chairman of the Committee
Ms. Manju Jain	:	Independent, Non-Executive Director
Shri G.D. Maheshwari	:	Non-Independent, Executive Director

All these Directors possess knowledge of Corporate Finance/Accounts/Company Law. The Statutory Auditors attend the meetings as invitees.

The terms of reference of the Audit Committee constituted by the Board in terms of Section 177 of the Companies Act, 2013 and the Corporate Governance code as prescribed under clause 49 of the Listing Agreement.

B. Meetings/Attendance

During the financial year ended 31st March, 2019, four meetings were held on 11th May 2018, 10th August, 2018, 27th October, 2018 and 15th January, 2019 .

The Committee adopted the annual accounts for the year 2017-2018 in their meeting held on 11th May, 2018.

The attendance of the committee meetings is as under :

Name of Members	Meetings Held	Meetings Attended
Shri Padam Kumar Jain	4	3
Ms. Manju Jain	4	4
Shri G.D. Maheshwari	4	4

5. NOMINATION & REMUNERATION COMMITTEE

A. COMPOSITION

The Nomination and Remuneration Committee of the Company comprised of Shri Padam Kumar Jain, Dr. B.D. Agarwal and Ms. Manju Jain.

B. MEETINGS / ATTENDANCE

During the financial year ended 31st March, 2019 no meeting was held.

C. REMUNERATION POLICY

Remuneration policy of the company is directed towards rewarding performance, based on review of achievements. However during the year only sitting fee was paid to the Non-Executive Directors. Remuneration was paid to Executive Director as per the terms of his appointment approved by the general body.

The number of Equity Shares held by Non Executive Directors of the Company as on 31.03.2019 is as under :

Name of Directors	No. of Shares held
Dr. K.B. Agarwal	41,40,519
Shri Padam Kumar Jain	100
Dr. B.D. Agarwal	200
Ms. Manju Jain	100
Shri R.K. Gupta	100

D. Remuneration of Directors

Details of Remuneration / Sitting Fee to all the Directors for the year ended 31st March, 2019.

Name of Directors	Salary	Benefits	Sitting Fee	Total ₹
Shri Yadupati Singhania (Ceased to be a Director w.e.f. 15.01.2019)	-	-	3000	3000
Dr. K. B. Agarwal	-	-	15000	15000
Shri Padam Kumar Jain	-	-	15000	15000
Dr. B. D. Agarwal	-	-	6000	6000
Ms. Manju Jain	-	-	19000	19000
Shri G. D. Maheshwari	363300	104562	-	467862

6. **STAKEHOLDERS RELATIONSHIP COMMITTEE**

(A) The Share Transfer Committee inter-alia has been given the powers to deal with all the matters related to transfer, transmission, issuance of duplicate share certificates, split and/or consolidation requests. The Share Transfer Committee meets regularly. During the financial year ended 31st March, 2019, Four meetings were held as under :-

Name of Members	Meetings Held	Meetings Attended
Shri Padam Kumar Jain	4	4
Ms. Manju Jain	4	4
Shri G.D. Maheshwari	4	4

(B) **COMPLIANCE OFFICER & INVESTOR GRIEVANCE**

Shri S.N. Tripathi, Company Secretary who is designated as the Compliance Officer of the Company is assigned with the responsibilities of overseeing Investor's Grievance. His email address is **keycorpltd@gmail.com** and Telephone No. 0512-2305416.

During the year under review, no complaint was received.

7. **GENERAL BODY MEETING**

Location and time, where last three AGMs were held :

Financial Year	Date	Time	Place of the Meeting
2017-2018	11.08.2018	10.00 a.m.	16/16-A, Civil Lines, Kanpur
2016-2017	11.08.2017	10.00 a.m.	16/16-A, Civil Lines, Kanpur
2015-2016	10.08.2016	10.00 a.m.	16/16-A, Civil Lines, Kanpur

During the year ended 31st March, 2019, no special resolution has been proposed/ passed by the Company's shareholders through postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed by postal ballot.

8. **DISCLOSURES**

8A) **CEO/CFO CERTIFICATION**

A certification in accordance with Provisions of Clause 49(IX) of the Listing Agreement in respect of the Financial year 2018-19 signed by CEO and CFO has been placed before the Board.

8B) **CODE OF CONDUCT**

The Board of Directors has already adopted the Code of Ethics & Business conduct for the Directors and Senior Management personnel. This code is a comprehensive code applicable to all Executives as well as non executive directors and members of the Senior Management. A copy of the code has been hosted on the Company's website www.keycorpltd.com.

The CEO of the Company has submitted his report regarding Code of Conduct by the Directors and Senior Management for the year ended 31st March, 2019 and the same is annexed with this report.

8C) **RELATED PARTY TRANSACTIONS**

A comprehensive list of Related parties & their transactions as required by AS-18 issued by the Institute of Chartered Accountants of India, forms part of an Annexure to the Notes to Accounts in the Annual Report & is placed before the Audit Committee. None of the transactions with any of the related parties were in conflict with the interest of the Company.

8D) **WHISTLE BLOWER POLICY**

The Company Promoters advocates ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a vigil mechanism and whistle blower policy under which the employees are free to report violations of applicable laws and regulations and code of conduct. The reportable matters may be disclosed to the Ethics and compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review no employee was denied access to the Audit Committee.

8E) During the year a fine of Rs. 1,08,560/- was imposed on the Company by BSE under Regulation 6 (1) of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015.

8F) **Management Discussions and Analysis Report**

Management Discussion and Analysis Report forms part of the annual report.

9. **MEANS OF COMMUNICATION**

The Company submitted its Annual, Half Yearly & Quarterly results to the Stock Exchange in accordance with the Listing Agreement and also published them in the two newspapers namely The Pioneer (English), Swatantra Chetana (Hindi).

The financial results and shareholding pattern of the Company are also available on its website www.keycorpltd.com

10. **COMPLIANCE**

The Company Secretary alongwith the Joint Secretary/Compliance Officer of the Company, while preparing the Agenda, notes on agenda and minutes of the meetings, is responsible for and is required to ensure adherence to all applicable laws and regulations including the Companies Act, 1956/Companies Act, 2013 read with rules issued thereunder, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

11. **GENERAL SHAREHOLDER INFORMATION**

11.1. **Annual General Meeting**

Day, Date and Time	–	Saturday, the 10th August, 2019 at 10.00 am.
Venue	–	Registered Office of the Company at 16/16-A, Civil Lines, Kanpur - 208 001

11.2. **Financial Calender (tentative)**

Results for the quarter

a) First Quarter Results	–	Within 45 days from the close of quarter ending June, 2019
b) Second Quarter Results	–	Within 45 days from the close of quarter ending Sept., 2019
c) Third Quarter Results	–	Within 45 days from the close of quarter ending Dec., 2019
d) Results for the year ended 31.03.2020	–	Within 60 days from the close of quarter/ year ending March, 2020
Annual General Meeting	–	Upto September, 2020
11.3. **Book Closure Date**	–	**3rd August, 2019 to 10th August, 2019** (Both days inclusive)
11.4. **Dividend Payment Date**	–	**Not Applicable (No dividend proposed)**

11.5. **Listing on Stock Exchanges**

The Company's shares are listed with B S E Limited, P J Towers, Dalal Street, Mumbai-400001.

