

# **KAY POWER AND PAPER LIMITED**



**33rd  
Annual Report  
2023-2024**



# KAY POWER AND PAPER LIMITED

(Formerly KAY PULP AND PAPER MILLS LTD.)

**BOARD OF DIRECTORS** : 1. Mr. Niraj Chandra - Chairman and Managing Director  
2. Ms. Deepa Agarwal - Director  
3. Mr. Arvind V. Kulkarni - Independent Director  
4. Mr. Kaustubh Wadikar - Independent Director  
5. Mr. Sandeep Shahapurkar - Independent Director

**COMPANY SECRETARY** : Mr. Sagar Mohite

**AUDITORS** : M/s. Godbole & Company  
Chartered Accountants  
F-3, Manali Apartment,  
4/2, Kesarkar Peth,  
Satara – 415002 (MH)

**BANKERS** : IDBI Bank Ltd.  
HDFC Bank Ltd.

**REGISTERED OFFICE** : Gat No. 454/457,  
Village Borgaon, Tal Dist – Satara- 415519  
Maharashtra

**CORPORATE IDENTITY NO. (CIN)** : L21099MH1991PLC061709

**INVESTOR SERVICE CELL** : Liaison Office: Plot no. B -54,  
OLD MIDC Area, Satara – 415004  
Maharashtra  
Email ID – kppl.secretarial@gmail.com

**WEBSITE** : [www. Kaypowerandpaper.com](http://www.Kaypowerandpaper.com)

## **THIRTY THIRD ANNUAL GENERAL MEETING**

**Monday, 23rd September 2024**

**Time** : 3.00 P.M.

**Venue** : **Registered Office**

Gat No. 454/457,  
Village Borgaon,  
Tal Dist-Satara-415519  
Maharashtra



### NOTICE

**NOTICE** is hereby given that the 33rd (Thirty Third) Annual General Meeting of the Members of KAY POWER AND PAPER LIMITED will be held at 3.00 p.m. on **Monday, 23rd September 2024** at the Registered Office of the Company at Gat No. 454/457, Village Borgaon, Tal. /Dist. Satara - 415519, Maharashtra, to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Deepa Agarwal (DIN: 00452947), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.
3. To appoint M/s. R Y Kulkarni & Associates, Chartered Accountants, Pune as a Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 33rd Annual General Meeting of the Company until the conclusion of the 38th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, M/S. R Y Kulkarni & Associates, Chartered Accountants, Pune (M. No.036596), be and are hereby appointed as the Statutory Auditors of the Company to hold office for 5 (Five) years from the conclusion of 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company to be held in the calendar year

2029, and that the Board of Directors of the Company and/or the Audit Committee of the Company be and are hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

#### SPECIAL BUSINESS:

**Item No. 4: To approve the appointment of Mr. Anilkumar Govind Bidkar (DIN: - 10639665) as an independent director.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, **Mr. Anilkumar Govind Bidkar (DIN: - 10639665)**, who was appointed as an Additional Director of the company by the Board of Directors with effect from 12th August 2024 in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who being eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office

of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a First term of 5 (five) consecutive years on the Board of the Company from the conclusion of 33rd AGM of the company up to the 38th AGM of the company will be held on financial year 2029.

**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anilkumar Govind Bidkar (DIN: 10639665) be paid such fees and remuneration and profit related commission as the Board / Nomination & Remuneration Committee may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**Item No. 5: To approve the appointment of Mr. Satish Laxman Pharande (DIN: 03516332) as an independent director.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and

Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, **Mr. Satish Laxman Pharande (DIN: 03516332)**, who was appointed as an Additional Director of the company by the Board of Directors with effect from 12th August 2024 in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who being eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a First term of 5 (five) consecutive years on the Board of the Company from the conclusion of 33rd AGM of the company up to the 38th AGM of the company will be held on financial year 2029.

**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Satish Laxman Pharande (DIN: 03516332) be paid such fees and remuneration and profit related commission as the Board / Nomination & Remuneration Committee may approve



from time to time and subject to such limits, prescribed or as may be prescribed from time to time

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

### **Item No. 6: To approve the material related party transaction**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to section 188 and other applicable provisions, if any of the companies act 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (listing obligations and disclosure requirements) regulations, 2015 (including any amendment and statutory Modifications(s) or re-enactment thereof, for the time being in force) and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded to the board of directors to enter into the Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the Listing Regulations, with M/s. Satara Engineering Projects and Equipment's Private Limited, a company incorporated under the Companies act, 2013 and having its registered office at L-15/3, Additional MIDC, Area Satara – 415004, **for balancing machinery of plant for capacity expansion, total worth of Rs. 30,00,00,000/- (Thirty Crores Only)** plus taxes extra on prevailing

market price for a period commencing from the 33rd (Thirty Third) Annual General Meeting up to the date of 34th (Thirty Fourth) Annual General Meeting of the Company to be held in the year 2025 provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business and at an arm’s length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

### **Item No. 7: Approval for Material Related Party Transactions pertaining to Subsidiary of the Company**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015



("Listing Regulations") and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s) permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be accorded to the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations to be entered into by the Subsidiary/(s) of the Company as detailed in the explanatory statement to this Resolution on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, for a period commencing from the 33rd (Thirty Third) Annual General Meeting up to the date of 34th (Thirty Fourth) Annual General Meeting of the Company to be held in the year 2025 provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business and at an arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem

fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** that all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects."

By Order of the Board of Directors  
For **KAY POWER AND PAPER LTD.**

**Niraj Chandra**  
**Chairman and Managing Director**  
**DIN: - 00452637**

Place: Satara

Date: 12th August 2024

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 shareholder.

2. Brief resume of Directors including those proposed to be appointed and re-appointed, as stipulated under Regulation 36(3) Securities and Exchange Board of India (listing obligations and Disclosure requirements) regulations, 2015, are provided in the annexure I to this notice.
3. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item No. 4,5,6 and 7 of the Notice is annexed hereto.
4. Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 17th September 2024 to Monday, 23rd September 2024 (Both Days inclusive).
5. In case, members wish to ask for any

information about accounts and operations of the Company, they are requested to send their queries in writing at least 7 days in advance of the date of the Meeting so that the information can be made available at the time of the Meeting.

6. Shareholders can send all documents/ transfers, share certificates and all communications directly to Registrar and Transfer Agent at the address given below: -

M/s. Link Intime India Private Limited.,  
Unit: KAY POWER AND PAPER LTD  
C 101, 247 Park, 1st Floor, L.B.S. Marg,  
Vikhroli (W), Mumbai - 400083.  
Tel No: 022 49186000 (F) 49186060  
Email ID:-dematremat@linkintime.co.in/  
rnt.helpdesk@linkintime.co.in

7. The shares of the Company are compulsorily traded in demat. The shareholders who have not dematerialized their shares are requested to opt for dematerialization of their shareholding by opening DP account with nearest Depository Participant at the earliest, which will facilitate smooth purchase/sale of shares of the Company.
8. The Ministry of Corporate Affairs ("MCA") has started "Green Initiative in Corporate Governance", which provides for paperless compliances by companies through electronic mode. In accordance with provisions of Companies Act 2013, and as per the regulation 36 (1) Securities and Exchange Board of India (listing obligations and Disclosure requirements) regulations, 2015 companies can now send documents and other notices to shareholders through electronic mode to promote paperless compliances. Hence the Notice of the 33rd AGM and the Annual Report for the year ended 31st March 2024 including therein



the Audited Financial Statements for year ended 31st March 2024, are being sent only by email to the Members.

Therefore, we request the Members who have not registered or updated their e-mail addresses so far to register/update their e-mail address with their Depository Participants (DP). Members holding shares in physical mode can then download E-Communication Registration Form from our company's website fill up the same and send to the Registrar and Share Transfer Agent (RTA) on given address or Email-[rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or [kppl.secretarial@gmail.com](mailto:kppl.secretarial@gmail.com).

All the communication i.e. Annual Report, Notices and other documents shall be sent to all registered shareholders in electronic form. Please note that these documents shall also be available at the Company's website [www.kaypowerandpaper.com](http://www.kaypowerandpaper.com) for downloading.

However, Members who are desirous of obtaining hard copy of the Notice, Annual Reports and other documents may forward their written request to the Company/RTA for the same.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN and Bank Account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details and Bank Account Details to the Company or RTA.

10. Members are requested to note that SEBI

vide circular dated November 3, 2021 and March 16, 2023 has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA:

1. Self-attested copy of the PAN Card;
2. KYC details containing address, mobile number, e-mail address, bank account details;
3. Nomination details.

Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA at the earliest.

11. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

12. Members attending the Annual General Meeting are requested to bring the following for admission to the meeting hall (as applicable).

- a) Attendance Slip duly completed and signed as per the specimen signature lodged with the Company.
- b) Members holding shares in dematerialized form, their DP and Client ID number(s).
- c) Members holding shares in physical form, their folio number(s).





d) Copy of the Annual Report (2023-24).

13. Members holding shares in physical form are requested to notify immediately any change in their address along with address proof, i.e. Electric/ Telephone Bill, Driving License or a copy of the Passport and bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/ RTA.

14. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to an Individual Member. Members holding shares in physical form may utilize the nomination facility available by sending prescribed Form SH. 13 duly filled to our Registrars and Share Transfer Agents Viz. M/s. Link Intime India Private Limited, Unit: - Kay Power and Paper Limited, C 101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli (W), Mumbai - 400083. Members holding shares in dematerialized form has to send their "nomination" request to the respective Depository Participants.

15. In all correspondence with the Company, members are requested to quote their account/ folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID. No(s).

16. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.

## **17. Voting through Electronic Means**

a) In compliance with the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule 2014 as amended by the Companies (Management and Administration) Amendment Rules 2015, the Company is offering e-voting facility to all its Members to enable them to exercise their right to vote on all matters listed in this Notice of 33rd AGM by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited (CDSL).

b) The facility for voting through ballot paper or polling paper shall be made available at the AGM venue also and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot/ Polling paper.

c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

For this purpose, the Company has entered into an Agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting.

d) The voting period begins on Friday, 20th September 2024 at 9.00 am and ends on

Sunday, 22nd, September 2024 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16th September 2024 may cast their vote electronically. The e-voting which they module shall be disabled by CDSL for voting thereafter.

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1 :** Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Friday, 20th September 2024 at 9.00 am and ends on Sunday 22nd, September 2024 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday September 16, 2024, may cast their vote electronically. The e-voting which they module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote

e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> and click on login icon & New System Myeasi Tab.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> and click on login & New System Myeasi Tab and then click on registration option.
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - (x) 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.
  - (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - (xii) 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.
  - (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
  - (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - 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 account(s) for which they wish to vote on.
    - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
    - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
    - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [kppl.secretarial@gmail.com](mailto:kppl.secretarial@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**
1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
  2. For Demat shareholders -, Please update





your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

18. The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting and vote cast through ballot paper on the date of the meeting, count the same, and count the votes cast during the EGM, and shall make, not later than 48 hours from the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.

19. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kaypowerandpaper.com](http://www.kaypowerandpaper.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com), immediately after declaration of the result and shall also be communicated to the Stock Exchanges where the shares of the Company are listed i.e. BSE and be made

available on their websites viz. [www.bseindia.com](http://www.bseindia.com)

20. Contact details: -

<b>Company</b>	KAY POWER AND PAPER LIMITED Reg off: - Gat No. 454/457, Village Borgaon, Tal./Dist. Satara - 415 519 Website- <a href="http://www.kaypowerandpaper.com">www.kaypowerandpaper.com</a> , Email- <a href="mailto:kppl.secretarial@gmail.com">kppl.secretarial@gmail.com</a> Ph: 02162-265084 CIN- L21099MH1991PLC061709
<b>RTA</b>	M/s. Link Intime India Private Limited., Unit: KAY POWER AND PAPER LTD C 101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli (W), Mumbai - 400083. Tel No: 022 49186000 (F) 49186060 Email ID: - <a href="mailto:dematremat@linkintime.co.in">dematremat@linkintime.co.in</a> <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> .
<b>e-Voting Agency</b>	Central Depository Services (India) Limited Email ID <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Phone No. 1800 22 55 33
<b>Scrutinizer</b>	Neha Doshi & Co. Company Secretaries. Email ID- <a href="mailto:companysecretaries1@gmail.com">companysecretaries1@gmail.com</a>

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

### Item No. 4

The present independent director Mr. Sandeep Shahapurkar is completing their two consecutive terms of 5 years as an independent Directors of the Company in the ensuing Annual General Meeting and as per sub section 10 and 11 of section 149 of the companies act 2023, no independent director shall hold office for more than two consecutive terms. The company needs to appoint an independent director in his place in the ensuing Annual General Meeting of the company.

The board of directors of the Company in its meeting held on 12th August, 2024 Mr. Anilkumar Govind Bidkar (DIN: - 10639665), was appointed as an Additional Director of the company in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), The Board of Directors in its meeting held on 12th August 2024, has recommended to the members of the company for appointment of Mr. Anilkumar Govind Bidkar (DIN: - 10639665) as an Independent Directors for a first term of 5 (five) consecutive years on the Board of the Company.

The Board considers that, given their background and experience of Mr. Anilkumar Govind Bidkar (DIN: - 10639665) it would be beneficial to the Company, and it is desirable to avail his services as Independent Director. Accordingly, it is proposed to appoint Mr. Anilkumar Govind Bidkar (DIN: - 10639665) As an Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of 5 (five) consecutive years on the Board of the Company from the conclusion this 33rd AGM of the company up to the 38th AGM of the company will be held on financial year 2029.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company, recommended to the Board that Mr. Anilkumar Govind Bidkar (DIN: - 10639665) qualifications and the rich experience of previous years in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Anilkumar Govind Bidkar (DIN: - 10639665) continues to possess the identified core skills,

expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and his association would be of immense benefit to the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Anilkumar Govind Bidkar (DIN: - 10639665) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given their consent to act as independent Directors.

The Company has also received a declaration from Mr. Anilkumar Govind Bidkar (DIN: - 10639665) that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Anilkumar Govind Bidkar (DIN: - 10639665) fulfils the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Anilkumar Govind Bidkar (DIN: - 10639665) is independent of the management.

Copy of draft letter of appointment of Mr. Anilkumar Govind Bidkar (DIN: - 10639665) setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company and placed on the website of the company.



The relatives of Mr. Anilkumar Govind Bidkar (DIN: - 10639665) may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Ordinary Resolutions set out in Item Nos. 4 of the Notice for approval by the members.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed to this notice:

**Item No. 5**

The present independent director Mr. Kaustubh Wadikar is completing their two consecutive terms of 5 years as an Independent Directors of the Company in the ensuing Annual General Meeting and as per sub section 10 and 11 of section 149 of the companies act 2023, no independent director shall hold office for more than two consecutive terms. The company needs to appoint an independent director in his place in the ensuing Annual General Meeting of the company.

The board of directors of the in its meeting held on 12th August, 2024 Mr. Satish Laxman Pharande (DIN: 03516332), was appointed as an Additional Director of the company in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting.

Based on the recommendation of the

Nomination & Remuneration Committee ('NRC'), The Board of Directors in its meeting held on 12th August 2024 has recommended to the members of the company for appointment of Mr. Satish Laxman Pharande (DIN: 03516332) as Independent Directors for a first term of 5 (five) consecutive years on the Board of the Company.

The Board considers that, given their background and experience of Mr. Satish Laxman Pharande (DIN: 03516332) it would be beneficial to the Company, and it is desirable to avail his services as Independent Director. Accordingly, it is proposed to appoint Mr. Satish Laxman Pharande (DIN: 03516332) As an Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of 5 (five) consecutive years on the Board of the Company from the conclusion this 33rd AGM of the company up to the 38th AGM of the company will be held on financial year 2029.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company, recommended to the Board that Mr. Satish Laxman Pharande (DIN: 03516332) qualifications and the rich experience of previous years in the above mentioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Satish Laxman Pharande (DIN: 03516332) continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and his association would be of immense benefit to the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing



Regulations”) inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for appointment on passing a special resolution by the company. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Satish Laxman Pharande (DIN: 03516332) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as independent Directors.

The Company has also received a declaration from Mr. Satish Laxman Pharande (DIN: 03516332) that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Satish Laxman Pharande (DIN: 03516332) fulfils the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Satish Laxman Pharande (DIN: 03516332) is independent of the management.

Copy of draft letter of appointment of Mr. Satish Laxman Pharande (DIN: 03516332) setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company and placed on the website of the company.

Mr. Satish Laxman Pharande (DIN: 03516332) is interested in the resolutions set out respectively in Item Nos. 5 of the Notice with regard to their respective re-appointments.

The relatives of Mr. Satish Laxman Pharande (DIN: 03516332) may be deemed to be interested in the respective resolutions to

the extent of their shareholding interest, if any, in the Company Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Ordinary Resolutions set out in Item Nos. 5 of the Notice for approval by the members.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed to this notice:

#### **Item no. 6**

Pursuant to sub-section 1 section 188 of the Companies act 2013 and rules made there under and Regulation 23 of SEBI (listing obligations and disclosure requirements) regulations, 2015, and as per the related party transaction policy of the company, to enter into the material related party transactions with related party shall require prior approval of the shareholders of the company by an ordinary resolution. The approval is required even if the transactions are in the ordinary course of business and at an arm's length basis.

“Material Related Party transaction” means, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower.

Therefore, board of directors of the company in it meeting held on 12th August, 2024 has given approval the material related party



transaction, subject to approval of members of the company in general meeting to be entered with the related M/s. Satara Engineering Projects and Equipment's Private Limited for purchase of balancing machinery of plant for capacity expansion, total worth of Rs. 30,00,00,000/- (Thirty Crores Only) plus taxes extra on prevailing market price for a period commencing from the 33rd (Thirty Third) Annual General Meeting up to the date of 34th (Thirty Fourth) Annual General Meeting of the Company to be held in the year 2025 provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business and at an arm's length basis.

The company has taken prior approval of audit committee held on 12th Aug 2024 for said material related party transaction

The aforesaid related party transaction which to be entered by a Directors/Board of Directors of the company with the M/s. Satara Engineering Projects and Equipment's Private Limited is on prevailing market conditions hence on arm's length basis. The said related party transaction exceeds 10% of the annual turnover of the company hence contract is considered as a material in nature.

Information as per the rule 3 of the companies (Meeting of the Board and its powers) second amendment rule, 2014

1. Name of the Related Party – M/s. Satara Engineering Projects and Equipment's Private Limited
2. Name of the Director or Key managerial Personnel who is related, if any – Mrs. Deepa Agarwal
3. Nature of Relationship- Mrs. Deepa Agarwal holds position as a director in both the companies. As well as relatives of aforesaid directors have shareholding interest in related party.

4. Nature, material terms, monetary terms value and particulars of the contract or arrangement: - the contract to be entered for **purchase of balancing machinery of plant for capacity expansion, total worth of Rs. 30,00,00,000/- (Thirty Crores Only)** plus taxes extra.

