



KAY POWER AND PAPER LIMITED

Reg off:- Gat No. 454/457, Village Borgaon, Tal./Dist. Satara - 415 519
Website- www.kaypowerandpaper.com, Email- kppl.secretarial@gmail.com
CIN- L21099MH1991PLC061709

Ref. No. KPPL/BSE/ 23/2022-23

Date: - 29th August 2023

To,
Department of Corporate Services,
Bombay stock exchange
P. J. Towers, Dalal Street,
Mumbai: 400001

Sub- Annual Report of FY 2022-23

Dear Sir,

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith 32nd Annual Report of FY 2022-2023.

32nd Annual Report 2022-2023 of the Company will be made available on the Company's website <http://www.kaypowerandpaper.com/reports.asp> and it is being e-mailed to the Shareholders of the Company today i.e., 29.08.2023.

Please take the same on record.

Thanking You,

Yours Faithfully,
For **KAY POWER AND PAPER LIMITED**



SAGAR MOHITE
(Company Secretary &
Compliance Officer)

KAY POWER AND PAPER LIMITED



**32nd
Annual Report
2022-2023**



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 SECOND ANNUAL GENERAL MEETING

Monday, 25th September 2023

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 32nd (Thirty Second) Annual General Meeting of the Members of KAY POWER AND PAPER LIMITED will be held at 3.00 p.m. on Monday, 25th September 2023 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, 2023, 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.

SPECIAL BUSINESS:

Item No. 3: To ratify the material related party transaction

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special 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), consent of the members be and is hereby accorded to the board of directors for ratifying the material related party contract /arrangement which has been entered into by the Directors/Board of directors of the company on dated 13th Feb, 2023 with M/s. Satara Engineering Projects and Equipments 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 supplying, erecting and commissioning the boiler of six tons per hour capacity and wire parts of paper machine total worth of Rs. 18,00,00,000/- (Eighteen Crores Only) plus taxes extra on prevailing market price.

RESOLVED FURTHER THAT, Mr. Niraj Chandra (DIN:00452637), Chairman and Managing Director of the company, be and hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions.

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.”

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

Niraj Chandra
Chairman and Managing Director
DIN: - 00452637

Place: Satara

Date: 11th August, 2023

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 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 Corporate Governance Report forming part of the Annual Report.
3. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item No. 3 of the Notice is annexed hereto.
4. Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 19th September 2023 to Monday, 25th September 2023 (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 32nd AGM and the Annual Report for the year ended 31st March, 2023 including therein the Audited Financial Statements for year ended 31st March, 2023, 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- dematremat@linkintime.co.in \ rnt.helpdesk@linkintime.co.in or 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 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 (2022-23).

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 32nd 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, 22nd September 2023 at 9.00 am and ends on Sunday, 24th, September 2023 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 18th September 2023 may cast their vote electronically. The e-voting which they module shall be disabled by CDSL for voting thereafter.

The instructions for shareholders voting electronically are as under:

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.

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.

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.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>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 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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: https://eservices.nsdl.com 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.</p>



Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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

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) 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.
 - 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • 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.
Dividend Bank Details OR 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"> • 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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose



to vote.

- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) 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 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.
- 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.co, 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

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. 3

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, to enter into the material related party transactions with related party shall require prior approval of the shareholders of the company by a special resolution.

“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.

Directors/Board of Directors of the company has entered into the contract/ agreement with the related party M/s. Satara Engineering Projects and Equipments Private Limited for supplying, erecting and commissioning the boiler of six tons per hour capacity and wire parts of paper machine total worth of Rs. 18, 00, 00,000/- (Eighteen Crores Only) plus taxes extra on prevailing market price, without obtaining the prior approval of shareholders of the company in general meeting for early completion of plant modification work at site.

The company has taken a prior approval of audit committee and board of directors meeting held on 13th Feb, 2023 for said material related party transaction. But the company has failed to get the prior approval from shareholders of the company

As per the related party transaction policy, audit committee have powers to give suitable directions to board of director's, if prior approval of material transaction with a related party has not been taken from shareholders. The audit committee shall evaluate all options available to the Company, including ratification, revision or termination of the related party transaction.

In the audit committee meeting held on 29th May, 2023, committee members has discussed this matters carefully and directed to board of directors that this material related transaction shall require to ratify from shareholders of the company as prior approval has not taken from the shareholders of the company. The audit committee has taken this decision as per



the powers assigned to them in the related party transaction policy adopted by the company.

Therefore board of directors of the company in its meeting held on 29th May, 2023 has recommended this resolution for ratifying the aforesaid related party transaction by the shareholders of the company as per the Regulation 23 of SEBI (listing obligations and disclosure requirements) regulations, 2015 and companies related party transaction policy.

The aforesaid related party transaction which has entered by a Directors/Board of Directors of the company with the M/s. Satara Engineering Projects and Equipments Private Limited is on prevailing market conditions hence on arm's length basis. The said related party transaction is exceeding the 10% of annual turnover of the company hence contract is considered as a material in nature. The above contract/agreement was entered with the prior approval by the audit committee and board of directors in their meetings held on 13th Feb, 2023.

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 Equipments Private Limited
2. Name of the Director or Key managerial Personnel who is related, if any – Ms. Deepa Agarwal
3. Nature of Relationship- Ms. 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 entered for

supplying, erecting and commissioning the boiler of six tons per hour capacity and wire parts of paper machine is worth of Rs. 18, 00, 00,000/- (Eighteen Crores only) plus taxes extra.

5. The contract has been 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 and does not come under the ordinary course of business. The above contract/agreement was approved by the audit committee and board of directors at their meetings held on 13th Feb, 2023.

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 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 Special Resolution set out at Item No. 3 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: 11th August, 2023.

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the thirty second (32nd) Annual Report on the business and operations of your Company and Audited Financial Statement for the year ended 31st March 2023.

FINANCIAL RESULTS:

Financial Year	(Rs. in lacs)	
	2022-23	2021-22
Revenue from operations (Net)	4344.89	3440.48
Other Income	64.28	3.03
Total Revenue	4409.17	3443.51
Less: Expenses		
Cost of material consumed	3260.37	2632.80
Changes in Inventories of finished Goods & Work in Progress	-4.32	-27.52
Manufacturing Expenses	615.07	465.35
Employee Benefit Cost	87.25	80.33
Finance cost	1.72	1.90
Depreciation and amortization Expenses	83.15	83.27
Other Expenses	225.11	198.22
Total Expenses	4268.34	3434.36
Exceptional Items	0.00	0.00
Net Profit Before Tax	140.83	9.14
Less: Income tax provision	0.00	00
Net Profit After Tax	140.83	9.14

OPERATIONS:

During the year under review, the paper division produced 10936.740 MT. of Kraft Paper as against 8885.208 MT in the previous year.

The company has achieved sales of Rs. 4344.89 lakhs as compared to Rs. 3440.48 lakhs in previous year.

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

The company has replaced old wire parts with the new wire parts. The new wire part machinery is commissioned in the month of June 2023. This has improved the quality & increase the 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 wide range of Kraft paper from 80 gsm to 180 gsm, to meet the requirements of all the segments.

