



KEY CORP LIMITED

16/16-A, Civil Lines, Kanpur - 208 001

CIN-L65921 UP1985 PLC007547

e-mail : keycorppltd@gmail.com

8604627809

Ref: KCL/2023-24/VKP1/23/ 120

Dated: 31.05.2023

Bombay Stock Exchange Ltd.
Phiroz Jeejeebhoy Towers,
Dalal Street
MUMBAI-400 051

SCRIPT CODE: 507948

Sub: Submission of Revised Annual Secretarial Compliance Report for the Financial year 2022-23

Dear Sir,

We have already submitted Annual Secretarial Compliance Report , as per Regulation 24(A) on 06.05.2023 vide acknowledgement No. 5511818 dated 06.05.2023. We again file herewith Revised Annual Secretarial Compliance Report issued by Vibha Mehrotra, Practicing Company Secretaries as per Regulation 24(A) of SEBI (LODR) Regulation 2015 for the financial year 2022-23,

Please take the same on records and oblige.

Yours faithfully,
For KEY CORP LIMITED,


(V.K. PANDEY)
JOINT SECRETARY



Encl: As above.

Secretarial Compliance Report
KEY CORP LIMITED
For the year ended 31st March, 2023
Pursuant to Reg. 24A of SEBI(LODR) Regulation 2015)

To
The Members,
Key Corp Limited,
16/16A, Civil Lines,
KANPUR-208001

I Vibha Mehrotra have examined:

- (a) all the documents and records made available to us and explanation provided by the management of Key Corp Ltd
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
NA
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
NA
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
NA
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
NA
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

For Vibha Mehrotra & Co:

Vibha Mehrotra
Prop^r

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

(h) (other regulations as applicable)

and circulars/ guidelines issued thereunder

and based on the above examination, I/We hereby report that, during the Review Period

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. N	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
			ns							
				NA						
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning.					

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. N	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1	Related Party Transactions	SEBI/HO/CF D/CMD/CIR/ P/2020/12 Dt.22 01.2020	-		Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Reg 23(9)	342200	Fine Deposited on 05.07.2022	Fine Deposited on 05.07.2022	
2	Financial Results					Reg 33	277300			

For Vibha Mehrotra & Co.
Vibha Mehrotra
Proprietor

II Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as PER sebi Circular CIR/CFD/CMD1/114/2019 DATED 18TH October, 2019:

Sr.No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS"
1	<p>per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:</p> <p>i If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter, or</p> <p>ii If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>NA</p> <p>NA</p> <p>NA</p>
2	Other conditions relating to resignation of statutory auditor		
	<p>i Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>		
	<p>a In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable</p> <p>c The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>NA</p> <p>NA</p> <p>NA</p>

For Vibha Mehrotra & Co.

Vibha Mehrotra
Prop.

ii	Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	NA
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019	NA	NA

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

III I/we hereby report that, during the review period the compliance status of the listed entity is appended as below.

Sr.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS"
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	NA	NA
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	YES YES	
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	YES YES YES	
4	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	

For Vibha Mehrotra & Co.
Vibha Mehrotra
Proprietor

5	Details related to Subsidiaries of listed entities have been examined w.r.t.:		
	(a) Identification of material subsidiary companies	NA	NA
	(b) Disclosure requirement of material as well as other subsidiaries	NA	NA
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions, or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	YES YES	
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**)	NA	
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	

(Note:

- Provide the list of all the observations in the report for the previous financial year along with the actions taken by the listed entity on those observations

For Vibha Mehrotra & Co.
Vibha Mehrotra
 Prop.

- 2 Add the list of all observations in the reports pertaining to the periods prior to the previous financial year in case the entity has not taken sufficient steps to address the concerns raised/ observations.

E.g. In the report for the financial year ended 31st March, 2023, the PCS shall provide a list of

- all the observations in the report for the year ended 31st March, 2022 along with the actions taken by the listed entity on those observations.
- the observations in the reports pertaining to the year ended 31st March, 2022 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports)

Assumptions & Limitation of scope and Review:

- 1 Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2 Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3 We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity
- 4 This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: KANPUR

Date: 30.05.2023

for VIBHA MEHROTRA & COMPANY
COMPANY SECRETARIES

For Vibha Mehrotra & Co.
Vibha Mehrotra

(VIBHA MEHROTRA)
Proprietor
FCS-3103, CP-1832

UDIN