11.6. **Stock Code**

Demat ISIN in NSDL/CDSL - **INE130F01016**

11.7. **Stock Market Price data for the year 2018-2019**

During the year, the market quotation of the stock at Bombay Stock Exchange Ltd. Mumbai was as follows :

Market Price Data (₹)

Month	Bombay Stock Exchange (BSE)	
	High	Low
April, 2018	26.70	21.50
May, 2018	22.55	20.00
June, 2018	21.00	18.45
July, 2018	23.50	17.85
August, 2018	27.65	22.80
September, 2018	26.25	21.25
October, 2018	20.20	16.85
November, 2018	18.50	15.70
December, 2018	15.50	13.35
January, 2019	16.55	12.89
February, 2019	15.30	11.45
March, 2019	14.96	11.60

11.8. **Share Price performance in comparison to broad based indices - BSE and NSE**

As only few transactions could take place in the Company's shares during the year hence the comparison of share price with BSE and NSE indices, in management's view, is not necessary.

11.9. **Registrar and Transfer Agent**

M/s. ABS Consultants Pvt. Ltd., having its office at R.No. 99, Stephen House, 6th Floor 4 B.B.D. Bag (East), Kolkata-700 001 are Registrar and Transfer Agent for both demat and physical segment.

12.1. **Share Transfer System**

The Company's shares are traded in the Stock Exchanges compulsorily in Demat mode. Shares in physical mode which are lodged for transfer are subject to exercise of option under compulsory transfer-cum-demat procedures. Share certificates are either dematerialised or returned to the respective share holders within the time prescribed by the authorities.

12.2. **(a) Distribution of Shareholding as on 31st March, 2019**

No. of Equity Shares Held	No. of Folios	% of Folios	No. of Shares Held	% of Shares Held
001 to 500	8330	95.33	1323859	22.06
501 to 1000	293	3.35	234639	3.91
1001 to 2000	77	0.88	110722	1.84
2001 to 3000	11	0.13	27347	0.46
3001 to 4000	08	0.09	27753	0.46
4001 to 5000	05	0.06	23700	0.40
5001 to 10000	11	0.13	82590	1.38
10001 and above	03	0.03	4169390	69.49
TOTAL	**8738**	**100.00**	**6000000**	**100.00**

(b) Categories of Shareholders as on 31st March, 2019

Category	% of share holding
Promoters	69.01
Body Corporate	0.76
Banks/FI's	0.01
Mutual Funds	0.01
Public (Indian)	30.18
Public (NRI)	0.03

(c) There are no institutional investors who are shareholder of the company.

13.1. **Dematerialisation of Shares and Liquidity**

As on 31st March, 2019, 76.17% of the Company's total shares representing 45,69,989 shares were held in dematerialised form and the balance 23.83% representing 14,30,011 shares were in physical form.

Trading in Equity Shares of the Company is permitted only in Demat form. For having proper liquidity, the equity shares of the company is listed at Bombay Stock Exchange Ltd., Mumbai.

13.2	**Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion Date and likely impact on equity**	–	**Nil**
13.3	**Plant Locations**	–	**N.A.**
13.4	**Subsidiaries**	–	**Nil**
13.5	**Address for Correspondence**		

(i) **The Company's Registered Office is situated at**

16/16-A, Civil Lines,
Kanpur - 208 001 (U.P.)
Tel : (0512) 2305416
Email : **keycorpltd@gmail.com**

(ii) **Registrar and Share Transfer Agent**

M/s. ABS Consultants Pvt. Ltd.,
R. No. 99, Stephen House, 6th Floor, 4 B.B.D. Bag (East), Kolkata - 700 001
Tel: (033)-22201043, 22430153
Email : **absconsultant@vsnl.net**

Declaration regarding compliance by Board members and senior management personnel with the Company's Code of Conduct

This is to confirm that the Company has adopted a Code of Conduct for its employees and Directors.

I confirm that the company has in respect of the financial year ended March 31, 2019, received from the senior management team of the Company and the members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, senior management team means the Chief Financial Officer, the Company Secretary and all functional heads of the Company as on March 31, 2019.

Place : Kanpur
Dated : 15th May, 2019

G.D. Maheshwari
Executive Director & CEO

AUDITORS' REPORT ON CORPORATE GOVERNANCE

To,
The Members of
KEY CORP LIMITED

We have examined the compliance of conditions of Corporate Governance by Key Corp Limited, for the year ended on 31st March, 2019, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India we report that no investor grievances were pending for a period exceeding one month, as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For VINAYAK TANDON & ASSOCIATES
Chartered Accountants
(FRN : 006751C)

Place : Kanpur
Dated : 15th May, 2019

(CA. VINAYAK TANDON)
Partner
Membership No. : 072968

INDEPENDENT AUDITOR'S REPORT

TO,
THE MEMBERS OF KEY CORP LIMITED

REPORT ON THE FINANCIAL STATEMENTS :

1) OPINION

We have audited the accompanying financial statements of KEY CORP LIMITED ('the Company') which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit & Loss and the Cash Flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019 and its profit and its cash flows for the year ended on that date.

2) BASIS FOR OPINION

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respect. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3) KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

DESCRIPTION OF KEY AUDIT MATTER

ACCOUNTING FOR PAYMENT OF GRATUITY.

The provision for retirement benefits for gratuity is made as per the Payment of Gratuity Act, 1972. The Accounting Standard 15 "Employees Benefits" prescribed by the Central Government is applicable to the company in its entirely as the company is a listed company.

In formulating the accounting policy regarding employees benefits, the management of the company were motivated by the fact that average number of employees at any time during the year were less than 50. In similar circumstances, unlisted companies have been permitted to calculate and account for the accrued liability under the head (Gratuity) by some other rational method. Provision of the Payment of Gratuity Act, 1972 gives one such method.

The management of the company decided to continue with the same accounting policy as it still feels that the size of the company does not make it feasible to provide gratuity by way of Actuarial Valuation.

4) RESPONSIBILITES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the accounting standard specified under section 133 of the Act, read with the rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selections and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

5) AUDITOR'S REPONSIBILITY :

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

6) REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS:

I) As required by the Companies (Auditor's Report) Order,2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.

II) As required by section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;

d. In our opinion, the aforesaid financial statement comply with the Accounting Standards specified under section 133 of the act read with rule 7 of the Companies (Accounts) Rules, 2014, **except non compliance of AS-'15' "Employee Benefits" to the extent that the provisions for retirement benefits for Gratuity are made as per The Payment of Gratuity Act, 1972 and not in the manner prescribed in AS-15 (See Note No. A 03 (ii) of Notes on Account);**

e. On the basis of written representations received from the directors, as on 31st March, 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act;

f. With respect to the adequacy of the internal financial controls, over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure "B" and;

g. With respect to other matter to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors') Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and as confirmed by the management of the company :-

i) There are no pending litigations on the company in respect of which a provision is required to be made.

ii) The company has made provisions , as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;

iii) There are no amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

For VINAYAK TANDON & ASSOCIATES
Chartered Accountants
(FRN : 006751C)

(CA. VINAYAK TANDON)
Partner
Membership No. : 072968

Place : Kanpur
Dated : 15th May, 2019

ANNEXURE "A" Referred to in Paragraph 6(I) of our Independent Auditor's Report to the members of KEY CORP LIMITED on the financial statements for the year ended 31 March, 2019.