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

RESERVE AND SURPLUS

An amount of Rs.140.83/- 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 had taken adequate care in its implementation by identifying various elements of risk which may cause 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 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 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

Your Directors/Board of Directors of the company has entered into the contract/ agreement with the related party M/s. Satara Engineering Projects and Equipments Private Limited for supplying, erecting and commissioning the boiler of six tons per hour capacity and wire parts of paper machine total of Rs. 18, 00, 00,000/- (Eighteen Crores Only) plus taxes extra on prevailing market price, without

obtaining the prior approval of shareholders of the company in general meeting for early completion of plant modification work at site.

The company has taken a prior approval of audit committee and board of directors meeting held on 13th Feb, 2023 for said material related party transaction. But the company has failed to get the prior approval from shareholders of the company.

As per the related party transaction policy, audit committee have powers to give suitable directions to board of director's, if prior approval of material transaction with a related party has not been taken from shareholders of the company. The audit committee shall evaluate all options available to the Company, including ratification, revision or termination of the related party transaction.

Accordingly, in the audit committee meeting held on 29th May 2023, the committee members had discussed this matters carefully and directed to board of directors that this material related transaction should require to ratify from shareholders of the company as prior approval of shareholders has not taken as per the related party transaction policy adopted by the company.

As per the direction of the Audit committee, board of directors of the company in it meeting held on 29th May, 2023 has recommended the special resolution in ensuing general meeting to ratify the material related transaction from shareholders of the company.

Accordingly, the board of directors put necessary special resolution in the notice of 32nd annual general meeting of the company for the consideration and approval of members of the company.

The report in the form AOC 2 under the sub-section 2 of section 188 of the Company's act 2013 is provided in this Board Report as Annexure I.

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 sets out related party transaction.

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 ensuing general meeting and being eligible offers herself for re-appointment at the ensuing Annual General Meeting of the company.

None of the Directors of the Company for the financial year ending on 31st March, 2023 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

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 4 (Four) Board meetings during the financial year under review. 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 2023 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, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the 31st AGM held on 26th September 2022, to hold office from the conclusion of the said meeting till the conclusion of the 36th AGM of the Company to be held in the calendar year 2027 (For the Financial Year 2022-23 to 2026-27).

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 2022-23, as required under Section 204 of the Companies Act, 2013 and Rules there under. The secretarial audit report for FY 2022-23 forms part of the Annual Report as Annexure II 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 III 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 2022-23 is available on the website of the Company at www.kaypowerandpaper.com/reports.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 for cost audit from the financial year 2015-16. Hence company has not appointed cost auditor for the financial year 2022-23.

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 IV 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 V 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

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 2022-23.

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 has been denied access to the audit committee.

The Company has designated the Manager, Mr. Hanmant Kadam 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

Vigilance officer – kadam.h43@gmail.com

The Company aims to propagate a culture for maintaining 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 VI, 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. 2022-23.

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 onetime 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: 11th August 2023

Annexure - I

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

This Form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered in to during the year ended March 31, 2023, which were not at arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a	Name (s) of the related party & nature of relationship	M/s. Satara Engineering Projects and Equipments Private Limited, a related party under Section 2(76) (iv).
b	Nature of contracts/arrangements/transaction	For supplying, erecting and commissioning the boiler of six tons per hour capacity and wire parts of paper machine
c	Duration of the contracts/arrangements/transaction	Till the completion of supply of boiler of six tons per hour capacity and wire parts of paper machine by related party or one year from the date of approval whichever is earlier.
d	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 18,00,00,000/- (Eighteen Crores Only) plus taxes extra
e	Date of approval by the Board	13/02/2023.
f	Amount paid as advances, if any	-

The company has taken a prior approval of audit committee and board of directors meeting held on 13th Feb, 2023 for said material related party transaction. But the company has failed to get the prior approval from shareholders of the company.

The board of directors put necessary special resolution in the notice of 32nd annual general meeting of the company to ratify the said material related party transaction form shareholders of the company,

For and on behalf of the Board of Directors

Date: - 11th August, 2023
Place: - Satara

Niraj Chandra
Chairman and Managing Director



ANNEXURE II

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2023
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 2023 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 2023 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; **(Not Applicable to the Company during the Audit Period) -**

- 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: F005373E000779731

Place : Satara

Date : 10th August 2023

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

UDIN: F005373E000779731

Place: Satara

Date: 10th August 2023

**ANNEXURE III : 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 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 2023.

Sr. No	Name of the Director	Category	No. Of other Director-ships ¹	Committee positions ²		No. of Shares Held in the Company as at 31.03.2023
				As Chairman	As Member	
1.	Mr. Niraj Chandra	Promoter -Executive	1	Nil	1	16, 52,100
2.	Ms. Deepa Agarwal	Promoter - Non -Executive Non Independent	Nil	1	1	7,41,100
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 director of the company is holding position as a director in any listed company.

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

During the year 01.04.2021 to 31.03.2022, Four Board Meetings were held on 27.05.2022, 13.08.2022, 11.11.2022 and 13.02.2023.

Name of the Director	No. of Board Meetings attended	Attendance at last AGM
Mr. Niraj Chandra	4	Present
Ms. Deepa Agarwal	4	Present
Mr. A. V. Kulkarni	4	Present
Mr. Kaustubh Wadikar	4	Present
Mr. Sandeep Shahapurkar	4	Present

The last Annual General Meeting was held on 26th September, 2022.

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	<ol style="list-style-type: none"> 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.	Ms. Deepa Agarwal	Non-Executive Non- Independent Director	<ol style="list-style-type: none"> 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	<ol style="list-style-type: none"> 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 expiry of their term.

3. Audit Committee

The Audit Committee comprises three Independent Directors and Company Secretary as the Secretary of the Committee. The Committee met 4 times during the financial year ended 31st March 2023.

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 27.05.2022, 13.08.2022, 11.11.2022 and 13.02.2023. 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 in 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 persons who are qualified to become Directors and who may be appointed in 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

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 on 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
Ms. Deepa Agarwal	Member
Mr. Sandeep Shahapurkar	Member

The one nomination remuneration committee meeting was held on 13.08.2022. The all the above committee member 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 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 qualification, 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 qualification, 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, 2023

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	-	#	-	-
Ms. Deepa Agarwal	-	-	-	-
Mr. A. V. Kulkarni	3,00,000*	-	-	3,00,000
Mr. Kaustubh Wadikar	10,000	-	-	10,000
Mr. Sandeep Shahapurkar	10,000	-	-	10,000

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 fess + 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 13.02.2023. The all the above mentioned committee member were present in said meeting.

During the financial year 2022-23, the stakeholder's relationship committee have not received any complaints 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, 2023. During the FY 2022-23, 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
2019-20	28.09.2020	3.00 p.m	Gat No.454/457, A/P. Borgaon, T/D. Satara – 415 519.	1. Approval of Material Related Party Transaction.
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

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, 25th September, 2023.

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 equipments private Limited, M/s. Halkarni Medical Industrial Gases Private Limited and Ratnagiri Medical and Industrial Gases Private Limited. She holds 741100 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/CorporateGovernance.asp>
- 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/CorporateGovernance.asp>
- 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
- 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.
- n) During the financial year 2022-23, 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. 2022-23.
- q) The board has accepted all the recommendation which were received from committees of the board during the financial year 2022-23.
- 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 2022-23 is Rs. 2,49,000
- 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:-
 - a) The Company has complied with the requirements of Part C of sub-paras (2) to (10) of

Schedule V of the SEBI Listing Regulations.