5. The contract to be entered on the prevailing market conditions hence on arm's length basis but exceeding the 10% of annual turnover of the company therefore contract is considered as a material in nature. The above contract/agreement was approved by the audit committee and board of directors at their meetings held on 12th August, 2024.

The related party transactions will be in line with the Company's Policy on Materiality of and Dealing with Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.

#### **Arms' Length Basis:**

The Company ensures that the related party transactions are done on arms' length basis which are established taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, where available, or certified by any independent agency.

6. Based on the nature of the transaction, advance for part or full amount of the transaction/ arrangement could be paid in the ordinary course of business.

As per the process, necessary details for each of the Related Party Transactions as applicable along with the justification are provided to the Audit Committee in terms of the Company's Policy on Materiality of and Dealing with Related Party Transactions and as required under SEBI Circular(s). Further,



a Certificate from the Managing Director & Chief Executive Officer and Group Chief Financial Officer of the Company confirming that the Related Party Transactions are in the ordinary course of business of the Company and on an arm's length basis is also placed before the Audit Committee.

The Related Party Transactions placed for Members' approval shall also be reviewed/monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and section 177 of the Companies Act, 2013 and shall remain within the proposed amount(s) being placed before the Members.

Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and Dealing with Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the Listing Regulations.

As per second proviso to section 188 (1) of the Companies Act 2013, if any member is a related party in any contract or arrangement, then that party shall not vote in the resolution, wherein such contract or arrangement is considered for approval. Therefore, Ms. Deepa Agarwal, Director of the company and their relatives and associates will not vote on the above resolution.

Except above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the said Resolution.

The Board recommends the Ordinary Resolution set out in **Item No.6** of the Notice for approval by the shareholders.

#### **Item no. 7**

Pursuant to sub-section 1 section 188 of the Companies act 2013 and rules made there under and Regulation 23 of SEBI (listing obligations and disclosure requirements)

regulations, 2015, and as per the related party transaction policy of the company, to enter into the material related party transactions with related party shall require prior approval of the shareholders of the company by an ordinary resolution. The approval is required even if the transactions are in the ordinary course of business and at an arm's length basis.

"Material Related Party transaction" means, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower.

Under the Listing Regulations, in addition to the approval and reporting for transactions by the Company with its own Related Party(ies), the scope extends to transactions by the Company with Related Party(ies) of any subsidiary(ies) of the Company or transactions by a subsidiary(ies) of the Company with its own Related Party(ies) or Related Party(ies) of the Company or Related Party(ies) of any subsidiary(ies) of the Company.

Given the nature of the Company's presence in multiple businesses, the Company works closely with its subsidiaries and associates to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on an arm's length basis.

Amongst the transactions that the Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) of the Company with the Related Party mentioned below and also the 'Related Party Transactions' under Regulation 2(1) (zc) of the Listing Regulations pertaining to Subsidiaries of





the Company, may exceed the threshold of Material Related Party Transactions within the meaning of Regulation 23(1) of the Listing Regulations i.e.10% (ten per cent) of the annual turnover of the Company as per the last audited financial statements of the Company.

The transactions between the Company and below related parties for the period commencing from the 33rd (Thirty Third)

Annual General Meeting up to the date of 34th (Thirty Fourth) Annual General Meeting of the Company to be held in the year 2025.

The company has taken prior approval of audit committee and board of directors at their meeting held on 12th Aug 2024 for below material related party transaction

Details of the Material Related Party Transactions pertaining to Subsidiaries/ related party of the Company:

Sr. No.	Particulars		Disclosures		
1	Name of the Related Party; Nature of relationship with the Subsidiary, including nature of its concern or interest (financial or otherwise); and Monetary Value	Name of the Subsidiary	Name of the Related Party	Monetary value	Nature of Relationship
		M/s. Satara Aerospace and Defence Industrial Park Private Limited	Chandra Trading and Investment Private limited	Not exceeding Rs.17.80 cr	M/s. Satara Aerospace and Defense Private Limited is a wholly owned subsidiary of Kay Power and Paper Limited
			Mr. Niraj Chandra	Not exceeding Rs. 20.82cr	
			Mrs. Deepa Agarwal	Not exceeding Rs. 4.38 cr	
2.	Type/Nature, material terms and particulars of the contract or arrangements				
	M/s. Chandra Trading and Investment Private limited				Monetary values Rs. in crores
	To purchase of 5.93-hectare land for the purpose of development an industrial park with all infrastructure facilities in terms of development of land, civil structure, roads, water, transportation, power, warehousing, logistics, built-to-suit factory buildings, construction services, operation and maintenance etc. for the manufacturing/business units for setting up units to produce components for defence, aerospace, and atomic energy and other business units to carry out industrial or commercial activities in accordance with the scheme				17.80 cr
	Mr. Niraj Chandra				Monetary values Rs. in crores
	To purchase of 6.94-hectare land for the purpose of development an industrial park with all infrastructure facilities in terms of development of land, civil structure, roads, water, transportation, power, warehousing, logistics, built-to-suit factory buildings, construction services, operation and maintenance etc. for the manufacturing/business units for setting up units to produce components for defence, aerospace, and atomic energy and other business units to carry out industrial or commercial activities in accordance with the scheme				Rs. 20.82 cr



Sr. No.	Particulars	Disclosures
	Mrs. Deepa Agarwal	Monetary values Rs. in crores
	To purchase of 1.46-hectare land for the purpose of development an industrial park with all infrastructure facilities in terms of development of land, civil structure, roads, water, transportation, power, warehousing, logistics, built-to-suit factory buildings, construction services, operation and maintenance etc. for the manufacturing/business units for setting up units to produce components for defence, aerospace, and atomic energy and other business units to carry out industrial or commercial activities in accordance with the scheme	Rs. 4.38 cr
3.	<b>Any advance paid or received for the contract or arrangement, if any</b>	Based on the nature of transaction, advance for part or full amount of the transaction/ arrangement could be paid in the ordinary course of business.
4.	<b>Tenure</b>	The shareholders' approval will be valid for the period commencing from the 33rd (Thirty Third) Annual General Meeting up to the date of 34th (Thirty Fourth) Annual General Meeting of Kay Power and Paper Limited to be held in the year 2025.
5.	<b>Justification for why the proposed transaction is in the interest of the Company</b>	<p>M/s. Satara Aerospace and Defence Industrial Park Private Limited is a newly incorporated wholly owned subsidiary company of Kay Power and Paper Limited.</p> <p>The main business of the subsidiary company is to carry on business of development of an industrial park with all infrastructure facilities in terms of development of land, civil structure, roads, water, transportation, power, warehousing, logistics, built-to-suit factory buildings, construction services, operation and maintenance etc. for the manufacturing/business units for setting up units to produce components for defence, aerospace, and atomic energy and other business units to carry out industrial or commercial activities in accordance with the scheme and to carry on business of consultancy services such as setting up industries, liasioning with different local bodies, security services, common parking area for private and commercial vehicles, restaurants and food court, sewerage and effluent treatment facilities, telecom network and all types of maintenance and support services ancillary to the above activities and facilities and to carry on business of builders, developers, engineers, and contractors to erect and construct industrial parks, industrial sheds, industrial facilities, houses, buildings, roads bridges on any land of the company or any other land or property owned by other entities.</p>



<b>Sr. No.</b>	<b>Particulars</b>	<b>Disclosures</b>
		<p>The subsidiary company will be purchasing a land from interested sellers including the above related parties and to develop the industrial park with all infrastructure facilities in terms of development of land, civil structure, roads, water, transportation, power, warehousing, logistics, built-to-suit factory buildings, construction services, operation and maintenance etc. for the manufacturing/business units for setting up units to produce components for defence, aerospace, and atomic energy and other business units to carry out industrial or commercial activities in accordance with the scheme.</p> <p>The subsidiary company will generate the revenue from letting out the industrial plots by way of lease or transferring the ownership to the interested purchaser.</p> <p>The revenue of the subsidiary company will be consolidated in the balance sheet of Kay Power and Paper Limited.</p> <p>In view of the above, it is proposed to seek approval of the Members for Related Party Transactions entered/to be entered into between related party and subsidiary company.</p>
<b>6.</b>	<b>The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as a part of the contract</b>	<p>The related party transactions will be in line with the Company's Policy on Materiality of and Dealing with Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.</p> <p><b>Arms' Length Basis:</b></p> <p>The Company ensures that the related party transactions are done on arms' length basis which are established taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, where available, or certified by any independent agency.</p>

As per the process, necessary details for each of the Related Party Transactions as applicable along with the justification are provided to the Audit Committee in terms of the Company's Policy on Materiality of and Dealing with Related Party Transactions and as required under SEBI Circular(s). Further, a Certificate from the Managing Director & Chief Executive Officer and Group Chief Financial Officer of the Company confirming that the Related Party Transactions are in the ordinary course of business of the Company and on an arm's length basis is also placed before the Audit Committee.

The Related Party Transactions placed for Members' approval shall also be reviewed/monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and section 177 of the Companies Act, 2013 and shall remain within the proposed amount(s) being placed before the Members.

Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and Dealing with Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the Listing Regulations.

The Related Party Transactions placed for Members' approval are specific in nature and have been approved by the Audit Committee and Board of Directors of the Company.

The Company will seek separate approval on an Annual Basis from the shareholders, in future, in case any omnibus approvals are needed for Material Related Party Transactions.

As per second proviso to section 188 (1) of the Companies Act 2013 and provisions of the Listing Regulations, if any member is a related party in any contract or arrangement, then that party shall not vote in the resolution, wherein such contract or arrangement is considered for approval. Therefore, Mr. Niraj Chandra and Mrs. Deepa Agarwal, Director of the company and their relatives and associates will not vote on the above resolution.

Except above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the said Resolution.

The Board recommends the Ordinary Resolution set out in Item No.7 of the Notice for approval by the shareholders.

By Order of the Board of Directors  
For **KAY POWER AND PAPER LTD.**

**NIRAJ CHANDRA**  
**CHAIRMAN AND MANAGING DIRECTOR**  
**DIN: - 00452637**

Place: Satara

Date: 12th August, 2024.



## Annexure

## DETAILS OF DIRECTOR SEEKING APPOINTMENT/REAPPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]

1	<b>Name of Director</b>	<b>Mrs. Deepa Agarwal</b>	<b>Mr. Anilkumar Govind Bidkar</b>	<b>Mr. Satish Laxman Pharande</b>
2	<b>Designation</b>	Non-Executive non-Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
3	<b>Date of Birth/ Age</b>	25/07/1966	02/07/1961	24/12/1980
4	<b>Nationality</b>	Indian	Indian	Indian
5	<b>Qualification</b>	B.A (Hons.)	B. Com, LLB	M.Sc.
6	<b>Experience (Including nature of expertise in specific functional areas/Brief Resumes</b>	Mrs. Deepa Agarwal, wife of Mr. Niraj Chandra C & MD, is B.A. (hons.) and belongs to a reputable business family. She is actively involved in the operations of the Private Limited Companies and holds directorships in fourteen other companies. She holds 2286800 shares in the company.	He has more than 30 years of experience in the field of legal and commercial.	He has 15 years' experience in flexible laminate packaging field also Expertise in marketing field.
7	<b>Terms and conditions of appointment and re-appointment</b>	Non-executive Director retires by rotation.	First term of 5 (five) consecutive years on the Board of the Company from the conclusion of 33rd AGM of the company up to the 38th AGM of the company will be held on financial year 2029	First term of 5 (five) consecutive years on the Board of the Company from the conclusion of 33rd AGM of the company up to the 38th AGM of the company will be held on financial year 2029
8	<b>Details of remuneration sought to be paid</b>	NIL	Sitting fees + reimbursement expenses	Sitting fees + reimbursement expenses
9	<b>Date of First appointment on the Board</b>	30/09/2000	NA	NA
10	<b>Shareholding in the company (Equity Shares of Rs 10 each)</b>	2286800	Nil	Nil

	<b>Name of Director</b>	<b>Mrs. Deepa Agarwal</b>	<b>Mr. Anilkumar Govind Bidkar</b>	<b>Mr. Satish Laxman Pharande</b>
11	<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Mrs. Deepa Agarwal is related to Mr. Niraj Chandra being his wife, except this, no director is related to any other director on the board.	Not Related	Not Related
12	<b>Directorship held in other companies</b>	Yes 1. Kay Amines and Sugars Private Limited 2. Kay Nitroxigen Pvt Ltd 3. Kay Chandra Iron Engineering Works Private Limited 4. Kay Bouvet Heavy Engineering Private Limited 5. Satara Engineering Projects and Equipment's Private Limited 6. Supa Medical and Industrial Gases Private Limited 7. Chandra Trading and Investment Pvt. Ltd. 8. Kay Inns and Investment Private Limited 9. Kay Industrial Gases Private Limited 10. Nisaba Education Technologies Private Limited 11. Halkarni Medical and Industrial Gases Private Limited 12. Ratnagiri Medical and Industrial Gases Private Limited. 13. Satara Air Products Private Limited	No	No
13	<b>List of Membership /Chairmanship of committees of the Board</b>	Nomination and remuneration committee (Member) Stakeholder's relationship committee (Chairman)	NA	NA
14	<b>Skills and capabilities required for the role and manner in which the proposed appointee meets such requirements</b>	1. Strategy and Strategic Planning 2. Corporate Communications 3. Community and stakeholder engagement 4. Financial performance. 5. Geographic, Gender and cultural diversity 6. Governance	1. Corporate Communications 2. Community and stakeholder engagement 3. Financial performance 4. Governance	1. Corporate Communications 2. Community and stakeholder engagement 3. Financial performance 4. Governance



**DIRECTORS' REPORT**

Dear Members,

Your directors take pleasure in presenting the Thirty Third (33rd) Annual Report on the business and operations of your Company and Audited Financial Statement for the year ended 31st March 2024.

**FINANCIAL RESULTS:**

	(Rs. in lacs)	
Financial Year	<b>2023-24</b>	<b>2022-23</b>
Revenue from operations (Net)	<b>3607.72</b>	4344.89
Other Income	<b>259.27</b>	64.28
<b>Total Revenue</b>	<b>3866.99</b>	4409.17
Less: Expenses		
Cost of material consumed	<b>2595.86</b>	3260.37
Changes in Inventories of finished Goods & Work in Progress	<b>-14.22</b>	-4.32
Manufacturing Expenses	<b>663.07</b>	615.07
Employee Benefit Cost	<b>97.76</b>	87.25
Finance cost	<b>-1.01</b>	1.72
Depreciation and amortization Expenses	<b>156.14</b>	83.15
Other Expenses	<b>219.07</b>	225.11
<b>Total Expenses</b>	<b>3716.67</b>	4268.34
<b>Exceptional Items</b>	<b>0.00</b>	0.00
<b>Net Profit Before Tax</b>	<b>150.31</b>	140.83
<b>Less:- Income tax provision</b>	<b>0.00</b>	0.00
<b>Net Profit After Tax</b>	<b>150.31</b>	140.83

**OPERATIONS:**

During the year under review, the paper division produced 12804.205 MT. of Kraft Paper as against 10936.740 MT in the previous year.

The company has achieved sales of Rs.

3607.72 lakhs as compared to Rs. 4344.89 lakhs in the previous year.

The company has installed a new boiler of six tons per hour capacity which was commissioned in the month of June 2023. The company is saving substantial power & fuel after the commissioning the new boiler.

The company has replaced the old wire parts with new wire parts. The new wire part machinery is commissioned in the month of June 2023. This has improved the quality & increased productivity.

**PROSPECTS:**

The company has a well-established network of dealers all over western and southern India for sale of its paper products. The Company is continually working to strengthen this network and to get new orders for Karft paper. The Company could sell its entire output without any difficulty. The Company produces a wide range of Kraft paper from 80 gsm to 180 gsm, to meet the requirements of all the segments.

The market for Kraft paper has revived and is growing, especially in the industrial packaging sector where Kraft paper is utilized. Plastic / wood packaging has been discouraged and hence the demand for packaging of Kraft paper is increasing day by day.

**RESERVE AND SURPLUS**

The amount of Rs. 150.31/- lakhs is proposed to be retained in the surplus:

**STATEMENT ON RISK MANAGEMENT POLICY:**

The management of the Company has duly adopted the Risk Management Policy as per the requirement of the Companies Act, 2013. Further, they took adequate care in its implementation by identifying various elements of risk which may cause a serious threat to the existence of the Company.

**DIVIDEND:**

In view of the small profit and carried forward

losses of the Company, it is not possible for your directors to recommend any dividend.

**MATERIAL CHANGES AND COMMITMENT**

There are no material changes and commitments affecting the financial position of the Company which occurred between the ends of the financial year to which this financial statement relates on the date of this report.

**NATURE OF BUSINESS**

There was no change in the nature of business during the year under review.

**DEPOSITS:**

During the financial year under review, the company has not accepted or renewed any deposit from the public within the meaning of section 73 and 76 of the Companies Act, 2013 (Act) read with the Companies (Acceptance of Deposit) Rules, 2014.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

The policy on dealing with RPT as approved by the Board is uploaded on the Company's website (<http://www.kaypowerandpaper.com>) The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. This Policy

specifically deals with the review and approval of RPT, keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All RPT are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for RPT that are of repetitive nature and / or entered in the ordinary course of business and are at arm's length. All RPT are subjected to independent review by a statutory auditor to establish compliance with the requirements of RPT under the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Your directors draw your attention to Note No. 32 to the financial statements which set out related party transactions.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint venture or Associate Company.

**DIRECTORS:**

Mrs. Deepa Agarwal, director of the company, retires by rotation in the ensuing general meeting and, being eligible, offers herself for re-appointment at the ensuing Annual General Meeting of the company.

Mr. Arvind V. Kulkarni (DIN: -06378344) was reappointed as an independent director on the board of the company in the extra ordinary general meeting held on 22nd March 2024 to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 28/05/2023 to 27/05/2028.

Mr. Kaustubh Wadikar and Mr. Sandeep Shahapurkar are completing their two consecutive terms of 5 years as Independent Directors of the Company in the ensuing Annual General Meeting and as per sub section 10 and 11 of section 149 of the companies act 2023, no independent director shall hold office for more than two consecutive terms.



Therefore, the board of directors in its meeting held on 12th August 2024 and on the recommendation of Nomination and Remuneration Committee has approved the appointment **Mr. Anilkumar Govind Bidkar (DIN: - 10639665)** as an additional director (Independent) w.e.f. 12th August 2024 to hold office up to the date of the ensuing annual general meeting (AGM). The Board recommends the appointment of **Mr. Anilkumar Govind Bidkar (DIN: - 10639665)** as an Independent Director of the Company for a term of 5 (five) consecutive years for the approval of the Members at the ensuing AGM. The Board is satisfied with the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of **Mr. Anilkumar Govind Bidkar (DIN: - 10639665)**. The necessary resolutions are being put in the Notice of the ensuing Annual General Meeting for the consideration of the Members.