Based on such checks and other generally accepted auditing procedures carried on by us and according to the information and explanations given to us, we report that :-

i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) All the assets have been physically verified by the Management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of "Key Leasing and Finance Limited", the erstwhile name of the Company.

ii) During the year, the company had no inventory in the nature of stock on hire, hence, paragraph 3 (ii) of the order is not applicable.

iii) The Company has not granted any loans to body corporate covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act").

iv) In our opinion and according to information and explanations given to us, the Company has not granted any loan to directors etc. prescribed U/S 185 of the Companies Act, 2013. Further, the Company is a Non Banking Financial Company, hence Section 186 of the Companies Act, 2013 is not applicable to the Company.

v) The company has not accepted any deposits from the public.

vi) The Central Government has not prescribed the maintenance of the cost records under section 148(1) of the Act, for any of the services rendered by the company.

vii) a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, Income tax, Wealth tax, Service tax, and other material statutory dues applicable to it. However, the Employees State Insurance Act is presently not applicable to the company

Further to our information, no undisputed amounts in respect of Income tax, wealth tax and other material statutory dues applicable to it, were in arrears as at 31.03.2019 for a period of more than six months from the date these became payable.

b) There are no dues of income tax, wealth tax, service tax & other material statutory dues which are required to be deposited on account of any dispute. Custom duty, sales tax, excise duty & cess are not applicable to the Company.

viii) The Company has not defaulted in the repayment of dues to financial institutions, banks or debenture holders during the year.

ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.

x) According to information and explanations given to us no material fraud on or by the Company has been noticed or reported during the course, of our audit.

xi) According to information and explanations given to us and based on our examination of the records of the Company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule 'V' to the Act.

xii) According to information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii) According to information and explanations given to us and based on our examination of the records of the Company, transaction with related parties as identified by the management of the company are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv) According to information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv) According to information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non cash transactions with directors or persons connected with him.

xvi) The Company is a Non Banking Financial Company requiring it to be registered under Section 45IA of the Reserve Bank of India Act, 1934. The Company has obtained the said registration.

For VINAYAK TANDON & ASSOCIATES
Chartered Accountants
(FRN : 006751C)

(CA. VINAYAK TANDON)
Partner
Membership No. : 072968

Place : Kanpur
Dated : 15th May, 2019

Annexure 'B' to the Auditors' Report referred to in paragraph 5(II)f of our Independent Auditors' Report to the members of Key Corp Limited on the financial statements for the year ended 31st March, 2019.

Report on the internal financial controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Key Corp Limited ("the Company") as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respect.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For VINAYAK TANDON & ASSOCIATES
Chartered Accountants
(FRN : 006751C)

(CA. VINAYAK TANDON)
Partner
Membership No. : 072968

Place : Kanpur
Dated : 15th May, 2019

BALANCE SHEET AS AT 31ST MARCH, 2019

Amount in ₹

Particulars	Note No.	As at 31.03.2019	As at 31.03.2018
A	B	C	D
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	A 01	6,00,00,000	6,00,00,000
(b) Reserves and surplus	A 02	20,97,26,081	19,76,67,355
SUB TOTAL		26,97,26,081	25,76,67,355
(2) Non-current liabilities			
(a) Long-term provisions	A 03	20,14,557	19,43,705
SUB TOTAL		20,14,557	19,43,705
(3) Current liabilities			
(a) Trade payables	A 04	4,29,735	5,80,417
(b) Other current liabilities	A 05	2,87,147	3,68,609
(c) Short-term provisions	A 06	10,51,862	8,04,325
SUB TOTAL		17,68,744	17,53,351
TOTAL		27,35,09,382	26,13,64,411
II. ASSETS			
(1) Non-current assets			
(a) Property Plant And Equipment Tangible assets	A 07	38,29,077	35,54,648
(b) Non-current investments	A 08	25,17,41,119	24,14,52,085
(c) Deferred tax assets (Net)	A 09	4,70,217	4,51,930
(d) Long term loans and advances	A 10	1,25,90,367	77,25,757
SUB TOTAL		26,86,30,780	25,31,84,420
(2) Current assets			
(a) Trade receivables	A 11	1,04,824	1,10,294
(b) Cash and cash equivalents	A 12	14,49,284	47,34,250
(c) Short-term loans and advances	A 13	30,36,267	32,82,057
(d) Other current assets	A 14	2,88,227	53,390
SUB TOTAL		48,78,602	81,79,991
TOTAL		27,35,09,382	26,13,64,411
Additional Notes	B		
Significant Accounting Policies	C		

AUDITOR'S REPORT

As per our separate report of even date attached

for VINAYAK TANDON & ASSOCIATES
Chartered Accountants
(FRN : 006751C)

(CA. VINAYAK TANDON)
Partner
Membership No. : 072968

Place : Kanpur
Dated : 15th May, 2019

S.N. TRIPATHI
Company Secretary

R. N. SINGH
CFO

DR. K. B. AGARWAL
Chairman

PADAM KUMAR JAIN
Director

MANJU JAIN
Director

RAJ KUMAR GUPTA
Director

G. D. MAHESHWARI
Executive Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

Amount in ₹

Particulars	Note No.	Year Ended 31.03.2019	Year Ended 31.03.2018
A	B	C	D
I. Revenue from operations	A 15	32,78,131	33,87,628
II. Other Income	A 16	1,54,29,212	2,73,60,142
III. Total Revenue (I + II)		1,87,07,343	3,07,47,770
IV. Expenses :			
Employee benefits expense	A 17	30,41,859	34,93,814
Finance costs	A 18	0	12
Depreciation and amortization expense	A 07	3,10,041	2,65,764
Other expenses	A 19	30,67,467	27,55,601
Total Expenses		64,19,367	65,15,191
V. Profit before exceptional and extraordinary items and tax (III-IV)		1,22,87,976	2,42,32,579
VI. Profit before extraordinary items and tax		1,22,87,976	2,42,32,579
VII. Profit before tax		1,22,87,976	2,42,32,579
VIII. Tax expense :			
(1) Current tax		2,47,537	8,04,325
(2) Deferred tax (Net)	A 09	(18,287)	9,260
IX. Profit/(Loss) for the period from continuing operations (VII-VIII)		1,20,58,726	2,34,18,994
X. Profit/(Loss) from Discontinuing operations (after tax)		0	0
XI. Profit/(Loss) for the period (IX + X)		1,20,58,726	2,34,18,994
XII. Earnings per equity share (Basic)	A 20	2.01	3.90
Additional Notes	B		
Significant Accounting Policies	C		

AUDITOR'S REPORT

As per our separate report of even date attached

for VINAYAK TANDON & ASSOCIATES
Chartered Accountants
(FRN : 006751C)

(CA. VINAYAK TANDON)
Partner
Membership No. : 072968

Place : Kanpur
Dated : 15th May, 2019

S.N. TRIPATHI
Company Secretary

R. N. SINGH
CFO

DR. K. B. AGARWAL
Chairman

PADAM KUMAR JAIN
Director

MANJU JAIN
Director

RAJ KUMAR GUPTA
Director

G. D. MAHESHWARI
Executive Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2019

(₹ in Lacs)