- b) 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 31/03/2023. Hence no any 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 30.6.2023	Before 14 th August, 2023
Financial reporting for the quarter ending 30.9.2023	Before 14 th November, 2023
Financial reporting for the quarter ending 31.12.2023	Before 14 th February, 2024
Financial reporting for the quarter ending and year ending 31.03.2024	Before 30 th May, 2024
Annual General Meeting Venue	25 th September 2023 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	Bombay Stock Exchange Ltd.
Plant Location	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 19 th September, 2023 to 25 th September, 2023	
ISIN for the Company's Equity Shares in Demat Form Depository Connectivity	INE961B01013 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	-	-
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. The timeline provided by SEBI to furnish / update the above details was 31st March, 2023, which has now been extended till 30th September, 2023. Folios wherein any one of the above mentioned details are not registered by 1st October, 2023 shall be frozen. 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.

In accordance with the SEBI circular dated 3rd September, 2022, 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 2023.

No. of shares	No of Shareholders	% of Shareholders	Total face value Rs.	% of total Value
Up to 500	5250	85.97	711763	6.6895
501-1000	363	5.94	322345	3.0296
1001-2000	167	2.73	264017	2.4814
2001-3000	90	1.47	233859	2.1979
3001-4000	37	0.61	131070	1.2319
4001-5000	39	0.64	186625	1.7540
5001-10000	78	1.28	582333	5.4731
10001 and above	83	1.36	8207988	77.1427
TOTAL	6107	100	10640000	100

Categories of shareholders as on 31st March 2023.

Category	No. of shares held	Voting Strength (%)
Promoters, Relatives and Associate Companies	4769746	44.83
Public	5022475	47.20
NRI/FII's/OCB's	130470	1.23
Domestic Companies	717309	6.74
Total	10640000	100.00

MARKET PRICE DATA

The monthly high and low quotations of Shares traded on Bombay Stock Exchange Ltd., during April 2022 to March 2023.

Month and year	High Price	Low Price
April 2022	7.23	5.21
May 2022	5.80	4.43
June 2022	6.82	4.19
July 2022	6.11	4.01
August 2022	8.17	4.81
September 2022	9.70	6.60
October 2022	9.50	7.25
November 2022	8.79	7.33
December 2022	8.80	7.38
January 2023	8.80	7.15
February 2023	8.15	6.62
March 2023	8.59	6.37



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

Date : 11th August 2023

Place : Satara

Niraj Chandra
Chairman and
Managing Director
DIN: 00452637

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, 2023, 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

Date: : 11th August 2023

Place: Satara

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, 2023, 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

Date : 07th August, 2023
Place : Satara

Neha A. Doshi
Proprietor
FCS No. : 5373
CP No. : 4631
UDIN- F005373E000756651



ANNEXURE IV

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 2023.

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:

	2022-23	2021-22
Earnings	-	-
Outgo	(USD) 54,152.10	(USD) 43,238.58

For and on behalf of the Board of Directors

Date: - 11th August, 2023
Place: - Satara

Niraj Chandra
Chairman and Managing Director

**ANNEXURE V - 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 2023
Mr. Sagar Mohite	Company Secretary	7,56,000
Mrs. Snehal Mohite	Chief Financial Officer	2,21,820

Note:-

1. The Median Remuneration of Employees (MRE) was "1,25,710" and "1,43,813" in fiscal 2023 and 2022 respectively. The Decrease in MRE over the fiscal 2023 is -12.58%.
2. The number of permanent employees on the rolls of the Company as of March 31, 2023 and March 31, 2022 was 49 and 43 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 2022-23 as per the Nomination and Remuneration policy of the company.

For and on behalf of the Board of Directors

Niraj Chandra

Chairman and Managing Director

Date: - 11th August, 2023

Place: - Satara



List of top ten employees in terms of remuneration drawn in the Year 2022-23 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 2020-21	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	7,56,000	Permanent	B.COM, CS, LLB /15 years	28.05.2014	40 years	Nil	No
2	Mr. Mohan Saxena	General Manager	6,75,000	Permanent	BE/32 Years	01.05.2022	59 years	Nil	No
3	Mr. Dayasing S. Shukla	Lab Incharge	4,54,750	Permanent	B.Sc / 35 years	09.07.2008	55 years	Nil	No
4	Mr. Rajeshkumar Sing	Maintenance Forman	3,42,946	Permanent	B.A/ 29 Years	18.08.2012	51 Years	Nil	No
5	Mr. L. V. Kawade	Purchase Officer	2,67,000	Permanent	B.A / 19 years	08.10.2008	44 years	Nil	No
6	Mr. H S Kadam	Admin Manager	2,32,918	Permanent	S.Y Bcom/23 Years	01.02.2021	55 Years	Nil	No
7	Mr. Santosh Prasad	Machine Operator	2,16,000	Permanent	School/ 20 Years	01.07.2021	41 Years	Nil	No
8	Mr. Sachin Swami	Lab Assistant	2,27,640	Permanent	BSE (Chem)/5 Years	01.06.2022	31 Years	Nil	No
9	Mr. Chandan Saroj	Machin Operator	2,22,032	Permanent	S.S.C	21.07.2021	43 Years	Nil	No
10	Mrs. S H Mohite	Chief Financial Officer	2,21,820	Permanent	B.Com/10 Years	11.08.2015	33 Years	Nil	No



ANNEXURE VI : 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 waste paper. 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 in building strong relationship with customers and eliminated supplementary cost.

OPPORTUNITIES AND THREATS:

India's paper industry is expected to grow

at 8 to 9 percent year over year, with the packaging industry poised to grow at 22 to 25 percent annually. Advances in education, a fast-growing middle class, strong growth in sectors like fast-moving consumer goods (FMCG)—pharmaceuticals, liquor, cosmetics, and organized retailing are the main drivers of demand for paper and packaging products.

Per capita consumption of paper in India remains woefully low at 22 lbs. compared to 770 lbs. in the United States and 363 lbs. in the European Union in 2010. India has 15 percent of the world's population but consumes less than 2 percent of the world's paper. But Per capita consumption of paper has almost doubled in the last decade.

Under the baseline scenario, by 2024-25, domestic consumption is projected to rise to 23.5-million TPA and production to 22.0-million TPA. About one million TPA of integrated pulp, paper and paperboard capacity is required to be created in India on an annual basis over the current capacity to meet the growing demand.

The company has adequate infrastructure facilities such as land, water & power. Apart from this company has the flexibility of various grades of paper, which gives the company a distinct competitive advantage.

The availability of raw material has always been a matter of concern for the industry. In India about 850,000-1,000,000 tons of waste paper is being currently recovered annually. The recovery rate works out to about 20% which is much lower in comparison with 65% recovery achieved by many global players. Low recovery is on account of alternate use of paper in wrapping, packing, etc. The utilization rate of recovered fiber is only 47%. Paper

mills are heavily dependent on imported waste paper which commands exorbitant price due to inadequate availability. India needs a well-defined and aggressive system for collection, sorting, grading and utilization of recyclable waste paper to contain imports.

At the same time, it may face competition due to proliferation of capacities in the country.

Current Business Scenario

The paper industry is growing day by day but simultaneously the industry is facing various problems like waste paper supply shortage as well as non-availability of shipping containers.