The board of directors in its meeting held on 12th August 2024 and on the recommendation of Nomination and Remuneration Committee has approved the appointment **Mr. Satish Laxman Pharande (DIN: 03516332)** as an additional director (Independent) w.e.f. 12th August 2024 to hold office up to the date of the ensuing annual general meeting (AGM). The Board recommends the appointment of **Mr. Satish Laxman Pharande (DIN: 03516332)** as an Independent Director of the Company for a term of 5 (five) consecutive years for the approval of the Members at the ensuing AGM. The Board is satisfied with the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of **Mr. Satish Laxman Pharande (DIN: 03516332)**. The necessary resolutions are being put in the Notice of the ensuing Annual General Meeting for the consideration of the Members

None of the Directors of the Company for the financial year ending on 31st March 2024 have been debarred or disqualified from being appointed or continuing as Directors on the

board of the company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

#### **CHANGES IN SHARES CAPITAL:**

During the year under review, the company has increased its authorized share capital to ₹37,00,00,000/- (Rupees Thirty-Seven Crore Only) consisting of 3,70,00,000 (Three Crore Seventy Lakhs Only) equity shares of face value ₹10.00/- each by the creation of additional 2,20,00,000 (Two Crore Twenty Lakhs) equity shares of ₹10/- (Rupees Ten) each.

The Members of the company in its extra ordinary general meeting held on 18th March, 2024 has approved to issue and allot in one or more tranches, upto 2,59,00,000 (Two Crore Fifty Nine Lakh Only) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹10/- each at a price of ₹30.10/- (Rupees Thirty and Ten Paise Only) including premium of ₹20.10/- per share for each Warrant payable in cash aggregating upto ₹77,95,90,000/- (Rupees Seventy Seven Crore Ninety Five Lakhs Ninety Thousand Only) ("Total Issue Size"), within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below ("Warrant Holder"/ "Proposed Allottees") belonging to promoter group and non-promoter group of the Company on a preferential basis ("Preferential Issue"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

The Board of directors in its meeting held on 15th April, 2024 has allotted 2,59,00,000 (Two Crore Fifty Nine Lakh Only) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹10/- each at a price of ₹30.10/-

(Rupees Thirty and Ten Paise Only) including premium of ₹20.10/- per share the share warrants as per the shareholders' approval as mentioned above.

**BOARD EVALUATION:**

Pursuant to provisions of the Companies Act 2013 and SEBI Regulations mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

The evaluation process has been explained in the Corporate governance report section in this Annual Report. The Board approved the evaluation results as collate by the nomination and remuneration committee.

**NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:**

The Company had 5 (Five) Board meetings during the financial year under review (29.05.2023, 11.08.2023, 09.11.2023 10.02.2024 & 19.02.2024). The Details thereof are given in the corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the companies Act, 2013

**DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) We have selected such accounting policies and applied them consistently and made judgments and estimates that are

reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of 31st March 2024 and of the profit and loss of the company for that period;

- (c) We have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) We have prepared the annual accounts on a going concern basis; and
- (e) We have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) We have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**AUDITORS:**

M/s. Godbole & Company, (M. No. 104822) Chartered Accountant, Satara has resigned as a statutory auditor of the company w.e.f. 6th August 2024

The board of directors in its meeting held on 12th August 2024 has appointed M/S. R Y Kulkarni & Associates, Chartered Accountants, Pune (M. No.036596), as a statutory auditor of the company due to the casual vacancy.

The board has recommended to the Members to appoint M/S. R Y Kulkarni & Associates, Chartered Accountants, Pune (M. No.036596), as statutory auditor of the company in the place of M/s. Godbole & Company, (M. No. 104822) Chartered Accountant, Satara, for the term of five years from the conclusion of this 33rd Annual General Meeting to the conclusion of 38th Annual General Meeting of the company will be held in the year 2029 (For the Financial Year 2024-25 to 2028-29).

Further the board of directors put necessary



resolution in the notice of 33rd annual general meeting of the company for the consideration and approval of members of the company and said appointment.

The Company has received a consent letter from him to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified for appointment. Their appointment needs to be confirmed and their remuneration is to be fixed.

**AUDITORS' REPORT:**

The observations of the Auditors report read with the relevant notes thereon are self-explanatory and therefore do not call for any further comments under Section 134 of the Companies Act, 2013. Auditor did not report any frauds under sub-section (12) of section 143 of the companies act 2013.

**SECRETARIAL AUDITOR**

M/s. Neha Doshi & Co., Practicing Company Secretaries, was appointed to conduct the secretarial audit of the Company for the financial year 2023-24, as required under Section 204 of the Companies Act, 2013 and Rules there under. The secretarial audit report for FY 2023-24 forms part of the Annual Report as Annexure I to the Board's report.

**SECRETARIAL AUDITOR'S REPORT**

The observations of the Secretarial Audit report are self-explanatory and therefore do not call for any further comments under Section 134 of the Companies Act, 2013.

**CORPORATE GOVERNANCE:**

Pursuant to regulation 34(4) of SEBI Listing Obligations and Disclosure Requirements (LODR) regulation 2015, report on Corporate Governance along with Auditor's certificate on its compliance is attached as Annexure II to this report.

**ANNUAL RETURN:**

Pursuant to the provisions of sub section 3 of Section 92 of the Companies Act, 2013, a copy

of Annual Return for the financial year 2023-24 is available on the website of the Company at <http://www.kaypowerandpaper.com/mgtreturn.asp>

**INTERNAL FINANCIAL CONTROL**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

**SIGNIFICANT AND MATERIAL ORDERS**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future

**COST AUDITORS**

As per the companies (Cost Records and Audit) Amendment Rules 2014, the company is exempted from cost audit from the financial year 2015-16. Hence the company has not appointed a cost auditor for the financial year 2023-24.

**DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

**CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as prescribed under Sub-section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts)



Rules, 2014, the relevant information pertaining to Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo are enclosed as Annexure III to the Board's report.

### **PARTICULARS OF EMPLOYEES**

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as Annexure IV to the Board's report.

### **COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and pursuant to regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors and is available on company's website on link – [www.kaypowerandpaper.com](http://www.kaypowerandpaper.com)

### **LISTING OF EQUITY SHARES:**

The Equity Shares of your Company are listed on BSE Ltd., where the same are traded regularly and confirm that company has paid the listing fees for the financial year 2023-24.

### **VIGIL MECHANISM**

The Company has formulated a Whistle Blower Policy (the Policy) in compliance with the Companies Act 2013 and Listing agreement, to enable employees, customers, agents, dealers, suppliers and other vendors that

conduct business with Kay Power and Paper Limited to raise concerns and complaints about fraudulent practices.

Under the Policy, the concerns/ complaints pertaining to General Managers and Managers should be raised before the Chairman of Audit Committee and concerns against other Employees should be addressed to the Vigilance officer and confirm that no personnel have been denied access to the audit committee.

The Company has designated the Manager, Mr. Prasanna Kulkarni, as the Vigilance officer and has created the following email accounts for facilitating the raising of such concerns. Chairman of Audit Committee-[chairmanauditcommittee@gmail.com](mailto:chairmanauditcommittee@gmail.com) Vigilance officer – [prasannaskulkarni19@gmail.com](mailto:prasannaskulkarni19@gmail.com)

The Company aims to propagate a culture for maintaining the highest standard of conduct and professionalism and therefore this Policy is implemented in furtherance of the Code of Conduct of the Company.

The details of establishment of such mechanism have also been disclosed on company website on following link - <http://www.kaypowerandpaper.com/download/Annoncement-KPPL.pdf>

### **COMMITTEES OF THE BOARD**

Currently, the Board has four committees: the audit committee, nomination and remuneration committee, stakeholder's relationship committee, and risk Management committee. The role and responsibilities and composition of the aforesaid committees are mentioned in the corporate governance report section in this Annual Report.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

A comprehensive Management discussion and analysis Report is appended as Annexure V, forming a part of the Corporate Governance is part of this Annual Report



**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy. No complaints pertaining to sexual harassment were received during F.Y. 2023-24.

**DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

During the year under review, there were no applications made or proceedings pending in the name of the company under the Insolvency and Bankruptcy Code, 2016.

**DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOANS FROM BANKS AND FINANCIAL INSTITUTIONS**

During the year under review, there has been no one-time settlement of loans taken from Banks and Financial Institutions.

**ACKNOWLEDGEMENT:**

Your Directors appreciate valuable contribution of employees at all levels. Your directors place on record their gratitude for the co-operation received from Maharashtra State Electricity Distribution Company Ltd., IDBI Bank Ltd., HDFC Bank Ltd, Suppliers, Customers and Shareholders of the Company and look forward to their continuous support in coming years.

For and on behalf of the Board of Directors

**NIRAJ CHANDRA**  
**CHAIRMAN AND MANAGING DIRECTOR**  
**DIN: - 00452637**

Place: Satara

Date: 12th August 2024

**ANNEXURE I**  
**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2024**  
**COMPANY NO.: L21099MH1991PLC061709**

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

To,  
**The Members**  
**KAY POWER AND PAPER LIMITED**  
**Gat No. 454/457, At Post Borgaon,**  
**Satara-415519**

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

Based on my verification of the Kay Power and Paper Limited'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 2024 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 M/s. Kay Power and Paper Limited ("the Company") for the financial year ended on 31st March 2024 according to the provisions of:**

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder
3. The Depositories Act, 1996 and the regulations and Bye-laws framed there under;
4. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - I. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
  - II. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; -
  - III. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



- IV. 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;
- V. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit Period)**;
- VI. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period)**
- VII. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit Period)**
- VIII. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) guidelines, 1999 and securities exchange board of India (share based employee benefits Regulations, 2014 notified on 28th October, 2014 **(Not Applicable to the Company during the Audit Period)**;
- IX. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015
- 5. Other Laws Specifically Applicable to Company Indian Boiler Act 1923

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

- 1. The Equity Listing Agreements with Bombay Stock Exchange (BSE LTD).
- 2. Secretarial Standards issued by The Institute of Company Secretaries of India. The Company has complied with Secretarial Standard issued by ICSI.

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

- A. The quarterly results are not accompanied by the Limited Review Report as per Regulation 33 (1) (d) & 33 (3) (c) (LODR) Regulation 2015. As informed by the Company, its Statutory Auditor has not subjected himself to the peer review process, of the ICAI – Institute of Chartered Accountants of India, and he does not hold a valid certificate issued by the Peer Review Board of the ICAI.
- B. The company has not published public notices and un-audited/audited quarterly result in English daily newspaper as required to be published under Regulation 47 of (Listing Obligations and Disclosure Requirements) Regulations, (LODR) 2015. As informed by the Company, due to carry forward losses and inadequate profit during the year, company could not spend money on publication of financial result in English newspaper. The aforesaid results are made available on the company website and also on the website of the Bombay stock exchange Ltd for downloading.

**I further report that;**

- 1. The Board of Directors of the Company is duly constituted with proper balance

of Executive Directors, Non-Executive Directors and Independent Directors as per Companies Act, 2013. 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.

2. 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.
3. Majority decisions are carried through and there were no any dissenting members' and hence views for dissenting voting were not required to be captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company which commensurate with the size and

operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the company has no specific events/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For, Neha Doshi & Co.**  
Company Secretaries

**Neha A. Doshi**

FCS No.: 5373

C P No.: 4631

UDIN : F005373F000850261

Place : Satara

Date : 29th July 2024

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



**Annexure A'**

To,  
The Members  
Kay Power and Paper Limited  
Satara

Our report of even date is to be read along with this letter

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion
3. We have verified the correctness and appropriateness of financial records and Books of Accounts of the company as shown by the company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For, Neha Doshi & Co.**  
Company Secretaries

**Neha A. Doshi**  
FCS No.: 5373  
C P No.: 4631

Place : Satara  
Date : 29th July 2024

## ANNEXURE II: REPORT ON CORPORATE GOVERNANCE

### 1. Company's philosophy on Corporate Governance

The Company believes in the practice of good Corporate Governance and management and acting as a good corporate citizen.

The spirit of Corporate Governance has been prevailing in the company for years together. The Company believes in the values of transparency, accountability and integrity. The Company recognizes the accountability of the Board and the importance of its decision on every individual who meets the Company.

### 2. Composition of Board

The Board of Directors has a mix of Executive and Non -Executive Directors. The Board comprises of one Promoter-Executive Chairman and Managing Director, one Non- Executive Director and three Non- executive independent directors on the Board of the company.

**Table 1** - The composition of the Board and other directorships and committee positions held on 31st March 2024.

Sr. No	Name of the Director	Category	No. Of other Directorships <sup>1</sup>	Committee positions <sup>2</sup>		No. of Shares Held in the Company as at 31.03.2024
				As Chairman	As Member	
1	Mr. Niraj Chandra	Promoter - Executive	1	Nil	1	1,06,400
2	Mrs. Deepa Agarwal	Promoter - Non – Executive Non-Independent	Nil	1	1	22,86,800
3	Mr. Arvind V. Kulkarni	Non-Executive Independent	1	Nil	2	200
4	Mr. Kaustubh Wadikar	Non -Executive Independent	Nil	1	1	Nil
5	Mr. Sandeep Shahapurkar	Non -Executive Independent	Nil	Nil	1	Nil

1. The Directorships, held by Directors as mentioned above, do not include Alternate Directorships and Directorships in foreign companies, companies registered under Section 8 of the Companies Act, 2013 and private limited companies.
2. Memberships/Chairmanships of only Audit Committees and stakeholder's relationship committee in all public limited companies whether listed or not have been considered.
3. In terms of provisions of the companies act 2013, Mrs. Deepa Agarwal is related to Mr. Niraj Chandra being his wife, except this, no director is related to any other director on the board.
4. Memberships of the Directors in various committees are within the permissible limits of the listing regulations.
5. None of the directors of the company holds a position as a director in any listed company.



**Table 2 - Attendance of Directors at Board Meetings and last AGM.**

During the year Five Board Meetings were held on 29.05.2023 to 11.08.2023, 09.11.2023, 10.02.2024 and 19.02.2024

Name of the Director	No. of Board Meetings attended	Attendance at last AGM
Mr. Niraj Chandra	5	Absent
Mrs. Deepa Agarwal	5	Present
Mr. A. V. Kulkarni	5	Present
Mr. Kaustubh Wadikar	5	Present
Mr. Sandeep Shahapurkar	5	Present

The last Annual General Meeting was held on 25th September 2023.

**BOARD SKILLS MATRIX:**

The directors of the company have the following skills/expertise/competence for governance of the company

Sr. No.	Name of Director	Designation	Core skills, expertise and competencies
1.	Mr. Niraj Chandra	Chairman & Managing Director	1. Strategy and Strategic Planning. 2. Policy Development 3. Governance 4. Infrastructure Planning and Development 5. Technical Know-how and innovation 6. Quality Management 7. Industry Experience – Manufacturing, design, and operations 8. Corporate Communications 9. Community and stakeholder engagement 10. Financial performance 11. Risk and Compliance oversight 12. Geographic, Gender and cultural diversity 13. Quality Management 14. Legal
2.	Mrs. Deepa Agarwal	Non-Executive Non- Independent Director	1. Strategy and Strategic Planning 2. Corporate Communications 3. Community and stakeholder engagement 4. Financial performance. 5. Geographic, Gender and cultural diversity 6. Governance
3.	Mr. A. V. Kulkarni	Independent Director	1. Industry Experience – Manufacturing, design, and operations 2. Corporate Communications 3. Community and stakeholder engagement 4. Financial performance 5. Governance 6. Infrastructure Planning and Development

Sr. No.	Name of Director	Designation	Core skills, expertise and competencies
4.	Mr. Kaustubh Wadikar	Independent Director	1. Corporate Communications 2. Community and stakeholder engagement 3. Financial performance 4. Governance
5.	Mr. Sandeep Shahapurkar	Independent Director	1. . Corporate Communications 2. Community and stakeholder engagement 3. Financial performance 4. Governance

It is confirmed that in the opinion of the board, the independent directors fulfill the conditions specified in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

No Independent Director has resigned before the expiry of their term.

### 3. Audit Committee

The Audit Committee comprises three Independent Directors and the Company Secretary as the Secretary of the Committee. The Committee met 4 times during the financial year ended 31st March 2024.

#### Terms of Reference

The role of the Audit Committee includes review of the Company's financial reporting process and its financial statements, review of the accounting and financial policies and practices, the internal control and internal audit systems, risk management policies and practices and Internal Audit Reports, reviewing with the management, the quarterly, half yearly and yearly financial statement. The role also includes making recommendations to the Board, re-appointment of statutory auditors and fixation of audit fees.

The audit committee Meeting were held on 29.05.2023, 11.08.2023, 09.11.2023 and 10.02.2024. The attendance of the members at the meeting was as follows:

Name of the members	Status	No. of Meeting were held during the Year	No. of Meetings Attended
Mr. Kaustubh Wadikar	Chairman	4	4
Mr. Sandeep Shahapurkar	Member	4	4
Mr. Arvind V. Kulkarni	Member	4	4

### 4. Nomination and Remuneration Committee

In accordance with the amended regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, Company has constituted the Nomination and Remuneration Committee in its board meeting dated 14.11.2014. The committee comprises one executive and two non-executive independent directors on the committee.

**Terms of Reference**

- To formulate criteria for determining qualifications, positive attributes and independence of a director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify people who are qualified to become Directors and who may be appointed to Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

**Remuneration policy-**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and pursuant to regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors and is available on company's website on link – [www.kaypowerandpaper.com](http://www.kaypowerandpaper.com)

**Mechanism for evaluating Board members:**

One of the key functions of the Board is to monitor and review the board evaluation framework. The Board works with the nomination and remuneration committee to lay down the evaluation criteria for the performance of executive / non-executive / independent directors through a peer-evaluation excluding the director being evaluated through a Board effectiveness survey. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision-making of the directors, relationship to stakeholders, company performance, company strategy, and the effectiveness of the whole Board and its various committees on a scale of one to five. Feedback from each director is encouraged to be provided as part of the survey.

Independent directors have three key roles – governance, control and guidance. Some of the performance indicators based on which the Independent Directors are evaluated include:

- Ability to contribute to and monitor our corporate governance practices
- Ability to contribute by introducing international best practices to address top-management issues.
- Active participation in long-term strategic planning
- Commitment to the fulfillment of a director's obligations and fiduciary responsibilities; these include participation in Board and committee meetings.

**The members of Nomination and remuneration committee as follows:**

Name of the members	Status
Mr. Kaustubh Wadikar	Chairman
Mrs. Deepa Agarwal	Member
Mr. Sandeep Shahapurkar	Member

The one nomination remuneration committee meeting was held on 10.02.2024. All the above committee members were present in said meeting.

In accordance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on 14.11.2014, constituted the Nomination and Remuneration Committee of the Board of Directors (Committee) and also stipulated terms of reference in line with the Companies Act, 2013.