		As at 31.03.2019		As at 31.03.2018
A. CASH FROM OPERATING ACTIVITIES :				
Net Profit after tax		120.59		234.19
Adjustment for :-				
Add : (i) Non Cash Item, Depreciation	3.10		2.66	
(ii) Provision Required by prudential norms	0.18		0.00	
(iii) Provision for Income Tax	2.47		8.04	
Less : (i) Deferred Tax	(0.18)		0.09	
(ii) Dividend from Mutual Funds	(128.12)		(216.47)	
(iii) Gain from Mutual Fund Units	(25.99)		(56.53)	
(iv) Profit on Sale of Assets	(0.00)		(0.42)	
(v) Provision Written off	(0.00)	(148.54)	(0.02)	(262.65)
Operating Profit before working capital changes		(27.95)		(28.46)
Adjustments for Changes in Working Capital				
Add : (i) Increase in provision for gratuity	0.52		1.12	
Less : (ii) Decrease in Current Liabilities and Advances	(2.32)		(3.09)	
(iii) Increase in Loan on Vehicles	(45.16)		22.72	
(iv) Increase in Current Assets and Advances	(1.02)	(47.98)	0.58	21.33
Less : Advance Income Tax Paid	(2.29)	(2.29)	(8.00)	(8.00)
NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES (a)		(78.22)		(15.13)
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Add : (i) Dividend from Mutual Funds	128.12		216.47	
Add : (ii) Sale of Fixed Assets	-		0.42	
Add : (iii) Sale of Investments (Mutual Fund)	224.42	352.54	292.44	509.33
Less : (i) Purchase of Investments (Mutual Fund)	(301.32)		(482.93)	
(ii) Purchase of Fixed Assets	(5.85)	(307.17)	(8.28)	(491.21)
NET CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES (b)		45.37		18.12
C. CASH FLOW FROM FINANCING ACTIVITIES (c)		Nil		Nil
NET CASH (OUTFLOW)/INFLOW DURING THE PERIOD [a + b + c]		(32.85)		2.99
OPENING BALANCE OF CASH & CASH EQUIVALENTS		47.34		44.35
CLOSING BALANCE OF CASH & CASH EQUIVALENTS		14.49		47.34

AUDITOR'S REPORT

As per our separate report of even date attached

for VINAYAK TANDON & ASSOCIATES
Chartered Accountants
(FRN : 006751C)

(CA. VINAYAK TANDON)
Partner
Membership No. : 072968

Place : Kanpur
Dated : 15th May, 2019

S.N. TRIPATHI
Company Secretary

R. N. SINGH
CFO

DR. K. B. AGARWAL
Chairman

PADAM KUMAR JAIN
Director

MANJU JAIN
Director

RAJ KUMAR GUPTA
Director

G. D. MAHESHWARI
Executive Director

NOTES ACCOMPANYING THE FINANCIAL STATEMENTS AS AT 31.03.2019

Particulars	As at 31.03.2019 ₹	As at 31.03.2018 ₹
A 01) SHARE CAPITAL :		
(a) **Authorised :** 1,00,00,000 Equity Shares of ₹ 10/- each	**10,00,00,000**	10,00,00,000
(b) **Issued, Subscribed & Fully Paid-up :** 60,00,000 (60,00,000) Equity Shares of ₹ 10/- each fully paid-up in cash	**6,00,00,000**	6,00,00,000
TOTAL	**6,00,00,000**	6,00,00,000

(c) As at the year end the following equity shareholders held more than five percent shares in the company :-

Particulars		As at 31.03.2019		As at 31.03.2018	
S. No.	Name of the Shareholder	Number of Shares held	% of holding	Number of Shares held	% of holding
(i)	Shri K.B. Agarwal	41,40,519	69.01	41,40,519	69.01

Particulars	As at 31.03.2019 ₹	As at 31.03.2018 ₹
A 02) RESERVES & SURPLUS :		
(a) Capital Reserve	**2,52,323**	2,52,323
(b) Statutory Reserve Fund	**1,14,77,035**	90,65,289
(c) General Reserve : Opening Balance	**18,50,00,000**	16,75,00,000
Add : Transferred from Profit & Loss Account during the year	**1,00,00,000**	1,75,00,000
Sub Total	**19,50,00,000**	18,50,00,000
(d) Reserve for Deferred Tax	**1,05,710**	1,05,710
(e) Profit and Loss Account :- Opening Balance	**32,44,033**	20,08,838
Add : Surplus in the Statement of Profit and Loss Account	**1,20,58,726**	2,34,18,994
Amount available for appropriation	**1,53,02,759**	2,54,27,832
Less : Transferred to General Reserve	**1,00,00,000**	1,75,00,000
Transferred to Statutory Reserve Fund	**24,11,746**	46,83,799
Sub Total	**28,91,013**	32,44,033
Total (a+b+c+d+e)	**20,97,26,081**	19,76,67,355

(f) A sum of ₹ 2411746/- (Previous Year ₹ 4683799/-) being 20% of the net profit has been transferred in the current year to the Statutory Reserve Fund u/s 45IC of the Reserve Bank of India Act, 1934 as per the advise of the Reserve Bank of India.

Particulars	As at 31.03.2019 ₹	As at 31.03.2018 ₹
A 03) (i) LONG-TERM PROVISIONS :		
(a) Provision for Employees benefits	19,56,483	19,03,718
(b) Provision against Standard Assets	58,074	39,987
Total	20,14,557	19,43,705

(ii) The Accounting Standard-15 "Employee benefits", prescribed by the Central Government, is applicable to the company in its entirety as our company is a listed Company.

In formulating the accounting policy regarding employee benefits, we were motivated by the fact that average number of employees at any time during the financial year, were 17 i.e. less than 50.

In similar circumstances, unlisted companies have been permitted to calculate and account for the accrued liability under the head "Gratuity", by some other rational method. Provisions of The Payment of Gratuity Act, 1972 gives one such method. This is based on the assumption that such benefits are payable to all employees at the end of the accounting year.

The management still feels that the size of the company does not make it feasible to provide Gratuity by way of actuarial valuation. Hence, it is decided to continue with the same accounting policy.

A 04) TRADE PAYABLES :

(i) Total Outstanding dues of Creditors other than Micro, Small and Medium Enterprises

	As at 31.03.2019 ₹	As at 31.03.2018 ₹
(a) Miscellaneous Payable (Centre head)	3,41,124	5,21,697
(b) Liabilities for Expenses	88,611	58,720
Total	4,29,735	5,80,417

(ii) The company has not received any memorandum (as required to be filed by the Suppliers with the notified authority under the Micro, small and medium Enterprises Development Act, 2006), claiming their status as Micro, small or medium enterprises. Consequently, the amount paid / payable to these parties during the year is Nil.

A 05) OTHER CURRENT LIABILITIES :

	As at 31.03.2019 ₹	As at 31.03.2018 ₹
(a) Tax deducted at Source (Payable)	193	74
(b) Goods & Service Tax Payable on reverse charges	6,842	1,328
(c) Instalment received in advance from customers	1,43,351	2,30,446
(d) Other charges received in advance from customer	1,36,761	1,36,761
Total	2,87,147	3,68,609

A 06) SHORT TERM PROVISIONS :

(i) Others :

	As at 31.03.2019 ₹	As at 31.03.2018 ₹
Provision for Tax (MAT) FY. 2017-18	8,04,325	8,04,325
Provision for Tax (MAT) F.Y. 2018-19	2,47,537	0
Total	10,51,862	8,04,325

(ii) Provision for Tax is made in accordance with the requirements of the Income Tax Act, 1961.

A 08) NON CURRENT INVESTMENTS :

	As at 31.03.2019 ₹	As at 31.03.2018 ₹
(i) Investments in mutual fund (Quoted) (Details as per annexure annexed)	25,17,41,119	24,14,52,085
Total	25,17,41,119	24,14,52,085

(ii) The aggregate net asset value of the investment in mutual fund as on 31.03.2019 is ₹ 31,16,30,273/- (Previous year ₹ 30,43,47,773/-)

(iii) In the opinion of the Management diminution in the market value of some investments is a temporary market phenomenon and the company has adequate General Reserves to meet any Contingency.