SWOT analysis – Indian paper industry

Competitive strengths

1. Large and growing domestic paper market
2. Up to date research institute (CPPRI)
3. High Employability
4. Recyclability of Waste Paper
5. Know how in non-wood pulping and applications
6. Well-developed printing industry
7. Local market knowledge

Competitive weaknesses

1. Fiber shortage, especially virgin wood Fiber
2. Small and fragmented industry structure, many non-competitive mills/machines.
3. Highly skilled and job specific manpower is not available
4. Low Capacity Utilization
5. Quality and availability of some of the domestic pigments and chemicals
6. Scarcity of water according to demand



7. Highly polluting
8. Environmental problems of most of the small pulp mills and also some big mills
9. Low standard of converting industry
10. Industrial sickness
11. Infrastructure, transportation
12. High cost of raw material including wood, non-wood and waste paper
13. High energy costs
14. High cost of financing
15. Impact of high local taxes
16. Low input into mill level R&D

Competitive opportunities

1. Domestic market growth potential
2. Modern, world scale paper machine would be cost competitive in most grades
3. Forest plantation potential
4. Output recyclability
5. Integration of combined wood and agro based paper making.
6. Government literacy program – increasing demand for printing/writing papers
7. Low labor costs (allow eg. cost effective sorting of imported mixed waste)
8. Export potential

Competitive threats

1. Unprepared mills for international competition (WTO entry) both on price and quality
2. Decline in capacity due to environmental pressures
3. Decline in capacity as some of the segments/group of mills are unable to compete at national and international

levels with respect to quality and cost of products.

4. Delayed forest plantations, deficit of wood fiber
5. Technological obsolescence
6. Entry of substitutes like e-paper, plastic and other products
7. Weakening competitiveness of domestic industry due to shortage and cost of basic input

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 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, Company's Sales and other operating income were Rs. 4344.89 Lakhs. The management of the Company is engaged in to improve 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 for production of various grades of paper in the plant. During the year 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 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 adequate system of internal control to safeguard and protect for 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 standard for properly maintaining the books of accounts and reporting financial statement. The company has appointed an independent firm of Chartered Accountants for conducting 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 positive attitude and

initiative to accept challenge 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 were 49.

**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 taking continuous efforts to improve upon its financial and operational performance.

There were significant changes in following ratios (i.e. change of 25% or more as compared to the immediately previous financial year) during the financial year 2022-23 compared to immediately previous financial year.



Sr. No.	Ratio	31st March, 2023	31st March, 2022	Percentage of change (+) Increased and (-) decreased	Reasons for change
1	Debtors Turnover	4.76	9.63	-4.87	Mainly due to increase in sales as compared to the last year
2	Inventory Turnover	8.16	18.91	-10.75	Mainly due to increase in sales as compared to the last year
3	Interest Coverage Ratio	131.36	49.65	81.71	Company is not paying interest on unsecured loans taken from related parties. Hence, ratio is increased.
4	Current Ratio	0.56	2.57	-2.01	decreased mainly due to decreased in Inventory and Trade receivables as compared to the previous year
5	Debt Equity Ratio	5.37	6.25	-0.88	Debt equity ratio of the company has decreased during the year due to current year profit.
6	Operating Profit Margin	0.051	0.027	0.024	Increased due to increase in sale
7	Net Profit Margin	3.24	0.27	2.97	Mainly due to decrease in other income of the company.
8	Return on Net Worth	0.71	0.16	0.55	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: - 11th August, 2023

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 2023, 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 significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2023, 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(j) of Notes to accounts.
- (e) On the basis of written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 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, 2023 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, 2023.
 - 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, 2023.
 - 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. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023

For Godbole & Co.
Chartered Accountants

Place : Satara
Date : May 29, 2023

Ashutosh Godbole
Proprietor
Mem. No.104822
FRN : 117969W
UDIN: 23104822BGUWGE2303

**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, 2023

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) According to information and explanations given to us, there are no dues payable in respect of statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.
- viii. 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. 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.

For Godbole & Co.
Chartered Accountants

Place : Satara
Date : May 29, 2023

Ashutosh Godbole
Proprietor
Mem. No.104822
FRN : 117969W
UDIN: 23104822BGUWGE2303

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 2023 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, 2022 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 : May 29, 2023

Ashutosh Godbole
Proprietor
Mem. No.104822
FRN : 117969W
UDIN: 23104822BGUWGE2303


BALANCE SHEET AS AT 31ST MARCH, 2023

Particulars	Note No.	As at	As at
		31st March 2023 (Amount in Lacs)	31st March 2022 (Amount in Lacs)
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	2	1102.09	1185.24
(b) Capital work-in-progress	3	1191.48	0.00
(c) Other Intangible assets	2	0.01	0.01
(d) Financial Assets		0.00	0.00
(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)	46.75	44.01
(e) Other non-current assets	5	1433.91	88.90
Current assets		0.00	0.00
(a) Inventories	6	354.84	651.17
(b) Financial Assets		0.00	0.00
(i) Investments	7(a)	0.00	0.00
(ii) Trade receivables	7(b)	207.02	331.70
(iii) Cash and cash equivalents	7(c)	7.83	107.28
(c) Loans	8	0.00	0.00
(d) Other current assets	9	182.02	62.67
Total Assets		4526.26	2471.30
EQUITY AND LIABILITIES			
Equity		0.00	0.00
(a) Equity Share capital	10	1064.00	1064.00
(b) Other Equity	11	-867.64	-1008.46
LIABILITIES		0.00	0.00
Non-current liabilities		0.00	0.00
(a) Financial Liabilities		0.00	0.00
(i) Borrowings	12(a)	3007.60	1966.86
(ii) Other financial liabilities	12(b)	0.00	0.00
Current liabilities		0.00	0.00
(a) Financial Liabilities		0.00	0.00
(i) Borrowings	13(a)	0.00	0.00
(ii) Trade payables	13(b)	1313.54	386.18
(b) Other current liabilities	14	7.70	60.96
(c) Provisions	15	1.06	1.77
Total Equity and Liabilities		4526.26	2471.30

The accompanying notes are an integral part of these financial statements

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As per our report of even date

For and on behalf of the Board of Directors

For **Godbole & Co.**
Chartered Accountants

Niraj Chandra
Chairman and
Managing Director
DIN: - 00452637

Deepa Agarwal
Director
DIN: 00452947

Ashutosh Godbole
Proprietor
(M. No. 104822)
UDIN NO- 23104822BGUWGE2303

Snehal Mohite
Chief Financial Officer
PAN - AVOPJ4997N

Sagar Mohite
Company Secretary
M. No. F11632

Place : Satara

Place : Satara

Date : 29th May, 2023

Date : 29th May, 2023

**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2023**

Particulars	Note No.	As at	As at
		31st March 2023 (Amount in Lacs)	31st March 2022 (Amount in Lacs)
Revenue From Operations	16	4344.89	3440.48
Other Income	17	64.28	3.03
Total Income		4409.17	3443.51
EXPENSES		0.00	0.00
Cost of materials consumed	18	3260.37	2632.80
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	19	-4.32	-27.53
Employee benefits expense	20	87.25	80.34
Finance costs	21	1.72	1.90
Depreciation and amortization expense	2	83.15	83.27
Other expenses		0.00	0.00
(A) Manufacturing	22(a)	615.07	465.36
(B) Selling, Administrative and other Expenses	22(b)	225.11	198.23
Total other expenses (A+B)		840.18	663.59
Total expenses		4268.34	3434.37
Profit/(loss) before exceptional items and tax		140.83	9.15
Exceptional Items	23	0.00	0.00
Profit/(loss) before tax		140.83	9.15
Tax expense:		0.00	0.00
(1) Current tax		0.00	0.00
(2) Deferred tax		0.00	0.00
Profit (Loss) for the period from continuing operations		140.83	9.15
Other Comprehensive Income		0.00	0.00
Total Comprehensive Income		140.83	9.15
Earnings per equity share (for continuing operation):			
(1) Basic		0.00	0.00
(2) Diluted		0.00	0.00
Significant Accounting Policies	1		

