

**34TH
ANNUAL
REPORT
2019-2020**



KEY CORP LIMITED

**CERTIFIED TO BE A TRUE COPY
For Key Corp Ltd.**

(Signature)
(V. K. Pandey)
Joint Secretary

**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 V. K. Bajpai

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 34th Annual General Meeting of Members of Key Corp Limited will be held on Saturday, the 8th August, 2020 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, 2020, together with Directors Report and Auditors Report thereon.
2. To appoint a Director in place of Dr. B.D. Agarwal (DIN00235154) who retires by rotation and being eligible, offers himself for re-appointment.
3. 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

4. Re-appointment of Ms. Manju Jain (DIN No. 06971010) as an Independent Director:

To consider and, if thought fit to pass with or without modification(s) the following Resolution 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 thereof for the time being in force) and the Companies (appointment and qualifications of Directors) Rules 2014 as amended from time to time Ms. Manju Jain (DIN No. 06971010) aged about 70 years (DOB 15.09.1949) who holds office of Independent director upto 08.08.2020 who has submitted a declaration that she 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 her 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.

Regd. Office :
16/16-A, Civil Lines,
Kanpur – 208 001
CIN – L65921 UP1985 PLC007547
Web Site: keycorpltd.com
E-mail: keycorpltd.@gmail.com
Phone: 0512-20305416

By Order of the Board

G.D. Maheshwari
Executive Director
(DIN 00235209)

Place: Kanpur
Dated: 27th June, 2020

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For Key Corp Ltd.

(V. K. Pandey)
Joint Secretary



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 2nd August, 2020 to 8th August, 2020 (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.

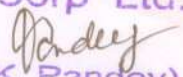
Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 1st August, 2020.

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. 01.08.2020 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 05.08.2020 at 9.00 A.M. and ends on 07.08.2020 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. 01.08.2020, 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.

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For Key Corp Ltd.


(V. K. Pandey)
Joint Secretary

34th Annual Report

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

	For Members holding shares in Demat Form 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"> 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	<ul style="list-style-type: none"> 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	<ul style="list-style-type: none"> 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 the 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 **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 & 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.



- 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.

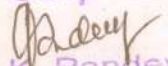
Regd. Office :
16/16-A, Civil Lines,
Kanpur – 208 001

Dated : 27th June, 2020

By Order of the Board

G.D. Maheshwari
Executive Director
(DIN00235209)

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(V. K. Pandey)
Joint Secretary

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 on item No.

1. Independent Director Ms. Manju Jain will complete her five years term on the date of ensuing Annual General Meeting. In terms of 149 and any other applicable provisions of the Companies, Act, 2013 Ms. Manju Jain is proposed to be appointed as Independent Director for five consecutive years till 2025. 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 Ms. Manju Jain fulfills the conditions specified in Companies Act, 2013 and Rules framed there under for her re-appointment as an Independent Director of the Company.

Ms. Manju Jain holds master degree in Science and also degree of Batchelor of Education and better experience in teaching and social welfare work of more than 35 years.

2. M/s. Vinayak Tandon & Associates, Chartered Accountants (Registration No. 006751C) Statutory Auditors of the Company has been our Auditors for the last three 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 2020-21. 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,

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CIN – L65921 UP1985 PLC007547

Web Site: keycorpltd.com

E-mail: keycorpltd.@gmail.com

Phone: 2305416

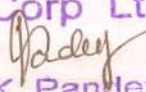
By Order of the Board

G.D. Maheshwari
Executive Director
(DIN 00235209)

Place: Kanpur

Dated : 27th June, 2020

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(V. K. Pantley)
Joint Secretary



CHAIRMAN'S MESSAGE TO STAKEHOLDERS

Dear Stakeholders,

It gives me immense pleasure to share my views with our valued stakeholders and present the 34th Annual Report for the year 2019-20.

I am pleased to report that during the year 2019-20 your Company has delivered satisfactory financial performance.