A 07. TANGIBLE ASSETS (PROPERTY, PLANT & EQUIPMENT) AND DEPRECIATION THEREON

DESCRIPTION	GROSS BLOCK				DEPRECIATION (ON SLM BASIS)				NET BLOCK (AS PER SLM BASIS)	
ASSETS	Cost as on 01.4.2018 ₹	Additions/ Adjustments ₹	Sales/ Adjustments ₹	Total as on 31.3.2019 ₹	Upto 31.3.2018 ₹	Sales/ Adjustments ₹	For the year ₹	Total as on 31.3.2019 ₹	As at 31.3.2019 ₹	As at 31.3.2018 ₹
1	2	3	4	5	6	7	8	9	10	11
Land (Freehold)	670447	0	0	670447	0	0	0	0	670447	670447
Building	2407953	0	0	2407953	930778	0	39923	970701	1437252	1477175
Computers & Data Processing Units	268900	0	0	268900	261745	0	7135	268880	20	7155
Furniture & Fittings	928254	0	0	928254	926036	0	950	926986	1268	2218
Motor Vehicles	1897800	583420	0	2481220	528523	0	246013	774536	1706684	1369277
Electrical Installations & Equipment	394137	1050	0	395187	370694	0	13823	384517	10670	23443
Office Equipment	267528	0	0	267528	262595	0	2197	264792	2736	4933
Grand Total	**6835019**	**584470**	**0**	**7419489**	**3280371**	**0**	**310041**	**3590412**	**3829077**	**3554648**
Previous Year Figures	**6401690**	**827535**	**394206**	**6835019**	**3408812**	**394205**	**265764**	**3280371**	**3554648**	**–**

ANNEXURE TO NOTE NO. A 08

LONG TERM TRADE INVESTMENT IN MUTUAL FUNDS

NAME OF MUTUAL FUNDS	BALANCE AS ON 01.04.18		PURCHASE DURING THE YEAR		SALES DURING THE YEAR		BALANCE AS ON 31.03.19	
	UNIT	AMOUNT (₹)	UNIT	AMOUNT (₹)	UNIT	AMOUNT (₹)	UNIT	AMOUNT (₹)
EQUITY/ EQUITY ORIENTED FUND								
Aditya Birla Sun Life Infrastructure Fund - Dividend	52876.364	800000					52876.364	800000
Aditya Birla Sun Life Digital India Fund - Dividend	198677.263	4540000	36840.709	800000			235517.972	5340000
Aditya Birla Sun Life Midcap Fund-Dividend	5620.082	150000					5620.082	150000
Aditya Birla Sun Life Dividend Yield Fund - Dividend	98768.678	1500000					98768.678	1500000
Aditya Birla Sun Life Equity Advantage Fund-Dividend	32235.001	2945000	78695.487	6931839			110930.488	9876839
Aditya Birla Sun Life Small Cap Fund-Dividend.	19525.782	527686					19525.782	527686
Axis Bluechip Fund-Dividend.			194996.479	2971569			194996.479	2971569
DSP Small Cap Fund - Dividend	197399.244	2300000					197399.244	2300000
DSP Midcap Fund-Dividend	81430.191	1350000					81430.191	1350000
DSP Top 100 Equity Fund-Dividend	18851.475	450000					18851.475	450000
DSP Equity Opportunities Fund-Dividend	140386.039	3600000	14328.111	380000			154714.150	3980000
Franklin India Prima Fund-Dividend	6154.112	300000					6154.112	300000
Franklin India Focussed Equity Fund-Dividend	8131.776	195000					8131.776	195000
Franklin India Opportunities Fund-Dividend	258455.470	4890000					258455.470	4890000
HDFC Equity Fund - Dividend	112787.043	3970383					112787.043	3970383
HDFC Midcap Opportunities Fund - Dividend	120048.024	1800000	6465.004	190000			126513.028	1990000
HDFC Top 100 Fund - Dividend	85222.625	3311095					85222.625	3311095
HDFC Small Cap Fund - Dividend			11137.925	300000			11137.925	300000
HSBC Large Cap Equity Fund - Dividend	15412.253	450000					15412.253	450000
IDFC Multicap Fund - Dividend	71905.018	1700000					71905.018	1700000
IDFC Focussed Equity Fund - Dividend	111372.064	1515000					111372.064	1515000
Kotak Standard Multicap Fund -Dividend	102404.947	2349722	63736.636	1389818			166141.583	3739540
L&T Midcap Fund-Dividend	28817.494	1464358					28817.494	1464358
L&T India Value Fund-Dividend	133129.871	3100000	112624.022	2694501			245753.893	5794501
Mirae Asset Emerging Bluechip Fund-Dividend	30100.289	750000					30100.289	750000
Principal Emerging Bluechip Fund - Dividend	101414.521	3750000					101414.521	3750000
Principal Multicap Growth Fund - Dividend	12109.470	500000					12109.470	500000
ICICI Prudential Multi Asset Fund - Dividend	156970.437	3382361					156970.437	3382361
ICICI Prudential Midcap Fund - Dividend	114160.141	2560488					114160.141	2560488
ICICI Prudential Large & Midcap Fund - Dividend	139045.468	2650000					139045.468	2650000
ICICI Prudential Multicap Fund - Dividend	99538.331	2232721					99538.331	2232721
Invesco India Contra Fund - Dividend			59554.165	1434034			59554.165	1434034
Invesco India Growth Opportunities Fund - Dividend			106608.369	1687730			106608.369	1687730
Reliance Power & Infra Fund - Dividend	18761.826	950000					18761.826	950000
Reliance Multicap Fund - Dividend	332116.991	7625459	10395.659	300000			342512.650	7925459
Reliance Growth Fund - Dividend	237262.816	13090397					237262.816	13090397
Reliance Value Fund - Dividend	23042.852	453592					23042.852	453592
Reliance Vision Fund - Dividend	69531.864	3063455					69531.864	3063455
SBI Blue Chip Fund - Dividend	731960.049	12520000					731960.049	12520000
SBI Magnum Global Fund - Dividend	249226.906	6312402					249226.906	6312402
SBI Large & Midcap Fund -Dividend	45787.849	2203324					45787.849	2203324
SBI Contra Fund- Dividend	182674.880	3996850					182674.880	3996850
Sundaram Midcap Fund - Dividend	159507.107	3300000					159507.107	3300000
Sundaram Small Cap Fund - Dividend	21613.981	300000					21613.981	300000
Tata Infrastructure Fund - Dividend	54227.138	1400000					54227.138	1400000
Tata Ethical Fund - Dividend	152324.504	5076123					152324.504	5076123
Tata Large & Midcap Fund - Dividend	130805.338	3735000	83340.946	2552821			214146.284	6287821
Tata Equity P/E Fund-TB10%-Dividend	58595.389	3080000					58595.389	3080000
Tata India Consumer Fund-Dividend	108142.276	1816426					108142.276	1816426
Templeton India Value Fund - Dividend	14548.652	650000					14548.652	650000
UTI Mid Cap Fund - Dividend	72775.177	1950000					72775.177	1950000
UTI MNC Fund - Dividend	12137.389	1100000					12137.389	1100000
TOTAL EQUITY/ EQUITY ORIENTED FUND	**5227992.457**	**131656842**	**778723.512**	**21632312**	**0.000**	**0**	**6006715.969**	**153289154**
BALANCE FUNDS								
Franklin India Equity Hybrid Fund - Dividend	69918.118	1350000					69918.118	1350000
HDFC Hybrid Equity Fund - Dividend	230653.735	1651644					230653.735	1651644
HDFC Balanced Advantage Fund - Dividend	266229.219	8036313					266229.219	8036313
Kotak Equity Hybrid Fund - Dividend	353540.327	7800000					353540.327	7800000
ICICI Prudential Equity & Debt Fund - Dividend	425290.686	6824467					425290.686	6824467
SBI Equity Hybrid Fund - Dividend	226425.216	5102451					226425.216	5102451
Tata Hybrid Equity Fund - Dividend	99003.484	3800000					99003.484	3800000
TOTAL BALANCE FUNDS	**1671060.785**	**34564875**	**0.000**	**0**	**0.000**	**0**	**1671060.785**	**34564875**
LIQUID FUNDS / DEBT FUND								
Aditya Birla Sun Life Interval Income Fund -Qty Sr-1Growth	30741.928	440000					30741.928	440000
Aditya Birla Sun Life Interval Income Fund -Ann-IX- Growth	20000.000	200000			20000.000	200000	0.000	0
Aditya Birla Sun Life MediumTerm Plan - Growth	192066.824	3200000					192066.824	3200000
Aditya Birla Sun Life Short Term Opp.-Fund - Growth	338939.918	6900000					338939.918	6900000