The accompanying notes are an integral part of these financial statements

As per our report of even date

For **Godbole & Co.**
Chartered Accountants

Ashutosh Godbole
Proprietor
(M. No. 104822)
UDIN NO- 23104822BGUWGE2303

Place : Satara
Date : 29th May, 2023

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 : 29th May, 2023

Deepa Agarwal
Director
DIN: 00452947

Sagar Mohite
Company Secretary
M. No. F11632

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

	31st March 2023	31st March 2022
	(Amount in Lacs)	(Amount in Lacs)
A. Cash flow Operating Activities		
Net profit/(loss) After Tax	140.83	9.15
Adjustment for Depreciation	83.15	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	223.97	92.42
(Increase)/Decrease in current Assets	-1046.08	-252.04
Inventories	296.33	0.00
Trade Receivable	124.68	0.00
Long term Loans and advances	-2.74	0.00
Short terms Loans and advances	0.00	0.00
(Increase)/Decrease in other Current Assets	-1464.36	0.00
Increase/ (Decrease) in Current Laibilities	0.00	873.40
Trade payable	927.36	0.00
other Laibilities	-53.25	0.00
Provisions	-0.71	0.00
Cash Generated form Operations	51.29	-114.18
Less Tax Paid	0.00	0.00
Net cash form Operating Activities	51.29	-114.18
B. Cash Flow form Investing Activities	0.00	0.00
(Purchase) / of fixed Assets	-1191.48	0.00
Sale of Fixed Assets	0.00	0.00
Net Cash Flow from Investing Activities	-1191.48	0.00
C. Cash Flow From Financial Activities		
Increase / (Decrease) in Borrowing	1040.74	150.00
Interest Paid	0.00	0.00
Share Application Money	0.00	0.00
Net Cash Flow from Financial Activities	1040.74	150.00
Net Increase in Cash and cash Equivalent	-99.45	35.82
cash and cash equivalents at beginning of period	107.28	71.46
cash and cash e quivalents at End of period	7.83	107.28

As per our report of even date

For and on behalf of the Board of Directors
For Godbole & Co.
Chartered Accountants

Niraj Chandra
Chairman and
Managing Director
DIN: - 00452637

Deepa Agarwal
Director
DIN: 00452947

Ashutosh Godbole
Proprietor
(M. No. 104822)
UDIN NO- 23104822BGUWGE2303
Place : Satara
Date : 29th May, 2023

Snehal Mohite
Chief Financial Officer
PAN - AVOPJ4997N
Place : Satara
Date : 29th May, 2023

Sagar Mohite
Company Secretary
M. No. F11632

Auditor's Certificate

The above cash flow statement has been compiled from and is based on the Audited accounts of Kay Power and Paper Limited, for the year ended 31st March 2023 reported upon by us on 29th May, 2023. 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. 23104822BGUWGE2303

Place - Satara Date - 29th May, 2023



STATEMENT OF CHANGES IN EQUITY AS AT 31ST MARCH 2023

(Amount in Rupees)

Equity Share Capital		
Balance as at 1st April, 2023	Changes in equity share capital during the period	Balance as at 31st March, 2022
1064	0	1064

Other Equity

(Amount in Rupees)

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, 2021	0	50.00	2.57	-1070.18	-1017.61
Dividends				0.00	0.00
Profit for the year				9.15	9.15
Total Comprehensive Income for the year 31st March, 2022	0	50.00	2.57	-1061.03	-1008.46
Balance as on 1st April, 2022	0	50.00	2.57	-1061.03	-1008.46
Profit for the year				140.83	140.83
Dividends				0.00	0.00
Balance as on 31st March, 2023	0	50.00	2.57	-920.21	-867.64

For and on behalf of the Board of Directors

For **Godbole & Co.**
Chartered Accountants

Ashutosh Godbole
Proprietor
(M. No. 104822)
UDIN NO- 23104822BGUWGE2303
Place : Satara
Date : 29th May, 2023

Niraj Chandra
Chairman and
Managing Director
DIN: - 00452637

Snehal Mohite
Chief Financial Officer
PAN - AVOPJ4997N

Place : Satara
Date : 29th May, 2023

Deepa Agarwal
Director
DIN: 00452947

Sagar Mohite
Company Secretary
M. No. F11632

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023**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 significant accounting policies**a. Basis of preparation**

The standalone financial statements of the Company have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015.

The Financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

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 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.

b. 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

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023**

- 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.

c. 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.

GST tax is excluded from revenue.

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.

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 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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023
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.

Computer software: 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 differed tax assets are not recognized in the year as there is lack of reasonable certainty that sufficient taxable 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 benefit are expensed as

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023**

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.

I. 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 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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

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 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).



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

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 31st MARCH, 2023

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023(Contd.)
Note 2 (a): Property, Plant and Equipment and Other Intangible Assets

Sr. No.	Name of the Assets	GROSS BLOCK				Depreciation			Net Block		
		Usefull Life	Deemed Cost As on 31/3/22	Addition	Deduction	As on 31/3/23	Accum Dep. On Assets sold	For the year	As on 31/3/23	As on 31/3/22	As on 31/3/23
	Paper Division										
	Paper Division		5.73	0.00	6.00	0.00	0.00	0.00	0.00	5.73	5.73
1	Freehold Land		13.49	0.00	13.00	0.00	0.00	0.00	0.00	13.49	13.49
2	Site Development	30	118.53	8.24	127.00	51.00	8.46	59.23	67.54	67.77	67.77
3	Building	5	2.15	0.00	2.00	0.00	0.00	0.00	2.15	2.15	2.15
4	Well & Irrigation Scheme	25	18.22	0.00	18.00	14.00	2.34	16.37	1.86	1.86	4.19
5	Effluent Treatment Plant	15	1.13	0.00	1.00	1.00	0.03	0.70	0.42	0.42	0.45
6	Weigh Bridge	25	110.69	0.00	111.00	33.00	6.36	39.59	71.10	77.46	77.46
7	Boiler	25	1209.02	0.00	1209.00	238.00	59.79	297.74	911.28	971.08	971.08
8	Plant & Machinery	10	1.50	0.00	2.00	1.00	0.05	1.25	0.25	0.30	0.30
9	Laboratory Equipment	10	0.17	0.00	0.00	0.00	0.00	0.04	0.12	0.12	0.12
10	Furniture & Fixtures	5	4.68	1.05	6.00	3.00	0.44	3.05	2.68	2.07	2.07
11	Office Equipment	10	58.77	0.00	59.00	32.00	5.67	37.48	21.29	26.96	26.96
12	Vehicles	3	0.01	0.00	0.00	0.00	0.00	0.00	0.01	0.01	0.01
13	Software & Licenses										
14	Boiler & Plant & Machinery WIP			1182.19	1182.00	0.00	0.00	0.00	1182.19	1182.19	0.00
			1544.10	1191.48	2736.00	372.00	83.00	455.45	2280.13	1171.80	
Sr. No.	Name of the Assets	GROSS BLOCK				Depreciation			Net Block		
		Usefull Life	Deemed Cost As on 31/3/22	Addition	Deduction	As on 31/3/23	Accum Dep. On Assets sold	For the year	As on 31/3/23	As on 31/3/22	As on 31/3/23
	Power Division										
	Land & Site Devp.	0	11.23		11.23	0.00	0.00	0.00	11.23	11.23	11.23
1	Furniture & Fixtures	10	0.45		0.45	0.00	0.00	0.00	0.45	0.45	0.45
10	Kiosk Unit	15	1.77		1.77	0.00	0.00	0.00	1.77	1.77	1.77
11	Total		13.45	0.00	13.45	0.00	0.00	0.00	13.45	13.45	13.45
	Grand Total		1,558	1,191.48	2,749	372.00	83.15	455.45	2294.00	1185.00	1185.00