The Board has delegated the responsibility to the Committee to formulate the criteria for identification, selection of the candidates fit for the various positions in senior management and who are qualified to be appointed as Director on the Board of Directors of the Company.

The Committee has adopted the following criteria for selection of candidates eligible to be appointed in the Senior Management of the Company and also Member on the Board of Directors of the Company.

**Criteria for Selection of Directors:**

The Committee shall, before making any recommendation to the Board for the appointment of any Director, consider the following.

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualifications, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
3. The candidate should be free from any disqualifications as provided under Sections 164 and 167 of the Companies Act, 2013;



4. The candidate should meet the conditions of being independent as stipulated under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, in case of appointment of an independent director
5. The Company shall not appoint or continue the employment of any person as Managing Director/ Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

## Criteria for Selection of Senior Management Personnel:-

The Committee shall, before making any recommendation to the Board for appointment, consider the attributes of the candidate set forth below.

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualifications, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

## Details of the Remuneration for the year ended 31st March 2024.

There were no pecuniary relationships or transactions with its non-executive directors other than the payment of sitting fees to them for attending the meetings of the Board and the committees thereof and payment of remuneration for professional services.

Name of the Director	Sitting fees	Salary/Remuneration	Commission	Total
Mr. Niraj Chandra	-	#	-	-
Mrs. Deepa Agarwal	-	-	-	-
Mr. A. V. Kulkarni	3,00,000*	-	-	3,00,000
Mr. Kaustubh Wadikar	11,500	-	-	11,500
Mr. Sandeep Shahapurkar	11,500	-	-	11,500

# Due to the heavy losses suffered by the Company, Mr. Niraj Chandra, in consultation with the Board had offered his services as Chairman and Managing Director without payment of any salary since 1.7.2002.

\*Sitting fees + reimbursement expenses + payment for professional services.

## 5. Stakeholder's relationship committee

The stakeholder's relationship committee comprises of Mrs. Deepa Agarwal, heading the committee, and Mr. Niraj Chandra, Mr. A.V. Kulkarni, are members of the committee and Mr. Sagar Mohite, Secretary of the committee.

Link Intime India Private Limited is acting as Registrar and Transfer Agent of the Company.

The committee shall review and ensures redressal of investor grievances and the committee noted that all the grievances of the investors have been resolved during the year.

The one stakeholder's relationship committee meeting was held on 10.02.2024. All the above-mentioned committee members were present at said meeting.

During the financial year 2023-24, the stakeholder's relationship committee has received 1 complaint from shareholders of the company.

## 6. Risk Management Committee

As per the applicable provisions of the Companies Act 2013, Company has constituted the Risk Management Committee in its board meeting dated 14.11.2014 and Mr. Niraj Chandra, Mrs. Deepa Agarwal, Mr. Arvind V. Kulkarni directors of the company and Mrs. Snehal Hemant Mohite Chief Financial Officer (from 13th November 2021) are members of the committee.

The purpose of the committee is to assist the Board in fulfilling its corporate governance with regard to the identification, evaluation and mitigation of operational, strategic and environmental risks efficiently and effectively.

The Company has developed and implemented a risk management framework that includes identification of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

## 7. Senior management:

Mr. Niraj Chandra, Chairman and Managing Director, Ms. Deepa Agarwal, Executive Director, Mr. Sagar Mohite, Company Secretary & Compliance Officer, and Ms. Snehal Mohite, Chief Financial Officer are covered in the senior management of the Company as on 31st March 2024. During FY 2023-24, there were no changes in the senior management of the Company.

## 8. General Body Meetings

### A) Location and time where last 3(Three) Annual General Meetings (AGM) were held are given below;

AGM for the Financial Year	Date	Time	Venue	Special Resolution Passed
2020-21	27.09.2021	3.00 p.m	Gat No.454/457, A/P. Borgaon, T/D. Satara – 415 519.	1. To approve re-appointment of Mr. Niraj Chandra, Chairman and Managing Director of the Company
2021-22	26.09.2022	3.00 p.m	Gat No.454/457, A/P. Borgaon, T/D. Satara – 415 519.	NIL
2022-23	25.09.2023	3.00 p.m	Gat No.454/457, A/P. Borgaon, T/D. Satara – 415 519.	1. To ratify the material related party transaction

### B) POSTAL BALLOT :

During the year under review, the Company did not pass any resolution under postal ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

### C) None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through postal ballot.



**DISCLOSURE:**

- a) Information in respect of the Director seeking re-appointment at the Annual General Meeting to be held on Monday, 23rd September, 2024.

Mrs. Deepa Agarwal, wife of Mr. Niraj Chandra C & MD, is B.A. (hons.) and belongs to a reputed business family. She is actively involved in operations of the Private Limited Companies and holds directorships in M/s. Kay Nitroxigen Private Limited, M/s. Chandra trading and Investment Private Limited, M/s. Kay Inns And Investment Private Limited, M/s Kay Chandra Iron Engineering Works Private Limited, M/s Nisaba Education Technologies Private Limited, M/s. Kay Industrial Gases Private Limited, M/s. Supa Medical & industrial Gases Private Limited, Kay Bouvet Heavy Engineering Private Limited, M/s. Satara Engineering Projects and Equipment's Private Limited, M/s. Halkarni Medical Industrial Gases Private Limited, M/s Ratnagiri Medical and Industrial Gases Private Limited, M/s Kay Amines and Sugars Private Limited and Satara Air Products Private Limited. She holds 2286800 shares in the company.

- b) In terms of the requirement of the Act and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees.
- c) The transactions with related parties were undertaken in the normal course of business and were placed periodically before the audit committee and were at terms and conditions, which were not prejudicial to the interest of the Company and in the case of material related party contracts shareholders' approval were taken as per the related party transaction policy of the company as and when required. The company has formulated the policy for dealing with related party transaction and same is disclosed on company website in following link <http://www.kaypowerandpaper.com/download/Relatedpartytransactionpolicy- KPPL.pdf>
- d) The Company has complied with all the requirements as required under the listing regulations as well as regulations and guidelines of SEBI, no penalties or strictures have been imposed by SEBI, Stock Exchange or any Statutory Authority on matters relating to capital markets during the last three years. In 1998 delisted equity shares from Ahmedabad and Delhi Stock Exchanges and in 2004 from Pune Stock Exchange Ltd.
- e) Pursuant to Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has framed a policy to familiarize the Independent Directors about the Company. The Policy is available on the website of the Company and can be accessed at <http://www.kaypowerandpaper.com/download/Familiarisation%20programme%20KPPL.pdf>
- f) The company has established the Whistle Blower Policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct and confirm that there are no personnel has been denied access to the audit committee. The details of establishment of such mechanism has disclosed on company website on following link - <http://www.kaypowerandpaper.com/download/Annoncement-KPPL.pdf>
- g) The company has provided suitable training to Independent Directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company. The familiarization programme for independent directors has been disclosed on company website on following link – <http://www.kaypowerandpaper.com/download/KPPL%20Familiarization%20Programmers.pdf>



- 
- h) The company has disclosed the term and conditions of appointment of Independent Directors on company website on following link - <http://www.kaypowerandpaper.com/download/TermConditionsforAppointmentIndependentDirectors.pdf>.
  - i) The Company has framed and put in place the Code of Conduct, duly approved by the Board of Directors. The said Code is applicable to all directors and senior management of the company and annual affirmations are obtained. All the directors and senior management have affirmed their adherence to the provisions of the said code. The code of conduct is posted on company website – [www.kaypowerandpaper.com](http://www.kaypowerandpaper.com)
  - j) The company are trying to implement maximum discretionary requirements as specified in part E of schedule II in the listing regulation.
  - k) Management Discussion and Analysis forms part of the annual report to the shareholders and it includes discussion on matters as required by Regulation 34(3) of the Listing Regulations.
  - l) There were no material financial & commercial transactions by senior Management as defined in regulation 26 of the Listing regulations where they have any personal interest that have a potential conflict with the interest of the company at large requiring disclosure by them to the Board of Directors of the company.
  - m) The company has disclosed all the compliance of regulations in respect of Corporate Governance which is mandatory to disclose on the website of the company under the Listing Regulations on its website viz [www.kaypowerandpaper.com](http://www.kaypowerandpaper.com).
  - n) During the financial year 2023-24, the company has not raised the fund through preferential allotment. Hence there are no detail available in the company regarding the utilization of funds raised through preferential allotment.
  - o) The company has obtained necessary certificate from a company secretary in practice under regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per the said certificate, none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
  - p) The company has formed the committee for address the complaints of sexual harassment of woman employee of the company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No complaints pertaining to sexual harassment were received during F.Y. 2023-24.
  - q) The board has accepted all the recommendation which were received from committees of the board during the financial year 2023-24.
  - r) The total fee for all services paid/payable by the Company to M/s. Godbole & Company, Chartered Accountants, Statutory Auditors and all the entities in the network firm / network entity, of which Statutory Auditors are a part, for the Financial Year 2023-24 is Rs. 60,000/-
  - s) There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authority on any matter related to the capital market during the last three years. The stock exchange has raised penalty for one delay filing compliance. But we have submitted the suitable clarifications to the stock exchange as per the SBI guidelines. The stock exchange has not yet conveyed their reply or any acceptance on our clarification. Hence the company has not considered said instance in our aforesaid statement.



- t) Disclosure on compliance with Corporate Governance Requirements specified in SEBI Listing Regulations: -
- The Company has complied with the requirements of Part C of sub-paras (2) to (10) of Schedule V of the SEBI Listing Regulations.
  - The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations and necessary disclosures thereof have been made in this Corporate Governance Report.
- u) During the financial year, the company has not given any loans and advances to the firms /companies in which directors are interested.
- v) The company have not having any material subsidiary companies as on 31/03/2024. Hence no details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries is given in this report.
- w) During the year, the company have not entered into any Agreements viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/ contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof

## MEANS OF COMMUNICATION :

Recommendation	Compliance
Quarterly Results: Whether published Any website, where displayed	Yes  The results are displayed on the website of the Company and on the website of Bombay Stock Exchange Ltd and company website i.e. www.kaypowerandpaper.com. and published in Marathi News paper
Whether it also displays official news releases and presentations made to institutional investors/ analysts	NA
Whether shareholders information section forms part of the Annual Report.	Yes
Financial reporting for the quarter ending 30.6.2024 Financial reporting for the quarter ending 30.9.2024 Financial reporting for the quarter ending 31.12.2024 Financial reporting for the quarter ending and year ending 31.03.2025 Annual General Meeting Venue	Before 14 <sup>th</sup> August, 2024 Before 14 <sup>th</sup> November, 2024 Before 14 <sup>th</sup> February, 2025 Before 30 <sup>th</sup> May, 2025 23rd September 2024 at 3.00 p.m. Regd. Office : Gat No. 454/457, A/P. Borgaon, T/D Satara - 415 519.
Listing of Equity Shares on Stock Exchange Plant Location	Bombay Stock Exchange Ltd. Gat No. 454/457, A/P. Borgaon, T/D Satara - 415 519.

**GENERAL SHAREHOLDERS' INFORMATION**

Registrar and share transfer agent	M/s. Link Intime India Private Limited. C 101,247, Park 1st Floor L.B.S. Marg, Vikhroli (W), Mumbai - 40008. Tel No: 022-49186000, 022- 49186060 E-mail: dematremat@linkintime.co.in	
Stock Code Stock Exchange	530255 Bombay Stock Exchange Ltd.	
Book closure date	From 17 <sup>th</sup> September, 2024 to 23 <sup>rd</sup> September, 2024	
ISIN for the Company's Equity Shares in Demat Form Depository Connectivity	INE961B01013 N.S.D.L. and C.D.S.L.	
ISIN for the Company's warrants in Demat Form Depository Connectivity	INE961B13018 N.S.D.L. and C.D.S.L.	
Suspension from trading	No security of the company has been suspended from trading on BSE.	
Complaints received during the year	Received	Cleared
A. Complaints received from Shareholders	1	1
B. Complaints received from Stock Exchange / SEBI	—	—

**Share transfer system:**

Trading in Equity Shares of the Company is permitted only in dematerialized form.

**Process for requests related to physical shares**

With effect from 24th January 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issuance of duplicate share certificates, exchange/sub- division/ split/consolidation of securities, transmission/ transposition of securities and claim from Suspense Escrow Demat Account. Vide its Circular dated 25th January 2022, SEBI has clarified that listed entities/ RTAs shall issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service requests.

Simplified Norms for processing Investor Service Requests SEBI, vide its Circular dated 3rd November 2021, as amended from time to time, had made it mandatory for holders of physical securities to furnish PAN, KYC and Nomination/Opt-out of Nomination details to avail any investor service. Members who are yet to update their KYC details are therefore urged to furnish PAN, KYC and Nomination/Opt-out of Nomination by submitting the prescribed forms duly filled, by email from their registered email id to dematremat@linkintime.co.in or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders M/s. Link Intime India Private Limited. C 101,247, Park 1st Floor L.B.S. Marg, Vikhroli (W), Mumbai - 40008. Tel No: 022-49186000, 022- 49186060.



## 33RD ANNUAL REPORT 2023-2024

In accordance with the SEBI circular dated 3rd September 2022, and amended circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26th September 2023 the Company has sent out intimations to those Members, holding shares in physical form, whose folios are incomplete with PAN, KYC and/ or Nomination details requesting them to update the details so as to avoid freezing of the folios

### Distribution of shareholding as on 31st March 2024.

No. of shares	No of Shareholders	% of Shareholders	Total face value Rs.	% of total Value
Up to 500	5428	86.65	695822	6.5397
501-1000	345	5.51	303133	2.8490
1001-2000	162	2.59	256288	2.4087
2001-3000	84	1.34	218826	2.0566
3001-4000	46	0.73	168372	1.5824
4001-5000	38	0.61	183902	1.7284
5001-10000	60	0.96	442186	4.1559
10001 and above	101	1.61	8371471	78.6792
<b>Total</b>	<b>6264</b>	<b>100</b>	<b>10640000</b>	<b>100</b>

### Categories of shareholders as on 31st March 2024.

Category	No. of shares held	Voting Strength (%)
Promoters, Relatives and Associate Companies	4769746	44.83
Public	5141435	48.32
NRI/FII's/OCB's	142989	1.34
Domestic Companies	585830	5.51
<b>Total</b>	<b>10640000</b>	<b>100.00</b>

### MARKET PRICE DATA

The monthly high and low quotations of Shares traded on Bombay Stock Exchange Ltd., during April 2023 to March 2024.

Month and year		High Price	Low Price
April	2023	8.43	6.53
May	2023	8.00	6.32
June	2023	7.99	6.36
July	2023	7.80	6.00
August	2023	7.20	5.15
September	2023	9.40	6.81
October	2023	8.69	6.50
November	2023	16.34	7.51
December	2023	20.61	14.72
January	2024	27.49	18.25
February	2024	41.46	27.98
March	2024	48.53	42.15



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Investor service cell	Mr. Sagar Mohite Company Secretary & Compliance Officer Liaison Office: - B- 54, Old MIDC Area, Satara - 415004. Mobile: 9689908431, Fax: (02162) 246133
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For and on behalf of the Board of Directors

Place : Satara  
Date : 12th August 2024

**Niraj Chandra**  
**Chairman and**  
**Managing Director**  
**DIN: 00452637**

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### DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2024, 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, Kay Power and Paper Limited**

Place : Satara  
Date : 12th August 2024

**Niraj Chandra**  
**Chairman &**  
**Managing Director**  
**DIN: - 00452637**



**TO THE MEMBERS OF KAY POWER AND PAPER LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by KAY POWER AND PAPER LIMITED ("the Company"), for the year ended on March 31, 2024, as stipulated in:

- a. Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and
- b. Regulations 17 to 27 (excluding regulation 23 (4)) and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations.

The compliance of conditions of Corporate Governances is the responsibility of the management. Our examination was limited

to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. 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 explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the as stipulated in the above SEBI Listing Regulation, 2015. As informed, there is no unresolved investor/ shareholders compliant.

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

**For Neha Doshi & Co.**  
Company Secretaries

Place : Satara  
Date : 31st July 2024

**Neha A. Doshi**  
Proprietor  
FCS No. : 5373  
CP No. : 4631  
UDIN: F005373F000861217

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**ANNEXURE III**

**Particulars required to be disclosed under Sub-section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, and forming part of the Directors' report for the year ended 31st March 2024.**

**A) Conservation of Energy:** - the company has adopted all necessary steps to conserve energy like the following:

1. Electric motors are the main source where we can save power adequately. Before installation of electric motor, the power load equipment's and HP are calculated exactly, and then particular motor is installed.
2. Company has replaced the low efficiency pumps with high efficiency pumps.
3. Cooling/heating is regulated. It is being operated on need basis.
4. Insulation is being done for piping where it is necessary
5. Practice adapted to switch off the equipment's which are not in use.
6. By reducing of excessive heating and cooling.
7. Installation of efficient shower head.
8. Measuring and monitoring of electric consumption.
9. Regulating of voltages.
10. Precautions have been taken while starting up and stopping down the high-pressure pumps and electric motors so as to avoid shooting up of contract demand.
11. The series of capacitors have been installed to maintain to power factor, thyrister based for controlling harmonics.
12. Installation of VFD (Variable Frequency drive) in place of Conventional starter for optimum utilization of electric power.
13. Company has adopted the energy saving equipment's for minimum consumption of electricity / Automation has been partly done.
14. Conversion of Halogen lamps/Tubes total load 4400 watt into LED of 1092.5 watt is in process.
15. Removal of H.T. busbar drop load of 12500 KW by replacing with new transformer plus line load of 6300 KWH is in process.
16. Switching off internal streetlights at the time of non-working hours of the company.
17. The company is continuously maintaining all machines on standard level and replacing old machinery with new one and adopting the latest technology for producing the paper. Therefore, company is getting reduction in electricity consumption.



18. Company has periodically briefed the staff and operators about conservation of electricity and its benefits.
19. Company is in process of installing Solar Street Lamps in the factory and office premises.
20. The connected load of 2852 KW has been practically utilized up to 60 to 70 % due to lockdown orders during previous one and half year.
21. The lift scheme to electric power water pumps 40 HP and 25 HP installed at Urmodi River lift scheme point and sump well point respective has been paused and valve is being lifted from company due wells / company premises with 10 HP power , thereby saving of 40 HP/ 25 HP billing unit consumptions.
22. Due precautions have been practiced minimizing power consumption.

**B) Technology Absorption:** The Company has affected the necessary measures to manufacture Kraft paper varieties at higher yields at better quality.

**C) Foreign Exchange Earnings and Outgo:**

	2023-24	2022-23
Earnings	–	–
Outgo	(USD) 78238.30	(USD) 54,152.10

**For and on behalf of the Board of Directors**

Place: - Satara  
Date: - 12th August 2024

**Niraj Chandra**  
**Chairman and Managing Director**  
DIN : 00452637



## ANNEXURE IV – PARTICULARS OF EMPLOYEES

- a) ) Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### Remuneration paid to whole time directors –

Due to the heavy losses suffered by the Company, Mr. Niraj Chandra in consultation with the Board had offered his services as Chairman and Managing Director without payment of any salary since 1.7.2002.