Aditya Birla Sun Life Corporate Bond Fund - Growth	12399.435	600000					12399.435	600000
Aditya Birla Sun Life Savings Fund-Growth	23911.289	7700000			19292.793	6209279	4618.496	1490721
Axis Liquid Fund-Growth			1094.591	2150000	1094.591	2150000	0.000	0
Axis Ultra Short Term Fund-Growth			201278.070	2100000			201278.070	2100000
DSP Credit Risk Fund - Growth	124958.213	2600000					124958.213	2600000
DSP Low Duration Fund-Growth	84887.482	1000000			28640.447	337393	56247.035	662607
Franklin India Credit Risk Fund - Growth	169470.546	2400000					169470.546	2400000
Franklin India Short Term Income Plan - Growth	253.368	700000					253.368	700000
Franklin India USBF Super Inst. Plan-Growth	63567.518	1000000					63567.518	1000000
HDFC Credit Risk Debt Fund - Growth	420219.518	4650000					420219.518	4650000
HDFC Liquid Fund - Growth	618.728	2000000			52.906	170912	565.822	1829088
ICICI Prudential Medium Term Bond Fund - Growth	285673.470	6050000					285673.470	6050000
ICICI Prudential Bond Fund - Growth	92752.199	1700000					92752.199	1700000
Invesco India Liquid Fund - Growth			882.040	2150000	882.040	2150000	0.000	0
IDFC Low Duration Fund- Growth	92299.186	1500000					92299.186	1500000
Kotak Dynamic Bond Fund -Growth	6823.547	150000			6823.547	150000	0.000	0
Kotak Low Duration Fund -Growth	578.888	1200000			552.337	1145885	26.551	54115
L&T Money Market Fund -Growth	584620.537	9450000			149186.977	2413308	435433.560	7036692
Principal Short Term Debt Fund -Growth	30698.637	570000					30698.637	570000
Principal Low Duration Fund -Growth	330.283	900000					330.283	900000
Reliance Strategic Debt Fund - Growth	408616.194	4450000					408616.194	4450000
Reliance Low Duration Fund -Growth			814.660	2100000			814.660	2100000
Reliance Credit Risk Fund - Growth	235830.631	4165722					235830.631	4165722
Tata Short Term Bond Fund - Growth	26942.267	654646					26942.267	654646
Tata Treasury Advantage Fund - Growth	3386.506	8450000			920.422	2316501	2466.084	6133499
TOTAL LIQUID /DEBT FUNDS	**3250587.112**	**72630368**	**204069.361**	**8500000**	**227446.060**	**17243278**	**3227210.413**	**63887090**
FIXED MATURITY PLANS								
IDFC Fixed Term Plan Series 88 - Growth	210000.000	2100000			210000.000	2100000	0.000	0
TATA Fixed Maturity Plan Series 44 Sch D- Growth	50000.000	500000			50000.000	500000	0.000	0
TOTAL FIXED MATURITY PLANS	**260000.000**	**2600000**	**0.000**	**0**	**260000.000**	**2600000**	**0.000**	**0**
GRAND TOTAL	**10409640.354**	**241452085**	**982792.873**	**30132312**	**487446.060**	**19843278**	**10904987.167**	**251741119**

A09) DEFERRED TAX ASSETS / (LIABILITIES) (NET) :

(a) Deferred tax is calculated and determined in accordance with the requirements of Accounting Standard - 22 "Accounting for Taxes on Income" and is subject to the concept of prudence, on timing difference being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. Deferred tax assets are reviewed for their carrying values at each balance sheet date and recognized only if there is 'reasonable certainty' that they will be realized in future. As at 31.03.2019 the recognized deferred tax liability/asset is as follows:-

(b) **Deferred Tax Liability :**

The Break-up of deferred tax liability into major components as on 31.03.2019 is as follows :

Particulars	31.03.2019		31.03.2018	
	Total ₹	Deferred Tax Impact ₹	Total ₹	Deferred Tax Impact ₹
Timing difference on depreciation for the year	130395	33577	148647	38277
Total	130395	33577	148647	38277

(c) **Deferred Tax Assets :**

The Break-up of deferred tax assets into major components as on 31.03.2019 is as follows :

Particulars	31.03.2019		31.03.2018	
	Total ₹	Deferred Tax Impact ₹	Total ₹	Deferred Tax Impact ₹
(i) Gratuity	1956483	503794	1903718	490207
Total	1956483	503794	1903718	490207

(d) Net Deferred Tax Assets/(Liability) ₹ **470217/-** (Previous Year ₹ 451930/-)

(e) The net deferred tax recognized in the profit and loss account is ₹ **18287/-** (Previous year ₹ 9260/-)

(f) Net deferred tax adjusted from deferred tax reserve A/c ₹ **NIL** (Previous Year ₹ 36903/-)

Particulars		As at 31.03.2019 ₹	As at 31.03.2018 ₹
A 10) (i)	**LONG TERM LOANS AND ADVANCES :**		
	(a) Loan on vehicle (Secured by hypothecation of vehicles)	**1,25,59,167**	76,94,557
	(b) Security Deposit with KESCO LTD.	**25,200**	25,200
	(c) Security Deposit with (PNG)	**6,000**	6,000
	Total	**1,25,90,367**	77,25,757

(ii) Balance in some accounts of long term loans and advances is subject to confirmation.

(iii) Loans and advances to related parties - NIL (Previous Year - NIL)

Particulars	As at 31.03.2019 ₹	As at 31.03.2018 ₹
A 11) (i) TRADE RECEIVABLES :		
Interest on loan receivable (Secured considered good)	**1,04,824**	1,10,294
Total	**1,04,824**	1,10,294

(ii) Balance in some accounts of trade receivables is subject to confirmation.

(iii) All trade receivables are outstanding for a period less than six months from the date they are due for payment. Also, no debts are due by directors or any other officers of the company either severally or jointly.

A 12) CASH AND CASH EQUIVALENTS :		
(a) Cash in hand	**1,09,371**	84,366
(b) Balances with scheduled banks : In current account	**13,39,913**	46,49,884
Total	**14,49,284**	47,34,250

(c) There are no bank deposits with more than 12 months maturity.