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022
Note 2 (a): Property, Plant and Equipment and Other Intangible Assets

Sr. No.	Name of Assets	GROSS BLOCK				Depreciation			Net Block		
		Usefull Life	Deemed Cost As on 31/3/21	Addition	Deduction	As on 31/3/22	As on 31/3/21	Accum Dep. On Assets sold	For the year	As on 31/3/22	As on 31/3/21
	Paper Division										
1	Freehold Land		5.73	0.00		5.73	0.00	0.00	0.00	5.73	5.73
2	Site Development		13.49	0.00		13.49	0.00	0.00	0.00	13.49	13.49
3	Building	30	118.53	0.00		118.53	42.30	8.46	50.76	67.77	76.23
4	Well & Irrigation Scheme	5	2.15	0.00		2.15	0.00	0.00	0.00	2.15	2.15
5	Effluent Treatment Plant	25	18.22	0.00		18.22	11.69	2.34	14.03	4.19	6.53
6	Weigh Bridge	15	1.13	0.00		1.13	0.64	0.03	0.67	0.45	0.49
7	Boiler	25	110.69	0.00		110.69	26.87	6.36	33.23	77.46	83.82
8	Plant & Machinery	25	1209.02	0.00		1209.02	178.15	59.79	237.95	971.08	1030.87
9	Laboratory Equipment	10	1.50	0.00		1.50	1.03	0.17	1.20	0.30	0.48
10	Furniture & Fixtures	10	0.17	0.00		0.17	0.04	0.00	0.04	0.12	0.12
11	Office Equipment	5	4.68	0.00		4.68	2.17	0.44	2.61	2.07	2.51
12	Vehicles	10	58.77	0.00		58.77	26.14	5.67	31.81	26.96	32.63
13	Software & Licenses	3	0.01	0.00		0.01	0.00	0.00	0.00	0.01	0.01
			1544.10	0.00	0.00	1544.00	289.00	0.00	372.30	1171.80	1255.07

Sr. No.	Name of Assets	GROSS BLOCK				Depreciation			Net Block		
		Usefull Life	Deemed Cost As on 31/3/21	Addition	Deduction	As on 31/3/22	As on 31/3/21	Accum Dep. On Assets sold	For the year	As on 31/3/22	As on 31/3/21
	Power Division										
1	Land & Site Devp.	0	11.23			11.23	0.00	0.00	0.00	11.23	11.23
10	Furniture & Fixtures	10	0.45			0.45	0.00	0.00	0.00	0.45	0.45
11	Kiosk Unit	15	1.77			1.77	0.00	0.00	0.00	1.77	1.77
	Total		13.45	0.00	0.00	13.45	0.00	0.00	0.00	13.45	13.45
	Grand Total		1,557.55	-	0.00	1,557.55	289.03	0.00	372.30	1185.25	1268.52


NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

	As at 31st March 2023	As at 31st March 2022
	(Amounts in Lacs)	(Amounts in Lacs)
NOTE 3: CAPITAL WORK IN PROGRESS		
Opening balance	0.00	0.00
Add: Additions during the year	1191.48	0.00
Less:-Capitilised during the year	0.00	0.00
Closing balance	<u>1191.48</u>	<u>0.00</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
Total 4(a)	<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)	42.62	37.12
Telephone Deposits	0.25	0.25
Imprest	0.21	0.10
TDS Receivable	2.21	2.92
TCS Receivable	0.00	0.82
Prepaid Factory Licence Fee	0.00	0.68
Indian Infoline Commodities Ltd	0.09	0.09
Staff Advance	0.23	0.38
Prepaid mpcb Fee	0.50	1.00
Total 4 (b)	<u>46.75</u>	<u>44.01</u>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023**

	As at 31st March 2023 (Amounts in Lacs)	As at 31st March 2022 (Amounts in Lacs)
NOTE 5: OTHER NON CURRENT ASSETS		
Balances with scheduled bank in fixed deposits	1433.66	88.65
Fixed Deposit as security for bank gaurantee for MPCB	0.25	0.25
Total (5)	1433.91	88.90

NOTE 6: INVENTORIES

Tools and spares (Valued at cost price)	42.89	43.98
Raw Material (Valued at cost price)	262.31	561.78
Finished goods (Valued at cost of production)	48.87	44.54
Oil And Lubricants	0.78	0.87
Total (6)	354.84	651.17

NOTE 7: CURRENT FINANCIAL ASSETS**Note 7(a): Current Investment**

Accrued Income	0.00	0.00
Total 7 (a)	0.00	0.00

Note 7(b): Trade Receivable

(Unsecured and considered goods)

Outstanding over six months	24.14	24.14
Others	182.87	307.56
Total 7 (b)	207.02	331.70

Note 7(c): Cash and Bank Balances

Cash in hand	0.71	1.44
Balances with bank	7.12	105.84
Total 7(c)	7.83	107.28

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

	As at 31st March 2023	As at 31st March 2022
	(Amounts in Lacs)	(Amounts in Lacs)
NOTE 8: SHORT TERM LOANS AND ADVANCES		
Balances with statutory / public authorities advance recoverable in cash or in kind or for value to be recoverable	0.00	0.00
Total (8)	0.00	0.00
NOTE 9: OTHER CURRENT ASSETS		
Other Current Asset	182.02	62.67
Total (9)	182.02	62.67
NOTE 10: SHARE CAPITAL		
AUTHORISED, ISSUED AND PAID-UP	Rupees	Rupees
1,50,00,000 equity share of Rs.10/- each	1500.00	1500.00
Issued, subscribed and fully paid up shares 10640000 equity shares of Rs. 10 /- each	1064.00	1064.00
Total (10)	1064.00	1064.00
Movements in equity share capital		
	No. of Shares	No. of Shares
As at 1st April, 2020	106.40	106.40
Share issued during the year	0	0
As at 31st March, 2021	106.40	106.40