During the year 2019-20 company has executed Loan business to the tune of Rs.55.00 lacs as compared to Rs.120.70 lacs in the previous year. The Company is concentrating utilising surplus funds in mutual fund schemes.

PRESENT ECONOMIC SCENARIO AND PROSPECTS:

The World Bank expects India's economy to contract 3.2% in the current fiscal year, a sharp downgrade from its April projection of 1.5%-2.8% growth, citing stringent lockdown and spill over from weaker global growth.


The Global Economic Prospects (GEP) report released said the lockdown would severely curtail activity despite fiscal and monetary stimulus. Further, weaker global economy performance and balance sheet stress in the financial sector would also weigh on activity.

The latest report expects the economy to make a modest recovery to 3.1% growth in the next fiscal year, in comparison to the 6.1% expansion projected in the January report.

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.

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(V. K. Pandey)
Joint Secretary

DIRECTORS' REPORT TO THE MEMBERS

Your Directors present the 34th Annual Report and alongwith Audited Accounts of the Company for the year ended 31st March, 2020.

1. Presentation of financial statements

Ministry of Corporate Affairs (MCA) vide its notification dated 18th January, 2016, mandated, Non-Banking Financial Companies (NBFCs) having net worth of rupees five hundred crore or less and whose equity/or debt securities are listed or are in the process of listing on any stock exchange in India or outside India to comply with the Indian Accounting Standards (Ind AS) in preparation of their financial statements for the accounting periods beginning on or after 1 April, 2019 with effective transition date of 1 April, 2018.

Further, MCA has amended Schedule III to the Companies Act, 2013 (the 'Act'), and a new division viz., 'Division III' financial statement format has been introduced for NBFCs effective 11 October, 2018.

Accordingly, the financial statements of the Company for the year ended 31 March, 2020 have been prepared in accordance with Ind AS and revised Schedule III to the Act. The corresponding figures for the year ended 31 March, 2019 and opening Balance Sheet as on 1 April, 2018 have been recasted as per Ind AS and revised Schedule III to the Act. The Company has applied Ind AS 101 'First time adoption of Indian Accounting Standards', for transition from previous GAAP to Ind AS. An explanation of how transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Company, is detailed in the Note No. 26 to the financial statements of the Company.

2. Financial Results

The highlights of the standalone financial results are as under:

(Rs. in lakhs)

PARTICULARS	31.03.2020	31.03.2019
Income from Operations	29.03	32.78
Income from Investment in Mutual Funds	153.21	154.11
Other Income	0.26	0.18
Less: Operating Expenses	161.50	61.09
Profit Before Depreciation	21.00	125.98
Less: Depreciation	3.21	3.10
Net Profit Before Tax	17.79	122.88
Less: Provision for Income Tax	0.00	2.47
Add: Provision for Deferred tax	1.09	(0.18)
Net Profit After Tax	18.88	120.59
Balance of Profit Brought forward	28.91	32.44
Amount available for appropriation after adjustments	47.99	153.03
Appropriations to:		
General Reserve	0.00	100.00
Statutory Reserve Fund	3.78	24.12
Balance Carried Over	44.01	28.91

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Joint Secretary



3. DIVIDEND

In order to build up resources your Directors do not recommend payment of dividend for the Financial Year 2019-20.

4. 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.

5. THE EFFECT OF COVID-19 ON THE BUSINESS OF ITS FINANCIAL

COVID-19 has affected the timely recovery of its loan on vehicle. It has also badly affected the valuation of its investment in Mutual Fund as the Company has suffered the valuation loss of more than 6 crores during the financial year. The Company is in the process of reshuffling its investment to save from further shock and hope to complete the said process within 8 months.

6. DIRECTORS

- a) Dr. B.D. Agarwal (DIN 235154) who retires by rotation and being eligible, offers himself for re-appointment.
- b) 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.

7. 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.

8. 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.

9. 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.

10. Material changes and commitments

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company and the date of this Report.

11. 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.

12. LISTING WITH STOCK EXCHANGE

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

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