### Remuneration paid to independent directors:

During the year, company has not paid any remuneration to its Independent directors except sitting fees & reimbursement expenses for attainment of board and committee meeting of the company

### Remuneration of other Key Managerial Personnel (KMP): -

During the year, there were no any increase in the remuneration of Key Managerial Personnel's (KMP) of the company. hence company has not provided % of increase of Remuneration & Ratio of Remuneration to MRE.

Name of the KMP	Title	Remuneration in fiscal 2024
Mr. Sagar Mohite	Company Secretary	7,86,000
Mrs. Snehal Mohite	Chief Financial Officer	2,70,086

### Note:-

1. The Median Remuneration of Employees (MRE) was “1,46,250” and “1,25,710” in fiscal 2024 and 2023, respectively. The increase in MRE over the fiscal 2024 is -15.54%.
2. The number of permanent employees on the rolls of the Company as of March 31, 2024, and March 31, 2023, was 52 and 63 respectively.

None of the employees of the Company is in receipt of remuneration in excess of limits prescribed under Rule 5(2)(i) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

Pursuant the Rule 5 (xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 we hereby affirm that, the company has paid remuneration to the executive, non-executive and key managerial Personnel of the company during the financial year 2023-24 as per the Nomination and Remuneration policy of the company.

**For and on behalf of the Board of Directors**

Place: - Satara

Date: - 12th August 2024

**Niraj Chandra**  
**Chairman and Managing Director**  
 DIN : 00452637



**List of top ten employees in terms of remuneration drawn in the Year 2023-24 as per Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.**

Sr. No.	Name of the Employee	Designation of Employee	Salary in fiscal 2023-24	Nature of Employment/ Permanent/ Contractual	Qualification and Experience	Date of commencement	Age of the employee	Percentage of Equity Shares held in the company	Whether any such employee is a relative of any Director or manager of the company
1	Mr. Sagar S. Mohite	Company Secretary	7,86,000	Permanent	B.COM, CS, LLB /15 years	28.05.2014	42 years	Nil	No
2	Mr. Ganpat Jadhav	Production Manager	6,60,000	Permanent	BE/32 Years	01.03.2022	49 years	Nil	No
3	Mr. Dayasing S. Shukla	Lab Incharge	5,06,500	Permanent	B.Sc / 35 years	09.07.2008	57 years	Nil	No
4	Mr. Rajeshkumar Sing	Maintenance Forman	3,67,440	Permanent	B.A/ 29 Years	18.08.2012	51 Years	Nil	No
5	Mr. L. V. Kawade	Purchase Officer	3,18,000	Permanent	B.A / 19 years	08.10.2008	45 years	Nil	No
6	Mr. Sachin Swami	Sales Executive	2,93,216	Permanent	B.sc/10 Years	01.06.2022	32 Years	Nil	No
7	Mr. Santosh Prasad	Machine Operator	2,81,146	Permanent	School/ 20 Years	01.07.2021	44 Years	Nil	No
8	Mr. Ajay Prasad	Machine Operator	2,80,500	Permanent	BSE (Chem)/5 Years	01.06.2022	31 Years	Nil	No
9	Mrs. S H Mohite	Chief Financial Officer	2,70,086	Permanent	Bcom/12 Years	11.08.2015	33 Years	Nil	No
10	Mr. Prasanna Kulkarni	Admin Manager	2,28,875	Permanent	B.Com/30 Years	19.05.2023	55 Years	Nil	No

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**ANNEXURE V****MANAGEMENT AND DISCUSSION AND ANALYSIS REPORT****INDUSTRY STRUCTURE AND DEVELOPMENT**

The rapid growth of the packaging industry in India is a significant driver for the Kraft paper market. The increased demand for packaged food, beverages, e-commerce, pharmaceuticals, and other consumer goods fuels the need for Kraft paper packaging solutions. Additionally, the rise of e-commerce in India has led to a surge in online shopping and package deliveries. Kraft paper is extensively used for packaging products sold online due to its strength, durability, and cost-effectiveness. Besides this, India's industrial and manufacturing sectors, including cement, textiles, FMCG, and electronics, require packaging materials like Kraft paper for transportation, storage, and protection of goods. The expansion of these sectors accelerates the adoption of Kraft paper. In line with this, the shift from traditional mom-and-pop stores to organized retail formats like supermarkets and hypermarkets increases the demand for attractive and functional packaging. Kraft paper is preferred for its natural and rustic appeal, making it a popular choice for packaging in organized retail stores. Other than this, India is a major exporter of various goods, including textiles, handicrafts, and pharmaceuticals. These industries require robust packaging materials like Kraft paper to ensure the safe transportation of products. As a result, the increasing export opportunities contribute to the demand for Kraft paper. Moreover, the government of India has implemented various policies and initiatives to boost domestic manufacturing, promote sustainable packaging, and reduce plastic waste. These initiatives are expected to create a favorable market outlook. Looking forward, the market value is projected to reach 15.6 million Tons by 2028, expanding at a CAGR of 8.9% during 2023-2028.

The paper industry can be classified into 4 categories namely, paperboard and industrial packaging paper, writing and printing papers, newsprint, and specialty papers. Kay Power and Paper Ltd is a paper mill which is strategically located at Satara and is manufacturing Kraft paper using Indian and imported wastepaper. Kraft paper has the largest consumption (52.5%) in the paperboard and industrial packaging market in India.

The investments would create a multiplier effect on the economy through gross capital formation of Rs 8,500-crore every year, direct employment to 15,000 people every year and further giving additional livelihoods of 72-million men days per year (for people involved in Agro/ farm forestry).

While the industry has already made significant capital investments to ramp-up capacities, the gestation period is long, and the economic viability of the investments has been impacted significantly by raw material shortage and rising imports.

Over the years the company has focused on stringent quality measures, which help meet all our customers' needs. Our focus on quality has helped us to build strong relationships with customers and eliminated supplementary costs.

**OPPORTUNITIES AND THREATS:**

The growing usage of compostable and sustainable packaging materials owing to the increasing awareness regarding the detrimental impact of plastic and other non-biodegradable variants is primarily propelling the growth of the Indian kraft paper market. In addition to this, the elevating use of kraft paper in gift wrapping, events, weddings, etc., due to its colorful creativity, aesthetic appeal, and textured properties, is also fueling the market growth. Furthermore, the escalating demand for highly technical saturated kraft paper in



the construction sector to meet unique needs related to countertop, partition, and flooring applications is acting as another significant growth-inducing factor. Apart from this, the expanding utilization of kraft paper in the e-commerce industry for packaging solutions on account of various associated benefits, such as folding resistance, toughness, and high-strength compression performance, is further augmenting the market growth. Moreover, the rising focus of the Indian government authorities on banning the use of plastics is also creating a positive outlook for the kraft paper market across the country. For instance, in June 2022, the Central Pollution Control Board (CPCB), a federal agency under the Ministry of Environment, issued a list of steps to be taken to prohibit the use of specific single-use plastic products. Numerous other factors, such as the inflating popularity of kraft paper in the printing and publication sectors and the introduction of advanced packaging solutions, including stand-up pouches, zipper pouches, etc., are anticipated to stimulate the Indian kraft paper market over the forecasted period.

The talking about the challenges in this sector, following are some of challenges in this sector.

### **Raw Material Availability, Quality and Cost**

#### **2. Energy Efficiency and Sustainability**

The paper manufacturing process requires substantial energy consumption. To address energy efficiency and sustainability challenges, companies should invest in optimizing their energy usage. Implementing modern, energy-efficient technologies and adopting renewable energy sources can reduce environmental impact while cutting operational costs.

#### **3. Technological Advancements**

Keeping up with the technological advancements is vital for staying competitive in the paper industry. Failure to adapt to new technologies can result in inefficiencies and higher production costs. To overcome this challenge, paper

manufacturers should stay informed about emerging technologies. Investing in automation, data analytics, and process optimization tools can enhance operational efficiency and product quality.

#### **4. Environmental Concerns**

One of the foremost challenges faced by the paper industry is addressing environmental concerns. Paper production often involves the consumption of vast quantities of natural resources, including water and energy. Furthermore, deforestation for raw materials can lead to ecological imbalances.

To address this issue, paper manufacturers should focus on sustainable practices. Embracing technologies that reduce water and energy consumption, implementing responsible forestry practices, and adopting recycling initiatives can help mitigate environmental concerns.

#### **5. Global Competition**

Globalization has intensified competition within the paper industry. Manufacturers must find ways to differentiate themselves in a crowded market.

To tackle this challenge, collaboration and knowledge sharing are essential. Partnerships with research institutions and industry peers can lead to innovative solutions and a competitive edge.

#### **6. Quality Control**

Maintaining consistent product quality is crucial in the paper industry. Variations in quality can lead to customer dissatisfaction and increased costs.

Implementing stringent quality control measures and continuous monitoring can help ensure that products meet or exceed industry standards.

#### **7. Regulatory Compliance**

Stringent environmental regulations and standards require paper manufacturers to meet specific compliance requirements. Non-compliance can result in fines and reputational damage.



Investing in compliance management systems and staying up-to-date with changing regulations is vital for addressing this challenge.

## **8. Changing Consumer Preferences**

Consumer preferences are evolving, with a growing demand for sustainable and eco-friendly products. Paper manufacturers should adapt by incorporating environmentally friendly practices and materials.

## **SEGMENT-WISE OR PRODUCT WISE PERFORMANCE**

The company has paper division only. The company has a well-established network of dealers all over western and southern India for sale of its paper products and is continually working to strengthen the network and to get the new orders for Karft paper. The Company could sell its entire output without any difficulty. The Company produces a wide range of Kraft paper from 80 gsm to 180 gsm, to meet the requirements of all the market segments.

## **REVIEW OF PERFORMANCE**

During the year, the Company's Sales and other operating income were Rs. 3866.99 lakhs. The management of the Company is engaged in improving the performance further.

## **STRATEGIES**

The company is continuously increasing its quality of paper as per the requirement in the market and to compete with other market players. Further the company has been adopting the latest technology to produce various grades of paper in the plant. During the year the company has supplied the highest quality of Kraft paper to the customers and our customer base is increasing day by day.

## **OUTLOOK, RISK AND CONCERN MANAGEMENT PERCEIVES**

The Paper Industry is understood to be cyclical in nature and its performance depends on global pulp and paper demand supply situation. However, given the growth potential, outlook of the paper industry is promising.

Considering the positive outlook the company is ready to face new challenges.

The company is deriving its revenue from paper/paperboard manufacturing. The availability of raw material and rates of raw material due to competition among the related paper mills are matters of concern.

## **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The company has an adequate system of internal control to safeguard and protect against loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the management, the company is following all the applicable accounting standards for properly maintaining the books of accounts and reporting financial statement. The company has appointed an independent firm of Chartered Accountants to conduct an internal audit. The Audit Reports are reviewed by the Management and the Audit committee of the Board from time to time

## **HUMAN RESOURCE DEVELOPMENT/ INDUSTRIAL RELATIONS**

The Company follows fair 'human resource' practices providing equal opportunity to all its employees. The policy includes on the job training, progressive and performance driven remuneration, talent retention and some work-life balance programs. The Company believes in offering full opportunity for growth to employees demonstrating a positive attitude and initiative to accept challenges and responsibility.

The company has drawn a specific program to improve the skill of the workers to rationalize the manpower. Further it is providing necessary training to the manpower. There is continuous interaction between the management and employees. The number of people employed during the year was 52.

## **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

Financial performance with respect to



operational performance is explained in detail in the beginning of the Directors' Report. The management is making continuous efforts to improve its financial and operational performance.

There were significant changes in the following ratios (i.e. change of 25% or more as compared to the previous financial year) during the financial year 2023-24 compared to immediately previous financial year.

Sr. No.	Ratio	Unit of Measurement	31st March, 2024	31st March, 2023	Change (+) Increased and (-) decreased	Reasons for change
1	Debtors Turnover	In days	25	23	0.12	Mainly due to decrease in sales as compared to the last year
2	Inventory Turnover	In days	27	42	0.36	Mainly due to decrease in sales as compared to the last year
3	Interest Coverage Ratio	In %	0.00	131.36	-131.36	There is no financial cost in FY 2023-24
4	Current Ratio	In multiples	1.23	0.56	0.67	Increased mainly due to decreased in current liabilities
5	Debt Equity Ratio	In multiples	7.86	15.32	-7.46	Debt equity ratio is decreased due to the increase in shareholders fund and decrease in debt in current year
6	Operating Profit Margin	In %	0.084	0.051	0.03	Increased due to increase in profit
7	Net Profit Ratio	In %	3.89	3.19	0.07	Mainly due to increase in profit
8	Return on Net Worth	In %	4.76	5.45	-0.69	Mainly due to higher profit as compared to last year

## CAUTIONARY STATEMENT

The management discussion and analysis report contain forward-looking statements based upon the data available with the company, assumptions with regards to economic conditions, the government policies etc. The company cannot guarantee the accuracy of assumptions and perceived performance of the company in the future, therefore, it is cautioned that the actual result

may materially differ from those expressed or implied in the report.

**For and on behalf of the Board**

**Niraj Chandra**  
**Chairman and Managing Director**  
**DIN: - 00452637**

Place: - Satara

Date: - 12th August 2024



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## **AUDITORS' REPORT**

### **TO MEMBERS OF KAY POWER AND PAPER LIMITED**

### **REPORT ON AUDIT OF THE STANDALONE FINANCIAL STATEMENTS**

We have audited the standalone financial statements of Kay Power and Paper Limited ("the Company"), which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss, Statement of changes in equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material 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 standalone financial statements give the information required by the Companies Act, 2013 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 March 31, 2024, and its profit, changes in equity and its cash flows for the year ended on that date.

### **BASIS FOR OPINION**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other

ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **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.

We have determined that there are no key audit matters to communicate in our report.

### **OTHER INFORMATION**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors Report to the members and Annexures thereto, Report on Corporate Governance, Management Discussion and Analysis, but does not include the Standalone Financial Statements and our auditor's report thereon. Our opinion on Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial statements or our knowledge obtained in the audit or otherwise appear to be materially misstated.

If based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE 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 standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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; selection 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management 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 management 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.

**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS**

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.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial

controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on

our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 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, statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;





- (d) In our opinion, financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act except Ind AS 19 regarding 'Employee Benefits' on account of non-provision for liability towards post-employment defined benefit plans like gratuity payable to employees as described in the Note 2(k) of Notes to accounts.
- (e) On the basis of written representations received from the directors as on March 31, 2024 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of sub-section (2) of Section 164 of the Companies Act, 2013
- (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;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- (h) With respect to the other matters 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:
  - i. The Company did not have any pending litigation as on March 31, 2024 having material impact on its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as on March 31, 2024.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended on March 31, 2024.
  - iv.
    - a. The management has represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("intermediaries") with the understanding whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security, or the like on behalf of the Ultimate Beneficiaries.
    - b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any person or entity including



- foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- c. Based on such audit procedures considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv)(a) and (iv)(b) above contain any material misstatement.
- v. There are no events of dividend declared and paid by the Company during the year until the date of this report, hence compliance with provisions of section 123 of the Companies Act, 2013 is not required.
- vi. Based on the information and explanations given to us and based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. We also report that during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

**For Godbole & Co.**  
Chartered Accountants

Place : Satara  
Date : 28th May 2024

**Ashutosh Godbole**  
Proprietor  
Mem. No.104822  
FRN : 117969W  
UDIN: 24104822BJZXIZ6906

**Annexure A to the Auditor's Report**

**Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' Section of our Report of even date to the Members of Kay Power And Paper Limited for the year ended on 31st March, 2024**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment and intangible assets.
- b) As per our information and explanations given to us, property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the property, plant and equipment is reasonable having regard to the size of the Company and the nature of its assets.
- c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds/ registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder as such this clause is not applicable to the company for the year.
- ii. a) According In our opinion and according to the information and explanation given to us, the management has conducted the physical verification of inventory at reasonable intervals and no material discrepancies of 10% or more in the aggregate for each class of inventory between the books record and physical verification noticed. In our opinion coverage and procedure of such verification by the management is appropriate.
- b) During any point of time of the year, the company has not been sanctioned any working capital limits in excess of five crore rupees, in aggregate, from any banks or financial institutions on the basis of security of current assets
- iii. a) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships and other parties.
- b) In our opinion and according to the information and explanation given to us, during the year under audit the company has not made any investments, guarantees provided, security given to any third party in relation to loans and advances.
- c) As company has not given any loans sub-clause c, d, e and f of clause 3(iii) is not applicable for the year.
- iv. In respect of loans, investments, guarantees, and security, provisions of sections 185 and 186 of the Companies Act have been complied with by the company. Company has not given any loans in violation of section 185 and 186 of the Companies Act 2013.
- v. In our opinion and according to information and explanations given to us, the Company does not have any deposits accepted from the public within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder.

- vi. The Company is maintaining cost records as prescribed under Section 148 (1) of the Companies Act, 2013. However, we have not verified the same for completeness or accuracy.
- vii. a) According to records of the Company, it is regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, value added tax, cess. No amount is outstanding as at 31/3/2023 for a period more than 6 months from the date they become payable.
- b) Details of statutory dues referred to in sub-clause (a), which have not been deposited on account of dispute are given below:

Statute	Nature of Dues	Amount (INR)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	1,81,07,058	FY 2014-15	Income Tax Appellate Tribunal, Pune
Income Tax Act, 1961	Income Tax	1,19,87,174	FY 2015-16	Income Tax Appellate Tribunal, Pune

- viii. No any transactions recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), and there was no previously unrecorded income has been recorded in the books of account during the year.
- ix. a) As per Information and explanation sought by us, and given by the company and books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender or bank during the year.
- b) According to the information and explanation given to us, the company has not been declared as wilful defaulter by any bank, financial Institution and other lenders.
- c) During the year company has not applied for any term loans as such this clause of utilization of term loan for the same purpose does not apply to the company.
- d) According to the information and explanation given to us, the company has not utilised funds raised on short term basis for long term purposes,
- e) According to the information and explanation given to us, the company has not raised any fund to meet the obligation of its subsidiaries, associates or joint ventures.
- f) According to the information and explanation given to us, the company has not raised loan during the year on the pledge of securities held in its subsidiaries, joint venture or associate company.
- x. a) According to information and explanations given to us the company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- xi. a) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the company or no fraud on the company by any person has been reported.
- b) As there is no fraud in terms of section 143(12) of the Act, so reporting in Form ADT-4 by an auditor was not required during the year
- c) Based upon the audit procedure performed and the information and



explanations given by the management of the company we have not come across any whistle-blower complaints during the year.