A 13) (i) SHORT TERM LOANS AND ADVANCES :		
(a) Loan on vehicle (Secured by hypothecation of vehicles)	**19,59,305**	23,02,109
(b) Advance Income Tax	**10,29,460**	9,30,000
(c) Advance to The Registrar State Consumer Commission	**25,000**	25,000
(d) Prepaid expenses (to the extent not written-off)	**22,502**	24,948
Total	**30,36,267**	32,82,057

(ii) Balance in some accounts of short term loans and advances is subject to confirmation.

(iii) Loans and advances to related parties - Nil (Previous Year - Nil)

A 14) OTHER CURRENT ASSETS :		
(a) Dividend Receivable	**1,42,627**	53,390
(b) Income Tax Receivable	**1,45,600**	0
Total	**2,88,227**	53,390

Particulars	Year ended 31.03.2019 ₹	Year ended 31.03.2018 ₹
A 15) REVENUE FROM OPERATIONS :		
(a) Interest (TDS ₹ NIL (Last Year ₹ 4618/-)	**29,70,920**	32,24,293
(b) Other financial services		
(i) Overdue Interest (TDS ₹ NIL Last year ₹ NIL)	**79,461**	18,235
(ii) Processing charges	**2,27,750**	1,45,100
(b) Sub Total	**3,07,211**	1,63,335
Grand Total (a+b)	**32,78,131**	33,87,628
A 16) OTHER INCOME :		
(i) Dividend Income	**1,28,11,948**	2,16,47,427
(ii) Net gain / loss on sale of investments	**25,99,084**	56,52,973
(iii) Other non-operating income (net of expenses)		
(a) Balance written back	**150**	404
(b) Profit on Sale of Assets	**0**	41,999
(c) Miscellaneous Income	**2,430**	15,000
(d) Provision Written Back	**0**	2,339
(e) Interest received from Income Tax	**15,600**	0
Sub Total (iii)	**18,180**	59,742
Total [(i) + (ii) + (iii)]	**1,54,29,212**	2,73,60,142
Grand Total (15+16)	**1,87,07,343**	3,07,47,770
A 17) EMPLOYEE BENEFITS EXPENSES :		
(a) Salaries expenses	**24,18,176**	24,78,858
(b) Bonus / Ex-Gratia	**1,35,860**	1,35,860
(c) Stipend paid	**0**	60,000
(d) Contribution to Provident Fund	**1,15,987**	1,06,931
(e) Employees Pension Fund	**78,095**	91,141
(f) Administrative Expenses & Insurance to P.F.	**18,989**	24,562
(g) Gratuity	**76,246**	3,21,524
(h) Leave Encashment	**1,45,100**	1,78,664
(i) Staff welfare expenses	**53,406**	96,274
Total (a to i)	**30,41,859**	34,93,814
A 18) FINANCE COSTS :		
Interest Expenses	**0**	12
Total	**0**	12

Particulars	Year ended 31.03.2019 ₹	Year ended 31.03.2018 ₹
A 19) OTHER EXPENSES :		
(i) Conveyance Expenses	**5,14,853**	4,75,962
(ii) Power and Fuel	**3,75,311**	3,62,598
(iii) Directors Sitting Fee	**58,000**	37,000
(iv) Rates & Taxes excluding taxes on Income	**49,294**	45,252
(v) Repairs to Building	**835**	0
(vi) Repairs to Machinery	**95,527**	82,970
(vii) Insurance	**38,062**	7,404
(viii) Payment to Statutory Audit Fee	**30,000**	30,000
(ix) Internal Audit Expenses	**6,000**	6,000
(x) Miscellaneous Expenses	**10,98,995**	8,94,185
(xi) Donations	**5,00,000**	5,00,000
(xii) Service Charges	**1,10,300**	65,250
(xiii) Recovery Charges	**1,05,503**	1,59,680
(xiv) Provision required by prudential norms	**18,087**	0
(xv) Professional Charges	**66,700**	89,300
Total { (i) to (xv) }	**30,67,467**	27,55,601

A 20) EARNING PER SHARE :

(i) Annualised earning per equity share has been calculated on the net profit (after taxation) of ₹ 1,20,58,726/- (previous year ₹ 2,34,18,994/-) taken as the numerator divided by number of equity shares 60,00,000 (previous year 60,00,000) taken as the denominator.

Particulars	Year ended 31.03.2019 ₹	Year ended 31.03.2018 ₹
Basic Earning per share	**2.01**	3.90
Total	**2.01**	3.90

(ii) There is no diluted earning per share in the company.

(B) ADDITIONAL NOTES :

(i) (a) The company follows the Reserve Bank of India guidelines applicable to Non Banking Financial Companies regarding assets classification, provisioning and income recognition on non performing assets and accounting for Investments.

(b) Information required to be disclosed in terms of paragraph 13 of Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 is as under :-

NOTE TO THE BALANCE SHEET OF A NON DEPOSIT TAKING NON-BANKING FINANCIAL COMPANY
{as required in the terms of Paragraph 13 of Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007}

₹ in Lacs

PARTICULARS	Amount outstanding	Amount overdue
LIABILITIES SIDE :		
1. **Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid :**		
(a) Debentures : Secured	NIL	NIL
: Unsecured (other than falling within the meaning of public deposits)*	NIL	NIL
(b) Deferred Credits	NIL	NIL
(c) Term Loans	NIL	NIL
(d) Inter-corporate loans and borrowings	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Other Loans (specify nature)	NIL	NIL

*** Please see Note 1 below.**

ASSETS SIDE :

₹ in Lacs

PARTICULARS	Amount outstanding	Amount outstanding
2. **Break-up of Loans & Advances including bills receivable (other than those included in (3) below :**		
(a) Secured	NIL	
(b) Unsecured	4.21	4.21
3. **Break-up of Leased Assets and Stock on hire and other Assets counting towards AFC activities :**		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial Lease	NIL	
(b) Operating Lease	NIL	NIL
(ii) Stock on hire including hire charges under sundry debtors :		
(a) Assets on hire	NIL	
(b) Repossessed Assets	NIL	NIL
(iii) Other loans counting towards AFC activities :		
(a) Loans where assets have been repossessed	NIL	
(b) Loans other than (a) above	146.23	146.23

4. **Break-up of Investments :**

Current Investments :

(1) **Quoted :**

(i) Shares : (a) Equity	NIL	
(b) Preference	NIL	
(ii) Debentures and Bonds	NIL	
(iii) Units of Mutual Funds	NIL	
(iv) Government Securities	NIL	
(v) Others (please specify)	NIL	NIL

(2) **Unquoted :**

(i) Shares : (a) Equity	NIL	
(b) Preference	NIL	
(ii) Debentures and Bonds	NIL	
(iii) Units of Mutual Funds	NIL	
(iv) Government Securities	NIL	
(v) Others (please specify)	NIL	NIL

Long Term Investments :

(1) **Quoted :**

(i) Shares : (a) Equity	NIL	
(b) Preference	NIL	
(ii) Debentures and Bonds	NIL	
(iii) Units of Mutual Funds	2517.41	
(iv) Government Securities	NIL	
(v) Others (please specify)	NIL	2517.41

(2) **Unquoted :**

(i) Shares : (a) Equity	NIL	
(b) Preference	NIL	
(ii) Debentures and Bonds	NIL	
(iii) Units of Mutual Funds	NIL	
(iv) Government Securities	NIL	
(v) Others (please specify)	NIL	NIL

5. **Borrower group-wise classification of Assets financed as in (2) and (3) above :**

Please see Note 2 below

₹ in Lacs

CATEGORY	Amount Net of Provisions		
	Secured	Unsecured	Total
(1) **Related Parties****			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL
(c) Other related parties	NIL	NIL	NIL
(2) **Other than Related Parties**	146.23	4.21	150.44
Total	**146.23**	**4.21**	**150.44**