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 31st MARCH, 2023****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 2023		31st March 2022	
		No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
1.	Mr. Niraj Chandra	1652100	18.53%	1652100	18.53%
2.	Mrs. Deepa Agarwal	741100	6.97%	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	-1008.46	-1070.18
Surplus as per statement of Profit and loss	140.83	9.15
Total (11)	-867.64	-1008.46

*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 2023	As at 31st March 2022
	(Amounts in Lacs)	(Amounts in Lacs)

NOTE 12: NON-CURRENT FINANCIAL LIABILITIES**Note 12(a): Long Term Borrowings**

Secured Loan	<u>0.00</u>	<u>0.00</u>
Sub-Total	<u>0.00</u>	<u>0.00</u>
Unsecured Loan		
Intercorporate Deposits (The terms of repayment of these deposits are not defined) + share application money	2708.90	1619.90
Diferred liability for sales tax (Maharashtra sales tax department has granted facility of differal of sales tax liability under package scheme of incentive)	<u>298.70</u>	<u>346.96</u>
Sub-Total	<u>3007.60</u>	<u>1966.86</u>
Total 12 (a)	<u>3007.60</u>	<u>1966.86</u>

Note 12(b) : Other financial liabilities

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



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

	As at 31st March 2023	As at 31st March 2022
	(Amounts in Lacs)	(Amounts in Lacs)
NOTE 13: CURRENT FINANCIAL LAIBILITIES		
Note 13(a): Short term borrowings		
	0.00	0.00
Total 13(a)	0.00	0.00

Note 13(b) : Trade Payables

Due to Micro, Small and medium Enterprises*

Others	1313.54	386.18
Total 13(b)	1313.54	386.18

* 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 2023	As at 31st March 2022
	(Amounts in Lacs)	(Amounts in Lacs)
NOTE 14: OTHER CURRENT LIABILITIES		
Salary Payables	2.94	2.21
Wages Payables	3.06	3.53
TDS Constructors Payable & TCS on sale	1.10	0.51
Imprest Account	0.16	14.17
Vat Payable/GST payable/rcm	0.45	40.53
Total (14)	7.70	60.96

**NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023**

	As at 31st March 2023	As at 31st March 2022
	(Amounts in Lacs)	(Amounts in Lacs)
NOTE 15: OTHER SHORT TERM PROVISIONS		
Labour charges payables	0.13	0.77
Professional tax payables	0.05	0.06
Unpaid wages	0.07	0.19
Unpaid Salary	0.00	0.10
Employees PF Payables	0.03	0.04
Water charges payable	0.77	0.59
ESIC Payable	0.01	0.01
Total (15)	1.06	1.77

NOTE 16: REVENUE FROM OPERATION (GROSS)

Kraft Paper	3450.89	3134.48
Firewood sale	894.00	306.00
Net Sales	4344.89	3440.48
Total (16)	4344.89	3440.48

NOTE 17: OTHER INCOME

Foreign Exchange Rate Diff.	3.13	1.82
Account Written Off	11.33	-1.28
Interest Received	49.82	1.88
Sundry Income\Other Income	0.00	0.62
Total (17)	64.28	3.03

NOTE 18: COST OF MATERIAL CONSUMED

Raw Material Consumed		
Opening Stock	561.78	443.79
Add. Purchases	2960.90	2750.79
Less. Closing Stock	262.31	561.78
Total (18)	3260.37	2632.80

NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

	As at 31st March 2023	As at 31st March 2022
	(Amounts in Lacs)	(Amounts in Lacs)
NOTE 19: CHANGES IN INVENTORIES OF FINISHED GOODS, WORK -IN - PROGRESS AND STOCK - IN - HAND		
Stock at opening		
Finished goods	44.54	17.02
Less. Stock at closing	0.00	0.00
Finished goods	48.87	44.54
Total (19)	-4.32	-27.53

NOTE 20: EMPLOYEE BENEFIT EXPENSES

Salary and wages	85.02	79.15
Welfare Expenses	1.49	0.33
Contribution to P.F.	0.40	0.40
ESI Contribution	0.34	0.45
Total (20)	87.25	80.34

NOTE 21: FINANCE COST

Bank Charges / commission /Intrest	1.72	1.90
Total (21)	1.72	1.90

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

Carriage Inward	12.47	7.88
Power & Fuel	426.41	309.45
Repairs and Maintainance	68.83	54.63
Other Manufacturing Expenses	107.36	93.41
Total 22(a)	615.07	465.36

**NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023**

	As at 31st March 2023	As at 31st March 2022
	(Amounts in Lacs)	(Amounts in Lacs)
(b) Selling and Administrative Expenses		
CDSL Custodian Fees	0.45	0.45
Legal & Professional Fees	3.29	3.34
Packing & Forwarding	0.00	0.00
Directors Sitting Fees	0.16	0.16
Factory Licence Fees	0.68	0.68
Boiler Inspection Fees	0.13	0.13
BSE Listing Fees	3.00	3.00
Audit Fees	0.60	0.60
Membership & Subscription	0.03	0.35
MPCB Cess / Testing Fees	0.32	0.02
Professional tax - company	0.03	0.03
Printing & Stationary	2.33	1.34
Postage & Telephone Expenses	0.51	0.08
Insurance	2.16	2.17
Rent, Rates & Taxes	3.47	3.18
Dealer Discount	175.18	143.86
Vehicle Repairs & Maintainance	9.56	6.27
Kraft Paper Loading charges	13.29	11.50
Advertisement Charges	0.17	0.14
Local Conveyance	0.82	0.96
Travelling Expenses	0.77	0.62
Miscellaneous Office Expenses	1.94	1.98
Drinking Water Charges	0.43	0.42
Professional tax - Directors	0.03	0.03
Water Charges	5.78	16.93
Total 22(b)	225.11	198.23
Total 22(a)+22(b)	840.18	663.59

NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

	As at 31st March 2023	As at 31st March 2022
	(Amounts in Lacs)	(Amounts in Lacs)
NOTE 23: EXCEPTIONAL ITEM		
	0.00	0.00
Total (23)	0.00	0.00

NOTE 24: CONTINGENT LIABILITIES:

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 waste paper Rs 45. 14 lakhs /- (Rs. 32. 73 lakhs)

NOTE NO. 27: FAIR VALUE MEASUREMENT
Financial Instruments by category:-

Rs. In Lakhs

Particulars	31st March, 2023			31st March, 2022		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
Financial Assets						
Investment						
Equity Instruments	0.32			0.32		
Trade receivables			207.02			331.70
Cash and cash equivalents			7.83			107.28
Other bank balances			1433.91			88.90
Derivative Financial assets			0.00			0.00
Security deposits			0.00			0.00
Loans			46.75			44.01
Others			182.02			62.67
Total Financial assets	0.32		1877.53	0.32		634.56
Financial liabilities			0.00			0.00
Borrowings			3007.60			1966.86
Public Deposits			0.00			0.00
Deferral Sales Tax			0.00			0.00
Trade payables			1313.54			386.18
Capital creditors			0.00			0.00
Security deposits taken			0.00			0.00
Other Financial liabilities			8.76			62.73
Total Financial liabilities			4329.90			2415.76

**NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023**

- i) This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised 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 31st March, 2023	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
Total Financial Liability		0	0	0	0

Financial Assets and Liabilities measured at fair value - recurring fair value measurement at 31st March, 2022	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
Total Financial Liability		0	0	0	0

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 2023

(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 28: 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. 207.01 lakhs and Rs. 331.70 lakhs as of 31ST March 2023 and 31ST March 2022, 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.



NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

i a. Ageing Analysis of Trade Receivables		Rs. In Lakhs
Particulars	31/03/2023	31/03/2022
More Than 6 months	24.14	24.14
Others	182.87	307.56

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 31/03/2023 Rs. In Lakhs				
	Carrying Value	Total	Within 12 months	1-5 Years	More than 5 Years
Non- Current					
Borrowings	3007.60	3007.60		3007.60	
Other Financial Liabilities	0	0		0	
Current					
Short Term Borrowings	0	0	0		
Trade Payables	1313.54	1313.54	1313.54		
Other Current Liabilities	8.76	8.76	8.76		

NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

Particulars	Contractual Cash Flows As on 31/03/2022 Rs. In Lakhs				
	Carrying Value	Total	Within 12 months	1-5 Years	More than 5 Years
Non- Current					
Borrowings	1966.85	1966.85		1966.85	
Other Financial Liabilities	0	0		0	
Current					
Short Term Borrowings	0	0	0		
Trade Payables	386.17	386.17	386.17		
Other Current Liabilities	62.72	62.72	62.72		

* 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.

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 31/03/2023 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 TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

NOTE 29: 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 30 : Consumption of Raw Material for 2022-23

Amt in Lakhs

Item Name	Opening Stock		Purchases		Total		Consumption		Closing Stock	
	Qty	Value	Qty	Value	Qty	Value	Qty	Value	Qty	Value
Bagasse	0.10 (0)	208.42 (115)	0.07 (0)	140.71 (191)	0.17 (0)	349.13 (306)	0.16 (0)	326.12 (97)	0.01 (0)	23.01 (208)
Firewood	0.03 (0)	80.36 (56)	0.24 (0)	165.07 (119)	0.27 (0)	245.43 (175)	0.24 (0)	171.37 (95)	0.03 (0)	74.06 (50)
Coal	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0
Indian Waste Paper	0.01 (0)	206.35 (193)	0.13 (0)	2465.39 (2300)	0.14 (0)	2671.73 (2493)	0.13 (0)	2530.78 (2287)	0.01 (0)	140.95 (206)
Imported Waste Paper	0.00 (0)	63.38 (75)	0.00 (0)	53.78 (40)	0.00 (0)	117.16 (115)	0.00 (0)	100.48 (52)	0.00 (0)	16.68 (63)
Chemicals	0.00 0	2.39 (2)	0.00 0	80.98 (60)	0.00 0	83.36 (62)	0.00 0	77.96 (59)	0.00 0	5.40 (2)
Packing Material	0.00 0	0.88 (2)	0.00 0	54.98 (41)	0.00 0	55.86 (44)	0.00 0	53.65 (43)	0.00 0	2.21 (1)
Total	0.15 (0)	561.78 (444)	0.43 (0)	2960.90 (2751)	0.58 (0)	3522.68 (3195)	0.53 (0)	3260.37 (2633)	0.05 (0)	262.31 (562)

NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

Note 31 : 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	Mr. Ashok V Ingawale	Chief Financial Officer (up to 5th June 2021)
4	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 Projects and Equipments Private Limited |

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	
		2022-23	2021-22
1	Mr. Arvind V. Kulkarni - Independent Director	3.00	3.00
2	Mr. Sandip Shahpurkar - Independent Director (Sitting Fees+ Reimbursement Exp)	0.10	0.10
3	Mr. K N Wadikar - Independent Director (Sitting Fees+ Reimbursement Exp)	0.10	0.10
4	Mr. Sagar Mohite, Company Secretary & Compliance Officer	7.56	7.56
5	Mr. Ganesh H. Rotithor, Chief Financial Officer	0.00	0.00
6	Mr. Ashok V Ingawale, Chief Financial Officer	0.00	0.26
7	Mrs. Snehal Hemant Mohite, Chief Financial Officer	2.21	0.99



NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lacs)

B. Purchase of Material and Services Received

Sr No.	Name of the related party	01/04/2022 to 31/03/2023						01/04/2021 to 31/03/2022					
		Opening Balance as on 01/04/2022	Material Purchase	Services Received	Payment Made	Outstanding Balance as on 31/03/2023	Outstanding Balance as on 01/04/2021	Material Purchase	Services Received	Payment Made	Outstanding Balance as on 31/03/2022		
1	Kay Bouvet Engineering Limited- Regular Purchase Transactions	3.77	0.00	0.71	0.00	11.56	3.77	7.00	0.07	0.00	10.84		
	Kay Bouvet Engineering Limited-capital goods Purchase Transactions	0.00	26.65	0.00	0.00	26.65	0.00	0.00	0.00	0.00	0.00		
2	Kay Nitrogen Private Limited	0.13	1.31	0.00	0.00	1.44	0.00	0.13	0.00	0.00	0.13		
3	Chandra Trading & Investment Pvt Ltd.	0.47	0.00	0.00	0.00	0.47	0.47	0.00	0.00	0.00	0.47		
4	satarara engineering products & equipment pvt ltd (capital goods)	0	1166.77	0.00	388.53	778.24	0.00	0.00	0.00	0.00	0.00		



NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

C. Unsecured Loan

(Rs. in Lacs)

Sr. No.	Name of the related party	01/04/2022 to 31/03/2023				01/04/2021 to 31/03/2022			
		Opening Bal as on 01/04/2022	Received	Payment	Outstanding Bal as on 31/03/2023	Opening Bal as on 01/04/2021	Received	Payment	Outstanding Bal as on 31/03/2022
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	60.00	60.00	50.00	50.00	0.00	0.00	50.00
3	Kay Nitroxigen (P) Ltd	1108.90	0.00	365.00	744.00	1108.90	0.00	0.00	1108.90
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	0.00	165.00	0.00	165.00	0.00	0.00	0.00	0.00
6	Chandra Trading & Investment Pvt Ltd	150.00	260.00	76.00	334.00	0.00	150.00	0.00	150.00
7	satara engineering products & equipment pvt ltd	0	1045.00	0.00	1045.00	0.00	0.00	0.00	0.00
8	Shushil chandra huf	0	60.00	0.00	60.00	0.00	0.00	0.00	0.00

**NOTE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023****D) Outstanding Balance as on 31.03.2023:**

(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 32: Payment to Statuary Auditors

Particulars	2022-23	2021-22
For Audit Fees	0.60	0.60

NOTE 33: 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- 23104822BGUWGE2303

Place : Satara
Date : 29th May, 2023

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 : 29th May, 2023

Deepa Agarwal
Director
DIN: 00452947

Sagar Mohite
Company Secretary
M. No. F11632



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 Second Annual General Meeting, to be held on Monday, 25th September 2023 At 3.00 p.m. at Registered Office of the company at Gat No. 454/457, A/P – Borgaon, Tal Dist – Satara- 415519 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

S.N.	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 ratify the material related party transaction (Special Resolution)		

Affix
Revenue
Stamp

Signed this..... day of..... 2023

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes

- 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.
- A Proxy need not be a member of the Company.
- 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.
- ** 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.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 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 SECOND 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, 25th September 2023.

Member's/ Proxy's Signature

BOOK - POST

If undelivered, please return to :

KAY POWER AND PAPER LIMITED

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