- xii. The company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the company.
- xiii. Based upon the audit procedure performed and the information and explanations given by the management of the company, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act wherever applicable.
- xiv. Even though the company has not appointed external 'internal auditor', the company has an in-house internal audit system, which in our opinion, commensurate with the size and nature of its business. No material deficiency was observed during internal audit
- xv. According to information and explanations given to us, in our opinion, during the year under audit, the company has not entered into any non-cash transactions with directors or persons connected with him as such, the provisions of section 192 of Companies Act have been complied with.
- xvi. In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) as the nature of the business is not of banking and finance and therefore provisions of clause 3(xvi) of the order are not applicable to the company.
- xvii. The company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii. No statutory auditor has resigned during the year, as such this clause is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any

material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- xx. According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company is not liable to spend amount as specified under section-135 of the act, in pursuance of its corporate social responsibility policy.
- xxi. The company is not required to prepare consolidated financial statements and hence clause 3(xxi) of the Order regarding qualifications or adverse remarks by the auditors of the companies included in the consolidated financial statements is not applicable.

**For Godbole & Co.**

Chartered Accountants

Place : Satara

Date : 28th May 2024

**Ashutosh Godbole**

Proprietor

Mem. No.104822

FRN : 117969W

UDIN: 24104822BJZXIZ6906

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## Annexure - B to the Auditors' Report

### Report on the Internal Financial Controls 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 Kay Power and Paper Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the standalone 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.

#### Auditors' 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 respects. 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 detail, 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 unauthorised 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 31 March, 2024 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 Godbole & Co.**

Chartered Accountants

Place : Satara

Date : 28th May 2024

**Ashutosh Godbole**

Proprietor

Mem. No.104822

FRN : 117969W

UDIN: 24104822BJZXIZ6906

**BALANCE SHEET AS AT 31ST MARCH, 2024**

Particulars	Note No.	As at	As at
		31st March 2024 (Amount in Lacs)	31st March 2023 (Amount in Lacs)
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	2	2773.78	1102.09
(b) Capital work-in-progress	3	0.00	1191.48
(c) Other Intangible assets	2	0.01	0.01
(d) Financial Assets			
(i) Non - Current Investments	4(a)	0.32	0.32
(ii) Trade receivables		0.00	0.00
(iii) Long term Loans and advances	4(b)	108.43	46.75
(e) Other non-current assets	5	89.36	1433.91
Current assets			
(a) Inventories	6	177.70	354.84
(b) Financial Assets			
(i) Investments	7(a)	0.00	0.00
(ii) Trade receivables	7(b)	292.80	207.02
(iii) Cash and cash equivalents	7(c )	19.81	7.83
(c) Loans	8	0.00	0.00
(d) Other current assets	9	45.84	182.02
Total Assets		3508.05	4526.26
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	10	1064.00	1064.00
(b) Other Equity	11	-717.32	-867.64
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	12(a)	2724.77	3007.60
(ii) Other financial liabilities	12(b )	0.00	0.00
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	13(a)	0.00	0.00
(ii) Trade payables	13(b)	423.47	1313.54
(b) Other current liabilities	14	11.51	7.70
(c) Provisions	15	1.63	1.06
Total Equity and Liabilities		3508.05	4526.26

*The accompanying notes are an integral part of the financial statements*

As per our report of even date

For **Godbole & Co.**  
Chartered Accountants

**Ashutosh Godbole**  
Proprietor  
(M. No. 104822)  
UDIN NO- -24104822BJZXI6906

Place : Satara  
Date : 28th May, 2024

**For and on behalf of the Board of Directors**

**Niraj Chandra**  
Chairman and  
Managing Director  
DIN: - 00452637

**Deepa Agarwal**  
Director  
DIN: 00452947

**Snehal Mohite**  
Chief Financial Officer  
PAN - AVOPJ4997N

**Sagar Mohite**  
Company Secretary  
M. No. F11632

Place : Satara  
Date : 28th May, 2024

**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2024**

Particulars	Note No.	As at	As at
		31st March 2024 (Amount in Lacs)	31st March 2023 (Amount in Lacs)
<b>Revenue From Operations</b>	16	<b>3607.72</b>	4344.89
Other Income	17	<b>259.27</b>	64.28
<b>Total Income</b>		<b>3866.99</b>	4409.17
<b>EXPENSES</b>			
Cost of materials consumed	18	<b>2595.86</b>	3260.37
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	19	<b>-14.22</b>	-4.32
Employee benefits expense	20	<b>97.76</b>	87.25
Finance costs	21	<b>-1.01</b>	1.72
Depreciation and amortization expense	2	<b>156.14</b>	83.27
Other expenses			
(A) Manufacturing	22(a)	<b>663.07</b>	615.07
(B) Selling, Administrative and other Expenses	22(b)	<b>219.07</b>	225.11
<b>Total other expenses (A+B)</b>		<b>882.14</b>	840.18
<b>Total expenses</b>		<b>3716.67</b>	4268.46
Profit/(loss) before exceptional items and tax		<b>150.31</b>	140.70
Exceptional Items	23	<b>0.00</b>	0.00
Profit/(loss) before tax		<b>150.31</b>	140.70
<b>Tax expense:</b>			
(1) Current tax			
(2) Deferred tax			
Profit (Loss) for the period from continuing operations		<b>150.31</b>	140.70
Other Comprehensive Income		<b>0.00</b>	0.00
<b>Total Comprehensive Income</b>		<b>150.31</b>	140.70
Earnings per equity share (for continuing operation):			
(1) Basic		<b>1.41</b>	1.32
(2) Diluted		<b>0.00</b>	0.00

Significant Accounting Policies

1

*The accompanying notes are an integral part of the financial statements*

As per our report of even date

For **Godbole & Co.**  
Chartered Accountants**Ashutosh Godbole**  
Proprietor  
(M. No. 104822)  
UDIN NO- -24104822BJZXIZ6906Place : Satara  
Date : 28th May, 2024**For and on behalf of the Board of Directors****Niraj Chandra**  
Chairman and  
Managing Director  
DIN: - 00452637**Snehal Mohite**  
Chief Financial Officer  
PAN - AVOPJ4997NPlace : Satara  
Date : 28th May, 2024**Deepa Agarwal**  
Director  
DIN: 00452947  
  
**Sagar Mohite**  
Company Secretary  
M. No. F11632



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

	31st March 2024 (Amount in Lacs)	31st March 2023 (Amount in Lacs)
<b>A. Cash flow Operating Activities</b>		
Net profit/(loss) After Tax	150.31	140.70
Adjustment for Depreciation	156.14	83.27
Add expenses related to non-operating Activities (Loss on sale of assets)	0.00	0.00
Interest and Bank Charges	0.00	0.00
Operating Profit/(Loss) Before working capital changes	306.45	223.97
(Increase)/Decrease in current Assets	1510.40	-1046.08
Inventories	177.14	296.33
Trade Receivable	-85.79	124.68
Long term Loans and advances	-61.68	-2.74
Short terms Loans and advances	0.00	0.00
(Increase)/Decrease in other Current Assets	1480.74	-1464.36
Increase/ (Decrease) in Current Laibilities	0.00	873.40
Trade payable	-890.07	927.36
other Laibilities	3.81	-53.25
Provisions	0.57	-0.71
Cash Generated form Operations	931.16	51.29
Less Tax Paid		0
<b>Net cash form Operating Activities</b>	<b>931.16</b>	<b>51.29</b>
<b>B. Cash Flow form Investing Activities</b>		
(Purchase) / of fixed Assets	-636.35	-1191.48
Sale of Fixed Assets	0.00	0.00
<b>Net Cash Flow from Investing Activities</b>	<b>-636</b>	<b>-1191</b>
<b>C. Cash Flow From Financial Activities</b>		
Increase / ( Decrease) in Borrowing	-282.83	1040.74
Interest Paid		0
Share Application Money	0	0
<b>Net Cash Flow from Financial Activities</b>	<b>-282.83</b>	<b>1040.74</b>
<b>Net Increase in Cash and cash Equivalent</b>	<b>11.98</b>	<b>-99.45</b>
cash and cash equivalents at beginning of period	7.83	107.28
<b>cash and cash equivalents at End of period</b>	<b>19.81</b>	<b>7.83</b>

As per our report of even date

For **Godbole & Co.**  
Chartered Accountants

**Ashutosh Godbole**  
Proprietor  
(M. No. 104822)  
UDIN NO- 24104822BJZXIZ6906  
Place : Satara  
Date : 28th May, 2024

For and on behalf of the Board of Directors

**Niraj Chandra**  
Chairman and  
Managing Director  
DIN: - 00452637

**Snehal Mohite**  
Chief Financial Officer  
PAN - AVOPJ4997N

**Deepa Agarwal**  
Director  
DIN: 00452947  
  
**Sagar Mohite**  
Company Secretary  
M. No. F11632

Date : 28th May, 2024

**Auditor's Certificate**

The above cash flow statement has been complied from and is based on the Audited accounts of Kay Power and Paper Limited, for the year ended 31st March 2024 reported upon by us on 28th May, 2024. According to the information and explanations given, the aforesaid Cash Flow Statement has been prepared pursuant to Regulation 34 (2) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

As per our report even date

**For Godbole & Co.**  
Chartered Accountants  
Ashutosh Godbole  
Proprietor  
(M. No. 104822)  
UDIN NO- 24104822BJZXIZ6906

Place - Satara Date - 28th May, 2024

**STATEMENT OF CHANGES IN EQUITY AS AT 31ST MARCH 2024**

(Amount in Lacs)

Equity Share Capital		
Balance as at 1st April, 2024	Changes in equity share capital during the period	Balance as at 31 <sup>st</sup> March, 2023
1064.00	0.00	1064.00

**Other Equity**

(Amount in Lacs)

Reserves and Surplus					
	Share application money pending allotment	Other Reserves (Special Capital Incentive of Govt. of Maharashtra)	Securities Premium Reserve	Retained Earnings	Total
Balance as on 1st April, 2022	0	50.00	2.57	-1061.03	-1008.46
Dividends				0.00	0.00
Profit for the year				140.83	140.83
Total Comprehensive Income for the year 31st March, 2023	0	50.00	2.57	-920.21	-867.64
Balance as on 1st April, 2023	0	50.00	2.57	-920.21	-867.64
Profit for the year				150.31	150.31
Dividends				0.00	0.00
<b>Balance as on 31st March, 2024</b>	<b>0</b>	<b>50.00</b>	<b>2.57</b>	<b>-769.90</b>	<b>-717.32</b>

As per our report of even date

For **Godbole & Co.**  
Chartered Accountants**Ashutosh Godbole**  
Proprietor  
(M. No. 104822)  
UDIN NO - 24104822BJZXIZ6906Place : Satara  
Date : 28th May, 2024**For and on behalf of the Board of Directors****Niraj Chandra**  
Chairman and  
Managing Director  
DIN: - 00452637**Snehal Mohite**  
Chief Financial Officer  
PAN - AVOPJ4997NPlace : Satara  
Date : 28th May, 2024**Deepa Agarwal**  
Director  
DIN: 00452947**Sagar Mohite**  
Company Secretary  
M. No. F11632

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**

**NOTE 1: SIGNIFICANT ACCOUNTING POLICIES**

**1. General Information**

Kay Power and Paper limited, registered under the Companies Act 1956/2013 and having its registered office at Gat No. 454/457, Village Borgaon Satara-415519., mainly belongs to Paper Industry and operates in manufacturing of Kraft paper in various category. The Company's manufacturing facilities is located at Village Borgaon, Satara.

The Company is public limited company and is listed on the Bombay Stock Exchange (BSE)

**2. Summary of Material Accounting Policies**

**a. Basis of preparation**

**Statement of Compliance**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended from time to time.

**Use of estimates**

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is

recognised prospectively in current and future periods.

**Functional and presentation currency**

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest Lakhs (up to two decimals).

**b. Critical accounting estimates and management judgments**

In application of the accounting policies, which are described in note 2, the management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant.

- c.** Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either, in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone



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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**

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financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

**d. Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within the operating cycle or twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within the operating cycle or twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company's normal operating is assumed to be twelve months.

**e. Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks

The specific recognition criteria described below must also be met before revenue is recognised.

**Sale of goods:**

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns.

GST tax is excluded from revenue.

**Interest income**

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable. Interest income is included in other income in the statement of profit and loss.

**d. Government Grant**

Grants from the government are recognised at their fair value where there is a reasonable



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024

assurance that the grant will be received and the Company will comply with all attached conditions. Government grants relating to income are deferred and recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

**e. Property, plant and equipment**

Property, plant and equipment, Capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in statement of profit or loss as incurred. No decommissioning liabilities are expected or be incurred on the assets of plant and equipment.

Depreciation on Fixed Assets has been provided at the useful lives provided in Schedule II to the Companies Act, 2013 for SLM method on the original cost of the assets. No depreciation on remaining assets of Power Division is charged as power division was not functional and assets in power division remained idle for the whole year. Depreciation on Fixed Assets of Paper Division is charged for the whole year. Depreciation on addition to Fixed Assets is charged on pro-rata basis from date on which asset is put to use.

**Intangible Assets**

**Computer software**

Costs associated with maintaining software

programmes are recognised as an expense as incurred. Separately acquired software are recorded as intangible assets and amortised from the point at which the asset is available for use. Useful life of computer software is estimated at 3 years.

**f. Inventory**

Inventory comprises of stock of raw material, completed products for sale and work-in-progress. Inventory is valued at cost or net realizable value whichever is lower.

**g. Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds.

**h. Taxes**

**Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss of the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rate enacted or substantially enacted at the reporting date.

**Deferred tax**

Deferred tax is recognised in respect of temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognised for deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which those can be utilised. The deferred tax assets are not recognized in the year as there is lack of reasonable certainty that sufficient taxable

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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**


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profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and will be recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

**i. Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**j. Provisions and Contingent liability**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed in the Notes. Contingent liabilities are disclosed for

- i. possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- ii. present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made

**k. Employee benefits**
**Short-term obligations**

Short-term employee benefits are expensed as the related service is provided. Liabilities for wages and salaries, including non-monetary

benefits that are expected to be settled wholly within one year after the end of the period in which the employees render the related service are the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**Post-employment obligations**

The Company operates the following post-employment schemes:

- i. defined benefit plans such as gratuity and
- ii. defined contribution plans such as provident fund

**Defined benefit plans**

The liability for defined benefit obligation towards gratuity is recognised in the year of payment and in view of the heavy accumulated losses and due to the small eligible staff strength, no actuarial working is taken to avoid extra expenditure for it. The liability or asset in respect of defined benefit gratuity plans is not recognised in the balance sheet..

**Defined contribution plans**

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

**l. Financial instruments**
**Financial assets**
**Initial recognition and measurement**

**All financial assets are recognised initially at fair value**

The classification depends on the Company's business model for managing the financial asset and the contractual terms of the cash flows. The Company classifies its financial assets in the

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024

following measurement categories:

- i. those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss),
- ii. those measured at amortised cost, and

### Subsequent measurement

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. All other financial assets are measured at amortised cost, using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss.

### Impairment of financial assets

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss financial assets that are not fair valued.

The Company follows 'simplified approach' for recognition of impairment loss for trade receivables and lease receivables resulting from transactions within the scope of Ind AS 17 that have no significant financing component. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized, is recognized under the head 'other expenses' in the statement of profit and loss. The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

### **De-recognition of financial assets**

The Company derecognizes a financial asset when –

- i. the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under IND AS 109.
- ii. it retains contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

When the entity has neither transferred a financial asset nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to extent of continuing involvement in the financial asset.

### Financial liabilities

#### Initial recognition

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

#### Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification, as described below:

#### Trade and other payables

These amounts represent liabilities for goods

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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**


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and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within one year after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

#### Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least one year after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability

becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

#### **m. Earnings per share**

The basic earnings per share is computed by dividing the net profit for the year attributable equity shareholders by the weighted average number of equity shares outstanding during the period. The Company does not have any potential equity share or warrant outstanding for the periods reported, hence diluted earnings per share is same as basic earnings per share of the Company.

#### **n. Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of Directors of the Company, assesses the financial performance and position of the Company, and makes strategic decisions. The Board of Directors is therefore considered to be the chief operating decision maker.