6. **Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :** Please see Note 3 below

₹ in Lacs

CATEGORY	Market Value/Break-up / fair Value / NAV	Book Value (Net of Provisions)
(i) **Related Parties****		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	NIL	NIL
(c) Other related parties	NIL	NIL
(ii) **Other than Related Parties**	3116.30	2517.41
Total	**3116.30**	**2517.41**

**As per Accounting Standard of ICAI (Please see Note 3)

7. **Other Information :**

₹ in Lacs

PARTICULARS		Amount
(i) **Gross Non-performing assets :**		
(a) Related Parties	NIL	
(b) Other than related parties	NIL	NIL
(ii) **Net Non-performing Assets :**		
(a) Related Parties	NIL	
(b) Other than related parties	NIL	NIL
(iii) Assets acquired in satisfaction of debt	NIL	NIL

NOTES :

1. As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance, of Public Deposits (Reserve Bank) Directions, 1998.
2. Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (non deposit accepting or holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break-up/fair value/NAV in respect of unquoted investments has been disclosed irrespective of whether they are classified as long term or current in column (4) above.

B (ii) In the financial year 2018-19 the Company has operated in only one business segment, hence, compliance of AS-17 regarding "Segment Reporting" is not necessary.

B (iii) Accounting Standard (18) on "Related party Disclosure"

(A) Particulars	2018-19	2017-18
In Respect of :		
Rendering of Services	₹ **1,77,575**	₹ 1,77,072
Key Managerial Remuneration	₹ **10,61,213**	₹ 10,58,086

(B) Subsidiaries	There is no subsidiary of the Company
(C) Promoter Director	Dr. K.B. Agarwal
(D) Key Management Personnel	Shri G.D. Maheshwari Shri S. N. Tripathi Shri R.N. Singh Shri V. K. Pandey
(E) Relative of Promoter Director & Key Management Personnel	Dr. B.D. Agarwal (Brother of Dr. K.B. Agarwal) Mr. Madan Maheshwari (Brother of Shri G.D. Maheshwari)

B (iv) **CONTINGENT LIABILITIES :**

CONTINGENT LIABILITY NOT PROVIDED FOR	(2018-19)	(2017-18)
Claims against the Company not acknowledged as debt	₹ NIL	₹ NIL

B (v) The figures have been rounded off to the nearest rupee.

B (vi) Last year's figures have been regrouped and re-arranged wherever necessary to conform to the figures of the current year.

(C) **SIGNIFICANT ACCOUNTING POLICIES**

(a) **VALUATION :-**

i. Fixed Assets are valued at cost.
ii. Non-current investments are valued at cost.
iii. Current investments are valued at lower of cost or fair value.
iv. Stock on Hire are valued at Cost less Capital recovery.

(b) **PHYSICAL VERIFICATION :-**

i. Fixed Assets (Property, Plant & Equipment) in use of the Company are physically verified once in every year.
ii. Physical verification of stock on hire is carried out on test check basis.

(c) **DEPRECIATION :-**

i. In respect of Tangible Assets, of the company Depreciation is provided on Straight Line method over the useful lives of assets specified in Schedule II of the Companies Act, 2013.

(d) **REVENUE RECOGNITION :-**

i. All income & expenses are accounted for on accrual basis, except otherwise stated.
ii. Interest on overdue instalments and dividend on shares of corporate bodies and units of mutual funds are accounted for on certainty of the realisation.
iii. The Company has followed the prudential norms for Income recognition and provisioning for non-performing assets as prescribed by the Reserve Bank of India for non-banking financial companies.

(e) **EARNING PER SHARE :-**

The Company reports earnings per share in accordance with AS-20.

(f) **EMPLOYEE BENEFITS :-**

i. Provisions for Retirement benefits for Gratuity are made as per The Payment of Gratuity Act,1972.
ii. Leave Encashment is accounted as per Service Rules and charged to the P&L Account.
iii. Contribution to Provident Fund is recognised when due.

(g) **INTANGIBLE ASSETS :-**

The Company recognised intangible assets in accordance with AS 26.

(h) **IMPAIRMENT OF ASSETS :-**

An asset is impaired if there are sufficient indication that the carrying cost would exceed the recoverable amount of cash generating assets. In that event an impairment loss so computed would be recognised in the accounts in the relevant year.

AUDITOR'S REPORT

As per our separate Report of even date attached

for VINAYAK TANDON & ASSOCIATES
Chartered Accountants
(FRN : 006751C)

(CA. VINAYAK TANDON)
Partner
Membership No. : 072968

Place : Kanpur
Dated : 15th May, 2019

S.N. TRIPATHI
Company Secretary

R. N. SINGH
CFO

DR. K. B. AGARWAL
Chairman

PADAM KUMAR JAIN
Director

MANJU JAIN
Director

RAJ KUMAR GUPTA
Director

G. D. MAHESHWARI
Executive Director

KEY CORP LIMITED — **ATTENDANCE SLIP**

CIN : L65921UP1985PLC007547

Regd. Office : 16/16-A, Civil Lines, Kanpur - 208 001

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting.

DP ID*			Folio No.	
Client ID*			No. of Shares	

Name and Address of the Shareholder..

.... I hereby record my presence at the 33rd ANNUAL GENERAL MEETING of the Company held on Saturday August 10, 2019 at 10.00 a.m. at the Registered Office of the Company at 16/16A, Civil Lines, Kanpur.

*Applicable for invertors holding shares in electronic form.

....
Signature of Shareholder/proxy

— — — PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP AT THE MEETING — — — —

KEY CORP LIMITED — **PROXY FORM**

CIN : L65921UP1985PLC007547

Regd. Office : 16/16-A, Civil Lines, Kanpur - 208 001

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	e-mail Id..........................
Registered Office..........................	Folio No/*Client Id..........................
....	*DP Id..........................

I/We, being the member(s) of..........................shares of Key Corp Limited, hereby appoint :

1)..........................of..........................having e-mail id..........................or failing him..........................

2)..........................of..........................having e-mail id..........................or failing him..........................

3)..........................of..........................having e-mail id..........................

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company to be held on Saturday 10th August, 2019 at 10.00 a.m. at the Registered Office of the Company at 16/16A, Civil Lines, Kanpur-208 001 and at my adjournment thereof in respect of such resolutions as are indicated below :

** I wish my above Proxy to vote in the manner as indicated in the box below :

No.	Resolutions	For	Against
1.	**Ordinary Business :** Adoption of Financial Statement for the year ended 31st March, 2019		
2.	Appointment of M/s. Vinayak Tandon & Associates, Chartered Accountants as Auditors and fixing their remuneration.		
3.	**Special Business / Special Resolutions** Appointment of Shri Raj Kumar Gupta as an Independent Director.		
4.	Re-appointment of Shri Padam Kumar Jain as an Independent Director.		
5.	Re-appointment of Shri G.D. Maheshwari as whole-time Director.		
6.	Approve the continuing the Directorship of Dr. K.B. Agarwal.		
7.	Approve the continuing the Directorship of Dr. B.D. Agarwal.		

Signed this..........................day of..........................2019

....
Signature of shareholder

Signature of first proxy holder   Signature of second proxy holder   Signature of third proxy holder

Notes : 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hrs. before the commencement of the meeting. 2. A proxy need not be a member of the Company. 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders. **4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate. 5. Appointing a proxy does not prevent member from attending the meeting in person if he so wishes. 6. In the case of joint the holders, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.