

**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

**33rd Annual Report****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 1<sup>st</sup> 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

Place : Kanpur

Dated : 15th May, 2019

By Order of the Board

G.D. Maheshwari

Executive Director

(DIN 00235209)





## 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 4<sup>th</sup> August 2019 to 10<sup>th</sup> 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:

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- 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](http://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](http://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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholder)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
DOB	<ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details	<ul style="list-style-type: none"> <li>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</li> <li>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).</li> </ul>

- 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 **EVS**N 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.evotingindia.com](mailto:helpdesk.evotingindia.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](mailto: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.

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- 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 1<sup>st</sup> 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

## 33rd Annual Report

### CHAIRMAN'S MESSAGE TO STAKEHOLDERS

Dear Stakeholders,

It gives me immense pleasure to share my views with our valued stakeholders and present the 33<sup>rd</sup> 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 digitization, 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)	
		31.3.2019	31.3.2018
<b>FINANCIAL RESULTS</b>			
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
<b>APPROPRIATIONS TO :</b>			
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

- 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.
- 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.
- 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.

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

- 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 31<sup>st</sup>, 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