#### **o. Critical estimated and judgements**

##### **i Impairment of Trade receivables**

The Company estimates the uncollectability of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

##### **ii Income Taxes**

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024 (Contd.)**  
**Note 2 (a): Property, Plant and Equipment and Other Intangible Assets**

(Amount in Lacs)

Sr. No.	Name of the Assets	GROSS BLOCK				Depreciation			Net Block		
		Usefull Life	Deemed Cost As on 31/3/23	Addition	Deduction	As on 31/3/24	As on 31/3/23	Accum Dep. On Assets sold	For the year	As on 31/3/24	As on 31/3/23
	Paper Division										
1	Freehold Land		5.73	0.00		5.73	0.00		0.00	5.73	5.73
2	Site Development		13.49	0.00		13.49	0.00		0.00	13.49	13.49
3	Building	30	118.53	32.47		151.00	59.23		8.57	67.80	59.30
4	Well & Irrigation Scheme	5	2.15	0.00		2.15	0.00		0.00	2.15	2.15
5	Effluent Treatment Plant	25	18.22	0.00		18.22	16.37		0.57	16.94	1.86
6	Weigh Bridge	15	1.13	3.19		4.31	0.70		0.15	3.46	0.42
7	Boiler	25	110.69	1116.44		1227.13	39.59		81.67	121.26	71.10
8	Plant & Machinery	25	1209.02	674.68		1883.70	297.74		59.83	357.57	911.28
9	Laboratory Equipment	10	1.50	0.00		1.50	1.25		0.05	1.30	0.25
10	Furniture & Fixtures	10	0.17	0.00		0.17	0.04		0.00	0.04	0.12
11	Office Equipment	5	4.68	1.05		5.73	3.05		0.66	3.71	1.63
12	Vehicles	10	58.77	0.00		58.77	37.48		4.64	42.12	21.29
13	Software & Licenses	3	0.01	0.00		0.01	0.00		0.00	0.00	0.01
14	Boiler & Plant & Machinery WIP		1191.48	-1191.48		0.00	0.00		0.00	0.00	1191.48
			2735.58	636.35	0.00	3371.93	455.45	0	156.14	611.59	2760.34
											2280.13

Sr. No.	Name of the Assets	GROSS BLOCK				Depreciation			Net Block		
		Usefull Life	Deemed Cost As on 31/3/23	Addition	Deduction	As on 31/3/24	As on 31/3/23	Accum Dep. On Assets sold	For the year	As on 31/3/24	As on 31/3/23
	Power Division										
1	Land & Site Devp.	0	11.23			11.23	0	0	0	0	11.23
10	Furniture & Fixures	10	0.45			0.45	0	0	0	-	0.45
11	Kiosk Unit	15	1.77			1.77	0	0	0	-	1.77
	Total		13.45	0	0	13.45	0	0	0	-	13.45
	Grand Total		2,749.03	636.35	-	3,385.38	455.45	-	156.14	611.59	2,293.58

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024  
Note 2 (a): Property, Plant and Equipment and Other Intangible Assets

(Amount in Lacs)

Sr. No.	Name of Assets	GROSS BLOCK			Depreciation			Net Block	
		Usefull Life	Deemed Cost As on 31/3/22	Addition	Deduction	As on 31/3/23	As on 31/3/22	As on 31/3/23	As on 31/3/22
1	Paper Division		5.73	0.00		5.73	0.00	5.73	5.73
2	Freehold Land		13.49	0.00		13.49	0.00	13.49	13.49
3	Site Development		118.53	0.00		118.53	50.76	59.30	67.77
4	Building	30	2.15	0.00		2.15	0.00	2.15	2.15
5	Well & Irrigation Scheme	5	18.22	0.00		18.22	14.03	16.37	4.19
6	Effluent Treatment Plant	25	1.13	0.00		1.13	0.67	0.42	0.45
7	Weigh Bridge	15	110.69	0.00		110.69	33.23	71.10	77.46
8	Boiler	25	1209.02	0.00		1209.02	237.95	911.28	971.08
9	Plant & Machinery	25	1.50	0.00		1.50	1.20	0.25	0.30
10	Laboratory Equipment	10	0.17	0.00		0.17	0.04	0.12	0.12
11	Furniture & Fixtures	5	4.68	0.00		4.68	2.61	1.63	2.07
12	Office Equipment	5	58.77	0.00		58.77	31.81	21.29	26.96
13	Vehicles	10	0.01	0.00		0.01	0.00	0.01	0.01
14	Software & Licenses	3	0.01	0.00		0.01	0.00	0.01	0.01
	Boiler & Plant & Machinery WIP		1191.48	1191.48		1191.48	0.00	1191.48	0.00
			1544.10	1191.48	0.00	2735.58	372.30	2280.13	1171.80

Sr. No.	Name of Assets	GROSS BLOCK			Depreciation			Net Block	
		Usefull Life	Deemed Cost As on 31/3/22	Addition	Deduction	As on 31/3/23	As on 31/3/22	As on 31/3/23	As on 31/3/22
1	Power Division		11.23	0.00		11.23	0	11.23	11.23
10	Land & Site Devp.	0	0.45	0.00		0.45	0	0.45	0.45
11	Furniture & Fixtures	10	1.77	0.00		1.77	0	1.77	1.77
	Kiosk Unit	15	13.45	0.00		13.45	0	13.45	13.45
	Total		1557.55	1191.48	0.00	2749.03	372.30	2293.58	1185.25
	Grand Total					83.15	455.45		

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**

	As at 31st March 2024 (Amounts in Lacs)	As at 31st March 2023 (Amounts in Lacs)
<b>NOTE 3: CAPITAL WORK IN PROGRESS</b>		
Opening balance	1191.48	0.00
Add: Additions during the year	636.35	1191.48
Less:-Capitlised during the year	1827.83	0.00
Closing balance	<u>0.00</u>	<u>1191.48</u>

**NOTE 4: NON-CURRENT FINANCIAL ASSETS**
**Note 4 (a). Non-current Investment**

1500 Equity shares of Rs. 10/- each of National General Industries Ltd.	0.23	0.23
900 equity shares of Rs.10 /- each of M/s. Scan Projects Limited (Formerly knowm as Ambala Cement Ltd)	0.09	0.09
<b>Total 4(a)</b>	<u>0.32</u>	<u>0.32</u>

**Note 4(b): Long Term Loans and Advances**

Sundry Deposits ( Pune Mumbai Court )	0.23	0.23
M.S.E.D.C.L. Deposits (Lift Scheme)	0.42	0.42
M.S.E.D.C.L. Deposits (HT Connection)	65.67	42.62
Telephone Deposits	0.25	0.25
Imprest	27.26	0.21
TDS Receivable	12.53	2.21
TCS Receivable	0.00	0.00
Prepaid Factory Licence Fee	1.37	0.00
Indian Infoline Commodities Ltd	0.09	0.09
Staff Advance	0.12	0.23
Prepaid mpcb Fee	0.50	0.50
<b>Total 4 (b)</b>	<u>108.43</u>	<u>46.75</u>



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**

	As at 31st March 2024 (Amounts in Lacs)	As at 31st March 2023 (Amounts in Lacs)
<b>NOTE 5: OTHER NON CURRENT ASSETS</b>		
Balances with scheduled bank in fixed deposits	89.11	1433.66
Fixed Deposit as security for bank gaurantee for MPCB	0.25	0.25
<b>Total (5)</b>	<b>89.36</b>	<b>1433.91</b>
<b>NOTE 6: INVENTORIES</b>		
Tools and spares (Valued at cost price)	29.08	42.89
Raw Material (Valued at cost price)	84.45	262.31
Finished goods (Valued at cost of production)	63.09	48.87
Oil And Lubricants	1.09	0.78
<b>Total (6)</b>	<b>177.70</b>	<b>354.84</b>
<b>NOTE 7: CURRENT FINANCIAL ASSETS</b>		
<b>Note 7(a): Current Investment</b>		
Accrued Income	0.00	0.00
<b>Total 7 (a)</b>	<b>0.00</b>	<b>0.00</b>
<b>Note 7(b): Trade Receivable</b>		
(Unsecured and considered goods)		
Outstanding over six months	24.14	24.14
Others	268.66	182.87
<b>Total 7 (b)</b>	<b>292.80</b>	<b>207.02</b>
<b>Note 7(c): Cash and Bank Balances</b>		
Cash in hand	1.46	0.71
Balances with bank	18.36	7.12
<b>Total 7(c )</b>	<b>19.81</b>	<b>7.83</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**

	As at 31st March 2024 (Amounts in Lacs)	As at 31st March 2023 (Amounts in Lacs)
<b>NOTE 8: SHORT TERM LOANS AND ADVANCES</b>		
Balances with statutory / public authorities advance		
recoverable in cash or in kind or for value to be recoverable	0.00	0.00
<b>Total (8)</b>	<b>0.00</b>	<b>0.00</b>
<b>NOTE 9: OTHER CURRENT ASSETS</b>		
Other Current Asset	45.84	182.02
<b>Total (9)</b>	<b>45.84</b>	<b>182.02</b>
<b>NOTE 10: SHARE CAPITAL</b>		
<b>AUTHORISED, ISSUED AND PAID-UP</b>	<b>Rupees</b>	<b>Rupees</b>
3,70,00,000 equity share of Rs.10/- each	3700.00	1500.00
Issued, subscribed and fully paid up		
shares 10640000 equity shares of Rs. 10 /- each	1064.00	1064.00
<b>Total (10)</b>	<b>1064.00</b>	<b>1064.00</b>
<b>Movements in equity share capital</b>		
<b>As at 1st April, 2023</b>	<b>No. of Shares</b>	<b>No. of Shares</b>
	106.40	106.40
Share issued during the year	0.00	0.00
<b>As at 31st March, 2024</b>	<b>106.40</b>	<b>106.40</b>

**a. Terms /rights attached to equity shares.**

The company has only one class of equity shares at par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount. the distribution will be in proportion to the number of equity shares held by the shareholders.

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024****b. Details of shareholders holding more than 5% shares in the company (Equity shares of Rs. 10/- Fully paid)**

Sr. No.	Name of Shareholders	31st March 2024		31st March 2023	
		No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
1.	Mr.Niraj Chandra	106400	1.00%	1652100	18.53%
2.	Mrs.Deepa Agarwal	2286800	21.49%	741100	6.97%
3.	Mr.Sushil Chandra	1852200	17.41%	1852200	17.41%

**NOTE 11: OTHER EQUITY**

Securities Premium Account*	2.57	2.57
Special capital incentive of Govt.of Maharashtra	50.00	50.00
Balance as per last balance sheet	-867.64	-1008.46
Surplus as per statement of Profit and loss	150.31	140.70
<b>Total (11)</b>	<b>-717.32</b>	<b>-867.64</b>

\*Securities Premium Reserve is premium on issue of shares. The reserve is utilised in accordance with the Provisions of the companies act 2013

	As at 31st March 2024 (Amounts in Lacs)	As at 31st March 2023 (Amounts in Lacs)
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**NOTE 12: NON-CURRENT FINANCIAL LIABILITIES****Note 12(a): Long Term Borrowings**

Secured Loan	0	0
<b>Sub-Total</b>	<b>0</b>	<b>0</b>
Unsecured Loan		
Intercompany Deposits (The terms of repayment of these deposits are not defined) + share application money	2560.18	2708.90
Differed liability for sales tax (Maharashtra sales tax department has granted facility of differal of sales tax liability under package scheme of incentive)	164.59	298.70
<b>Sub-Total</b>	<b>2724.77</b>	<b>3007.60</b>
<b>Total 12 (a)</b>	<b>2724.77</b>	<b>3007.60</b>

**Note 12(b) : Other financial liabilities**

Other financial liabilities	0.00	0.00
<b>Total 12(b)</b>	<b>0.00</b>	<b>0.00</b>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024

	As at 31st March 2024 (Amounts in Lacs)	As at 31st March 2023 (Amounts in Lacs)
<b>NOTE 13: CURRENT FINANCIAL LAIBILITIES</b>		
<b>Note 13(a): Short term borrowings</b>		
Toyota Corolla Altis (MH 11CG 9330)	0.00	0.00
<b>Total 13(a)</b>	<b>0.00</b>	<b>0.00</b>
<b>Note 13(b) : Trade Payables</b>		
Due to Micro, Small and medium Enterprises*		
Others	423.47	1313.54
<b>Total 13(b)</b>	<b>423.47</b>	<b>1313.54</b>

\* In absence of any information from the vendors with regard to their registration under the micro, small and medium Enterprise Development act 2006, unable to determine, but the payments are released within credit extended by the vendors and there is no liability towards interest on delayed payments during the year under the said act. There is also no amount of outstanding interest in this regard brought forward from previous year

	As at 31st March 2024 (Amounts in Lacs)	As at 31st March 2023 (Amounts in Lacs)
<b>NOTE 14: OTHER CURRENT LIABILITIES</b>		
Salary Payables	3.16	2.94
Wages Payables	5.76	3.06
TDS Constructors Payable & TCS on sale	1.82	1.10
Imprest Account \security deposit	0.01	0.16
Vat Payable/GST payable/rcm	0.19	0.45
Staff Advance	0.58	0.00
<b>Total (14)</b>	<b>11.51</b>	<b>7.70</b>

**33RD ANNUAL REPORT 2023-2024****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**

	As at 31st March 2024 (Amounts in Lacs)	As at 31st March 2023 (Amounts in Lacs)
<b>NOTE 15: OTHER SHORT TERM PROVISIONS</b>		
Income Tax Payable	0.00	0.00
Labour charges payables\meeting fees payable	0.18	0.13
Professional tax payables	0.06	0.05
Unpaid wages	0.17	0.07
Unpaid Salary	0.11	0.00
Employees PF Payables	0.04	0.03
Water charges payable	1.07	0.77
ESIC Payable	0.00	0.01
<b>Total (15)</b>	<b>1.63</b>	<b>1.06</b>
<b>NOTE 16: REVENUE FROM OPERATION (GROSS)</b>		
Kraft Paper	3208.72	3450.89
Firewood sale	399.00	894.00
Net Sales	3607.72	4344.89
<b>Total (16)</b>	<b>3607.72</b>	<b>4344.89</b>
<b>NOTE 17: OTHER INCOME</b>		
Foreign Exchange Rate Diff.	5.39	3.13
Account Written Off	135.02	11.33
Interest Received	31.27	49.82
Sundry Income\Other Income	0	0
discount received	0	0
Profit on Trading in Securities	0	0
IPS Subsidy Claim from Government	87.58	0
<b>Total (17)</b>	<b>259.27</b>	<b>64.28</b>
<b>NOTE 18: COST OF MATERIAL CONSUMED</b>		
Raw Material Consumed		
Opening Stock	262.31	561.78
Add. Purchases	2418.00	2960.90
Less. Closing Stock	84.45	262.31
<b>Total (18)</b>	<b>2595.86</b>	<b>3260.37</b>

**NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024**

	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
	<b>(Amounts in Lacs)</b>	<b>(Amounts in Lacs)</b>

**NOTE 19: CHANGES IN INVENTORIES OF FINISHED**
**GOODS, WORK -IN - PROGRESS AND STOCK - IN - HAND**

Stock at opening		
Finished goods	48.87	44.54
Less. Stock at closing		
Finished goods	63.09	48.87
<b>Total (19)</b>	<b>-14.22</b>	<b>-4.32</b>

**NOTE 20: EMPLOYEE BENEFIT EXPENSES**

Salary and wages	95.87	85.02
Welfare Expenses	1.23	1.49
Contribution to P.F.	0.42	0.40
ESI Contribution	0.24	0.34
<b>Total (20)</b>	<b>97.76</b>	<b>87.25</b>

**NOTE 21: FINANCE COST**

Bank Charges / commission /Intrest	-1.01	1.72
<b>Total (21)</b>	<b>-1.01</b>	<b>1.72</b>

**NOTE 22: OTHER EXPENSES**
**Note 22(a) Manufacturing Expenses**

Carriage Inward	15.32	12.47
Power & Fuel	444.16	426.41
Repairs and Maintainance	44.92	68.83
Other Manufacturing Expenses	158.67	107.36
<b>Total 22(a)</b>	<b>663.07</b>	<b>615.07</b>



## NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

	As at 31st March 2024 (Amounts in Lacs)	As at 31st March 2023 (Amounts in Lacs)
<b>(b) Selling and Administrative Expenses</b>		
CDSL Custodian Fees	0.45	0.45
Legal & Professional Fees	2.98	3.29
Directors Sitting Fees	0.18	0.16
Factory Licence Fees	0.68	0.68
Boiler Inspection Fees	0.05	0.13
BSE Listing Fees	6.25	3.00
Audit Fees	0.60	0.60
Membership & Subscription	0.03	0.03
MPCB Cess / Testing Fees	1.07	0.32
Professional tax - company	0.03	0.03
Printing & Stationary	2.04	2.33
Postage & Telephone Expenses	0.68	0.51
Insurance	3.90	2.16
Rent, Rates & Taxes	4.12	3.47
Dealer Discount	155.48	175.18
Vehicle Repairs & Maintainance	5.77	9.56
Kraft Paper Loading charges	14.99	13.29
Advertisement Charges	0.18	0.17
Local Conveyance	0.82	0.82
Travelling Expenses	1.78	0.77
Miscellaneous Office Expenses	3.61	1.94
Drinking Water Charges	0.37	0.43
Professional tax - Directors	0.03	0.03
Water Charges	13.00	5.78
<b>Total 22(b)</b>	<b>219.07</b>	<b>225.11</b>
<b>Total 22(a)+22(b)</b>	<b>882.14</b>	<b>840.18</b>





NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

	As at 31st March 2024 (Amounts in Lacs)	As at 31st March 2023 (Amounts in Lacs)
<b>NOTE 23: EXCEPTIONAL ITEM</b>		
	0	0
<b>Total (23)</b>	<u>0</u>	<u>0</u>

**NOTE 24:** Contingent Liabilities: Guarantee executed in favour of customs for EPCG has been expired and unascertained duty for unfulfilled export obligation is outstanding.

**NOTE 25:** Net deferred tax has not been recognised in view of uncertainty about future taxable income against asset which the deferred tax asset can be realised.

**NOTE 26:** C.I.F. value of imported wastepaper C.I.F. value of imported wastepaper FOR 23-24 Rs. 67,36,221.64/- (USD -78238.30\$) - FOR 22-23 (Rs. 45, 14,171.59) USD- 54152.10 \$

**NOTE NO. 27:** Operating Segment: The company is engaged in the business of manufacturing of Kraft Paper and therefore, has only one reportable segment in accordance with IndAS 108 Operating Segments.

**Note 28:** Government Grants: The company received IPS subsidy claim from Government of Maharashtra of Rs.87.58 Lakhs. Out of which claim of Rs.43.63 lakhs was received during the year under consideration and claim of Rs.32.96 Lakhs is sanctioned by Government but not received till the end of the year.

There are no unfulfilled conditions and other contingencies attached to government subsidy that has been recognized in the financial statements.

The subsidy received is of revenue nature sanctioned against state GST payment and treated as revenue income by the company and shown as other income in the Profit and Loss Account.

**Note 29:-** Additional Regulatory and other information as required by the Schedule III of the Companies Act 2013

**Note 29 (i) :** There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1998 (45 of 1998) and rules made thereunder.

**Note 29(ii) :** The company has not been sanctioned working capital limit in excess of five crore rupees in aggregate from banks of financial institutions on the basis of security of current assets.

**Note 29 (iii) :** The company did not have any transactions with Companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 considering the information available with the company.

**Note 29 (iv) :** The company do have any parent company and accordingly, compliance with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017 is not applicable for the year under audit.



## NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

## Note 29 (v) Key Financial Ratios

Rs. In Lakhs

Particulars	Unit of Measurement	March 31, 2024	March 31, 2023	Variation in %
Current Ratio	In multiples	1.22	0.57	116%
Debt Equity Ratio	In multiples	7.86	15.32	49%
Return of Equity Ratio	In %	55.36%	111.71%	50%
Inventory Turnover Ratio	In days	27	42	36%
Trade receivables Turnover Ratio	In days	25	23	12%
Trade Payables Turnover Ratio	In days	82	70	17%
Net Profit Ratio	In %	3.89%	3.19%	22%
Return on Capital Employed	In %	4.76%	5.45%	13%
Return on Investment	In %	3.74%	4.02%	7%

**Formula adopted for above ratios**

Current Ratio = Current Assets/(Total Current Liabilities- Security Deposits payable on Demand- Current Liabilities of Long Term Debt)

Debt Equity Ratio = Total Debt/ Total Equity

Return of Equity Ratio= Total Comprehensive Income/ Average Total Equity

Inventory Turnover Ratio= 365/(Net Revenue/Average Inventories)

Trade Receivables Turnover Ratio= 365/(Net Revenue/Average Trade Receivables)

Trade Payables Turnover Ratio= 365/(Net Revenue/Average Trade Payables)

Net Profit Ratio = Net Profit/ Net Revenue

Return on Capital Employed = (Total Comprehensive Income + Interest)/ (Average of Equity + Debt)

Return on Investment = Total Comprehensive Income/ Average Total Assets

**Reasons for variation if more than 25%**

- **Current Ratio** :- Current ratio for preceding year was adverse due to large amount of Trade Payables towards capital expenditure. The current ratio is improved in the year under consideration due to decrease in Trade Payables.

- **Debt Equity Ratio** :- Debt Equity ratio is improved in the year under consideration due to increase in equity on account of internal accruals and decrease in outside debts.

- **Return of Equity Ratio** :- Even though Net comprehensive income is increased during the year under consideration, return on equity ratio decreased due to increase in equity due to plough back of profit.

- **Inventory Turnover Ratio** :- Reduction in the net revenue during the year under consideration has caused lower days of Inventory turnover .

