



KEY CORP LIMITED

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

CIN-L65921 UP1985 PLC007547

e-mail : keycorppltd@gmail.com

2305416

MINUTES OF THE PROCEEDINGS OF THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SATURDAY THE 8TH AUGUST, 2020 AT THE REGISTERED OFFICE OF THE COMPANY AT 16/16A, CIVIL LINES, KANPUR-208001

PRESNT:

1. Dr. K.B. Agarwal : Chairman
2. Shri Padam Kumar Jain : Director & Member
3. Shri Raj Kumar Gupta : Director & Member
4. Ms. Manju Jain : Director & Member
5. Shri G.D. Maheshwari : Executive Director & Member

AND

26 Members of Public.

In Attendance:

1. Shri V.K. Bajpai : Company Secretary

Special Invitee:

1. Shri Vinayak Tandon : Partner of M/s. Vinayak Tandon & Associates,
Chartered Accountants
2. Mrs. Vibha Mehrotra : FCS Scrutinier

Chairman delivered the speech highlighting the economic situation of the country and working of the Company.

ITEM NO. 1 MOVED BY THE CHAIRMAN (FOR APPROVAL OF ANNUAL ACCOUNTS):

"RESOLVED THAT Audited Balance Sheet as at 31st March, 2020 and Profit & Loss Account for the year ended on that date along with relative Directors Report to the shareholders and Auditors Report thereon which has been circulated amongst the members be and is hereby received and adopted".

ITEM NO. 2: RE-APPOINTMENT OF DR. B.D. AGARWAL (DIN 00235154) AS A DIRECTOR:

Proposed by : Shri S.K. Bose

Seconded by : Shri Amar Nath Mishra

"Resolved that Dr. B.D. Agarwal (DIN 00235154) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Director of Company".

ITEM NO.3: RE-APPOINTMENT OF AUDITORS:

Proposed by : Shri R.S. Yadav

Seconded by : Shri H.S. Rawat

"RESOLVED THAT pursuant to provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to recommendation of Audit Committee and the Board of





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(2)

Directors M/s. Vinayak Tandon & Associates, Chartered Accountants (Registration No. 006751C) Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on a remuneration of Rs.30,000/- (Rupees Thirty thousand only).

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is authorized to do all such act, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution”.

ITEM NO. 4: RE-APPOINTMENT OF MS MANJU JAIN (DIN 06971010) AS AN INDEPENDENT DIRECTOR:

Proposed by : Shri R.N. Singh

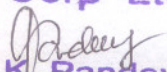
Seconded by : Shri Sunil Kumar Agarwal

“RESOLVED THAT pursuant to provisions of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with schedule IV of the Act (including any statutory modification(s) or re-enactment there of for the time being in force) and the Companies (appointment and qualifications of Directors) Rules 2014 as amended from time to time Ms. Manju Jain (DIN No. 06971010) aged about 70 years (DOB 15.09.1949) who holds office of Independent director upto 08.08.2020 who has submitted a declaration that she meets the criteria for independence as provided u/s 149(6) of the Act and Regulation 16(i)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015 and in respect of whom the Company has received a notice in writing u/s 160(1) of the Act from a member proposing her candidature for the office of the Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a second terms of 5 consecutive years to continue to hold position of non executive independent director.

VOTE OF THANKS:

There being no other business, meeting terminated. with a vote of thanks to the Chair.

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


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

CHAIRMAN