**Note 29 (vi):** There is no scheme of arrangement approved by Competent Authority in terms of section 230 to 237 of the Companies Act 2013 during the year

**NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024**

**Note 29 (vii)** The company has not advanced or loaned of invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) of entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing of otherwise) that the intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate beneficiaries.

The company has also not received any funds from any other person(s) of entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing of otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate beneficiaries.

**Note : 29(viii) :** The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the Tax Assessment under the Income Tax Act, 1961 during any of the years.

**Note : 29 (ix)** The company uses an accounting software for maintaining its books of account which has feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with at any time during the year. The audit trail has been preserved by the company as per the statutory requirements for record retention.

**Note No. 30. Fair value measurement of financial Instruments**
**Financial Instruments by category: - In lakhs**

Particulars	31st March, 2024			31st March, 2023		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
Financial Assets						
Investment						
Equity Instruments	0.32			0.32		
Trade receivables			292.80			207.02
Cash and cash equivalents			19.81			7.83
Other bank balances			89.36			1433.91
Derivative Financial assets			0.00			0.00
Security deposits			0.00			0.00
Loans			108.43			46.75
Others			45.84			182.02
<b>Total Financial assets</b>	<b>0.32</b>		<b>556.24</b>	<b>0.32</b>		<b>1877.53</b>
Financial liabilities			0.00			0.00
Borrowings			2724.77			3007.60
Public Deposits			0.00			0.00
Deferral Sales Tax			0.00			0.00
Trade payables			423.47			1313.54
Capital creditors			0.00			0.00
Security deposits taken			0.00			0.00
Other Financial liabilities			13.14			8.76
<b>Total Financial liabilities</b>			<b>3161.37</b>			<b>4329.90</b>

**NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024**

- i) This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

The following table provides the fair value measurement hierarchy of the company's financial assets and liabilities that are measured at fair value or where the fair value disclosure is required.

Financial Assets and Liabilities measured at fair value - recurring fair value measurement at <b>31st March, 2024</b>	Notes	Level 1	Level 2	Level 3	total
Financial Assets					
Financial Investment at FVPL					
Equity Instruments				0.32	0.32
Total Financial Assets				0.32	0.32
Financial Liabilities		0	0	0	0
<b>Total Financial Liability</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Financial Assets and Liabilities measured at fair value - recurring fair value measurement at <b>31st March, 2023</b>	Notes	Level 1	Level 2	Level 3	total
Financial Assets					
Financial Investment at FVPL					
Equity Instruments				0.32	0.32
Total Financial Assets				0.32	0.32
Financial Liabilities		0	0	0	0
<b>Total Financial Liability</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

(Level- 3 If one or more of the significant is no based on observable data. The instrument is included in level three. This is the case for unlisted equity securities.

- (ii) Valuation technique used to determine fair value

The following methods and assumptions were used to estimate the fair value of the level 3 financial instruments included in the above tables:

The investment in unquoted equity instrument represents investment in equity shares of Ambala Cements Ltd and National General Industries Ltd. The fair value arrived at is after taking into account the relevant financial indicators of the respective companies.

**NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024**

(iii) As per Ind AS 107 "Financial Instrument: Disclosure", fair value disclosures are not required when the carrying amounts reasonably approximate the fair value. Accordingly fair value disclosures have not been made for the following financial instruments:-

1. Trade receivables
2. Cash and cash equivalent
3. Other bank balances
4. Security deposits
5. Borrowings
6. Trade payables
7. Employee dues
8. Other payables

**NOTE 30(i): FINANCIAL RISK MANAGEMENT**

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

**a. MANAGEMENT OF CREDIT RISK**

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations and arises principally from the company's receivables from customers

**i) Trade receivables:-**

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs. 292.80 lakhs and Rs. 207.01 lakhs as of 31st March 2024 and 31st March 2023, respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The company have stop supply mechanism in place in case outstanding goes beyond agreed limits. Based on prior experience and an assessment of the current economic environment, management believes there is no further credit risk provision required.

<b>i a. Ageing Analysis of Trade Receivables</b>		Rs. In Lakhs
<b>Particulars</b>	<b>31/03/2024</b>	<b>31/03/2023</b>
More Than 6 months	<b>24.14</b>	24.14
Others	<b>268.66</b>	182.87

**NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024****ib. Other financial assets:-**

Credit risk on cash and cash equivalents is limited as the company generally invests in deposits with banks and financial institutions with good reputation. The Company's maximum exposure to credit risk is the carrying value of each class of financial assets.

**b. MANAGEMENT OF LIQUIDITY RISK**

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses or risking damage to company's reputation. In doing this, management considers both normal and stressed conditions. Management monitors the rolling forecast of the company's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

The company has access to funds from debt markets through loan from banks. The company invests its surplus funds in bank deposits.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

Particulars	Contractual Cash Flows As on 31/03/2024 Rs. In Lakhs				
	Carrying Value	Total	Within 12 months	1-5 Years	More than 5 Years
<b>Non- Current</b>					
Borrowings	2724.76	2724.76		2724.76	
Other Financial Liabilities	0	0		0	
<b>Current</b>					
Short Term Borrowings	0	0	0		
Trade Payables	423.46	423.46	423.46		
Other Current Liabilities	13.14	13.14	13.14		

Particulars	Contractual Cash Flows As on 31/03/2023 Rs. In Lakhs				
	Carrying Value	Total	Within 12 months	1-5 Years	More than 5 Years
<b>Non- Current</b>					
Borrowings	3007.60	3007.60		3007.60	
Other Financial Liabilities	0	0		0	
<b>Current</b>					
Short Term Borrowings	0	0	0		
Trade Payables	1313.54	1313.54	1313.54		
Other Current Liabilities	8.76	8.76	8.76		

\* Borrowing includes Inter-Corporate deposits. Repayment period of ICDs is not stipulated but it is assumed that they will be repaid over a period of five years.

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**NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024****c. MANAGEMENT OF MARKET RISK:**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of fluctuation in market prices. These comprise three types of risk i.e. currency rate, interest rate and other price related risks. Financial instruments affected by market risk include loans and borrowings, deposits, investments, and derivative financial instruments. Regular interaction with bankers, intermediaries and the market participants help us to mitigate such risk.

**i) Foreign currency risk**

The company makes payment in foreign currency for material imported. The transactions in foreign currency constitute very small proportion of total transaction. Hence, foreign exchange risk is not material market risk to the Company. During the period under audit or in comparative period presented the company has not made any derivative financial instruments related transaction to cover foreign exchange risk or otherwise.

The company did not have any unhedged foreign currency exposure as on 31/03/2024 or any other earlier two preceding years.

**ii) Interest rate risk exposure**

Interest rate risk is the risk that the fair value or future cash flows on a financial instrument will fluctuate because of changes in market interest rates. The management is responsible for the monitoring of the company's interest rate position. Various variables are considered by the management in structuring the company's investment to achieve a reasonable competitive cost of funding. Only interest bearing loan outstanding is small amount of loan against vehicle bearing fixed interest. The company has not borrowed any other funds bearing interest.

**NOTE 30 (ii): CAPITAL MANAGEMENT****(a) Risk management**

The Company's capital comprises equity share capital, share premium, retained earnings attributable to equity holders.

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and maintain an optimal capital structure to reduce the cost of capital.

The company had incurred heavy loss in past resulting in complete erosion of its net worth. Net worth has turned positive from year ended on 31/03/2018. But the company is not yet in position to pay dividend to share holder.





## NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

## Note No. 31 Consumption of Raw Material For 2023-2024

Amt in Lakhs

Item Name	Opening Stock		Purchases		Total		Consumption		Closing Stock	
	Qty	Value	Qty	Value	Qty	Value	Qty	Value	Qty	Value
Bagasse	0.01 (0.10)	23.01 (208.42)	0.01 (0.07)	18.88 (140.71)	0.02 (0.17)	41.89 (349.13)	0.02 (0.16)	41.89 (326.12)	0.00 (0.01)	0.00 (23.01)
Firewood	0.03 (0.03)	74.06 (80.36)	0.16 (0.24)	209.48 (165.07)	0.18 (0.27)	283.53 (245.43)	0.17 (0.24)	241.19 (171.37)	0.01 (0.03)	42.35 (74.06)
cashew cake oil	0.00 0	0 0.00	0.0002563 0.00	2.3067 0.00	0.0002563 0.00	2.3067 0.00	0.0002563 0.00	2.3067 0.00	0 0.00	0 0.00
Indian Waste Paper	0.01 (0.01)	140.95 (206.35)	0.14 (0.13)	1958.94 (2465.39)	0.15 (0.14)	2099.89 (2671.73)	0.15 (0.13)	2090.85 (2530.78)	0.00 (0.01)	9.04 (140.95)
Imported Waste Paper	0.00 (0.00)	16.68 (63.38)	0.00 (0.00)	83.09 (53.78)	0.00 (0.00)	99.77 (117.16)	0.00 (0.00)	71.70 (100.48)	0.00 (0.00)	28.06 (16.68)
Chemicals	0.00 0	5.40 (2.39)	0.00 0.00	99.10 (80.98)	0.00 0.00	104.50 (83.36)	0.00 0.00	99.62 (77.96)	0.00 0.00	4.88 (5.40)
Packing Material	0.00 0	2.21 (0.88)	0.00 0.00	46.21 (54.98)	0.00 0.00	48.43 (55.86)	0.00 0.00	48.30 (53.65)	0.00 0.00	0.12 (2.21)
<b>Total</b>	<b>0.05</b> (0.15)	<b>262.31</b> (561.78)	<b>0.31</b> (0.43)	<b>2418.00</b> (2960.90)	<b>0.35</b> (0.58)	<b>2680.31</b> (3522.68)	<b>0.34</b> (0.53)	<b>2595.86</b> (3260.37)	<b>0.02</b> 0.05	<b>84.45</b> (262.31)

**NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024**
**Note 32: Related Party Disclosure:**

List of the parties with whom transactions have taken place during the year. -

**A. List of Directors of Kay Power and Paper Limited**

1	Mr. Niraj Chandra	Chairman & Managing Director
2	Mrs. Deepa Agarwal	Non- Executive Non- Independent Director
3	Mr. Arvind Vinayak Kulkarni	Non- Executive Independent Director
4	Mr. Sandeep R. Shahapurkar	Non- Executive Independent Director
5	Mr. Kaustubh N. Wadikar	Non- Executive Independent Director

**B. List of Key Managerial Personnel of Kay Power and Paper Limited**

1	Mr. Niraj Chandra	Chairman & Managing Director
2	Mr. Sagar Mohite	Company Secretary & Compliance Officer
3	Mrs. Snehal Hemant Mohite,	Chief Financial Officer (from 13 November 2021)

**C. Entities where control/ significant influence by KMPs and their Relatives exists and with whom transactions have taken place.**

- 1 Kay Bouvet Engineering Limited
- 2 Kay Nitroxigen Private Limited
- 3 Kay Chandra Iron Engineering works Pvt Ltd
- 4 Kay Inns Pvt Ltd
- 5 Kay Inns & Investment Private Limited
- 6 Satara Engineering Products & Equipment Pvt Ltd

**D. Relatives of Directors and Key Management Personnel, where transactions have taken place:**

- 1 Mrs. Aditi Chandra

1) Details of Related Party Transactions are as follows: - (Rs. in Lacs)

**A. Remuneration to Directors & KMP**

Remuneration to Directors & KMP		Financial Year	
		2023-24	2022-23
1	Mr. Arvind V. Kulkarni - Independent Director	3.00	3.00
2	Mr. Sandip Shahpurkar - Independent Director ( Sitting Fees+ Reimbursement Exp)	0.12	0.10
3	Mr. K N Wadikar - Independent Director ( Sitting Fees+ Reimbursement Exp)	0.12	0.10
4	Mr. Sagar Mohite, Company Secretary & Compliance Officer	7.86	7.56
5	Mrs. Snehal Hemant Mohite, Chief Financial Officer	2.70	2.21



## NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

## B. Purchase of Material and Services Received

(Rs. in Lacs)

Sr No.	Name of the related party	01/04/2022 to 31/03/2024						01/04/2021 to 31/03/2023			
		Opening Balance as on 01/04/2023	Material Purchase	Services Received	Payment Made	Outstanding Balance as on 31/03/2024	Opening Balance as on 01/04/2022	Material Purchase	Services Received	Payment Made	Outstanding Balance as on 31/03/2023
1	Kay Bouvet Engineering Limited-Regular Purchase Transactions	11.56	1.87	0.59	1.45	12.57	3.77	0.00	0.71	0.00	11.56
	Kay Bouvet Engineering Limited-capital goods Purchase Transactions	26.65	1.81	0	0	28.47	0.00	26.65	0.00	0.00	26.65
2	Kay Nitrogen Private Limited	1.44	0.57	0	2.10	0.00	0.13	1.31	0.00	0.00	1.44
3	Chandra Trading & Investment Pvt Ltd.	0.47	0.00	0.00	0.47	0.00	0.47	0.00	0.00	0.00	0.47
4	Satara Engineering Products & Equipment Pvt Ltd (capital goods)	778.24	576.26	0.00	1354.50	0.00	0	1166.77	0.00	388.53	778.24

## NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

## C. Unsecured Loan

(Rs. in Lacs)

Sr. No.	Name of the related party	01/04/2023 to 31/03/2024				01/04/2022 to 31/03/2023			
		Opening Bal as on 01/04/2023	Received	Payment	Outstanding Bal as on 31/03/2024	Opening Bal as on 01/04/2022	Received	Payment	Outstanding Bal as on 31/03/2023
1	Kay Inns and Investment Pvt. Ltd (Formerly Known as Kay Capital and Investment Co. Pvt Ltd)	307.00	0.00	0.00	307.00	307.00	0.00	0.00	307.00
2	Kay Inns Pvt Ltd	50.00	0.00	0.00	50.00	50.00	60.00	60.00	50.00
3	Kay Nitroxigen (P) Ltd	744.00	0.00	0.00	744.00	1108.90	0.00	365.00	744.00
4	Mrs. Aditi Chandra	4.00	0.00	0.00	4.00	4.00	0.00	0.00	4.00
5	Kay Chandra Iron Engineering Works Ltd	165.00	0.00	0.00	165.00	0.00	165.00	0.00	165.00
6	Chandra Trading & Investment Pvt Ltd	334.00	1100.00	189.72	1244.28	150.00	260.00	76.00	334.00
7	Satara Engineering Products & Equipment Pvt Ltd	1045.00	10.00	1069.00	-14.00	0	1045.00	0.00	1045.00
8	Shushil chandra huf	60.00	0	0	60.00	0	60.00	0.00	60.00

**NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024****D) OUTSTANDING BALANCE AS ON 31.03.2024: (RS. IN LACS)****a) Key Management Personnel - NIL**

There are no loans and advances given in the nature of loans to above mentioned related parties.

**NOTE 33: Payment to Statuary Auditors**

Particulars	2023-24	2022-23
For Audit Fees	0.60	0.60

**NOTE 34:** the previous year figures have been re-grouped/ re-classified to confirm to current year classification

Note: - Figures in bracket pertain to previous year or reverse impact

*The accompanying notes are an integral part of the financial statements*

As per our report of even date

For **Godbole & Co.**  
Chartered Accountants

**Ashutosh Godbole**  
Proprietor  
(M. No. 104822)  
UDIN NO- -24104822BJZXIZ6906

Place : Satara  
Date : 28th May 2024

**For and on behalf of the Board of Directors**

**Niraj Chandra**  
Chairman and  
Managing Director  
DIN: - 00452637

**Snehal Mohite**  
Chief Financial Officer  
PAN - AVOPJ4997N

Place : Satara  
Date : 28th May 2024

**Deepa Agarwal**  
Director  
DIN: 00452947

**Sagar Mohite**  
Company Secretary  
M. No. F11632

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**KAY POWER AND PAPER LIMITED****CIN- L21099MH1991PLC061709****Registered Office: - Gat No. 454/457, A/P – Borgaon, Tal Dist – Satara- 415519****PROXY FORM**

[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 Members :- Registered Address :-		Email ID :- Folio No./Client ID :- DP ID :-	
---	--	---	--

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

1.	2.	3.
Name :-	Name :-	Name :-
Address:-	Address:-	Address:-
Email ID :-	Email ID :-	Email ID :-
or failing him	or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Third Annual General Meeting, to be held on Monday, 23rd September 2024 At 3.00 p.m. at Registered Office of the company at Gat No. 454/457, A/P - Borgaon, Tal Dist – Satara- 415519

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

Sr.	Resolutions	For	Against
1.	Consider and adopt: Audited Financial Statement, Reports of the Board of Directors and Auditors (Ordinary Resolution)		
2.	Re-appointment of Mrs. Deepa Agarwal who retires by rotation (Ordinary Resolution)		
3.	To appoint M/s. R Y Kulkarni & Associates, Chartered Accountants, Pune as a Statutory Auditors of the Company (Ordinary Resolution)		
4.	To approve the appointment of Mr. Anilkumar Govind Bidkar (DIN: -10639665) as an Independent director (Ordinary Resolution)		
5.	To approve the appointment of Mr. Satish Laxman Pharande (DIN: 03516332) as an Independent director (Ordinary Resolution)		
6.	To approve the material related party transaction (Ordinary Resolution)		
7.	Approval for Material Related Party Transactions pertaining to Subsidiary of the Company (Ordinary Resolution)		

Affix  
Revenue  
Stamp

Signed this..... day of..... 2024

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 hours 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 shareholder.
4. \*\* This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the '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 a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

## KAY POWER AND PAPER LIMITED

Regd. Office:- Gat No. 454/457, A/P – Borgaon, Tal Dist – Satara- 415519  
CIN- L21099MH1991PLC061709

### ATTENDANCE SLIP

To be handed over at the Meeting Hall

Name of the attending Member (in Block Letters)	Member's
	Ledgers Folio/ D.P. ID & Clint ID
Name of the Proxy ( in Block Letters ) (To be filled in if the proxy attending instead of the Members)	

No. of shares Held :-

I hereby record my presence at the THIRTY THIRD ANNUAL GENERAL MEETING of the Company to be held at Registered office at Gat No. 454/457, A/P – Borgaon, Tal Dist – Satara- 415 519 at 3.00 p.m. on Monday, 23rd September 2024.

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Member's/ Proxy's Signature

## MAP of venue of the 33rd Annual General Meeting held on Monday, 23rd September 2024

Google Maps

Satara, Maharashtra to Kay Power and Paper Limited, Gat No. 454/457, Satara, Bargaon, Maharashtra 415519

Drive 14.0 km, 21 min



Imagery ©2024 Airbus, CNES / Airbus, Landsat / Copernicus, Maxar Technologies, Map data ©2024 2 km



## BOOK - POST

*If undelivered, please return to :*

**KAY POWER AND PAPER LIMITED**

Plot No. B-54, Old MIDC Area, Satara -415004