



KAY POWER AND PAPER LTD.

(Formerly Kay Pulp and Paper Mills Ltd.)

Regd. Office & Work : Gat No. 454/457, A/P. Borgaon, Tal./Dist. Satara - 415519.

Mob. : 9763716651/7722034221. E-mail:kpplstr@gmail.com

Website : www.kaypowerandpaper.com CIN : L21099 MH1991 PLC061709

Ref. No. KPPL/BSE/ 50/2024-25

Date: - 29/05/ 2025

To,
Department of Corporate Services,
BSE Limited
P. J. Towers, Dalal Street,
Mumbai: 400001

Sub- Annual Secretarial Compliance Report for the year ended on March 31, 2025.

Scrip Code - 530255, Scrip ID - KAYPOWR

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Secretarial Compliance Report for the year ended March 31, 2025, issued by M/s. Neha Doshi & Co, Practicing Company Secretaries, Satara.

You may have requested to note and take necessary action

Thanking You,

Yours Faithfully,
For KAY POWER AND PAPER LIMITED


SAGAR MOHITE
(Company Secretary &
Compliance Officer)



**SECRETARIAL COMPLIANCE REPORT OF KAY POWER AND PAPER LIMITED FOR
THE YEAR ENDED MARCH 31, 2025**

I, **Neha Doshi**, Proprietor of **M/s. Neha Doshi & Company**, Practicing Company Secretaries, having office at 472/A 4, Shrijay Apartments, Kadam Baug, Sadar Bazar, Satara-415001 have examined the following as under:

- a) all the documents and records made available to us and explanation provided by **Kay Power And Paper Limited** ("the listed entity"/"Company"),
- 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 March 31, 2025 ("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 the 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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011



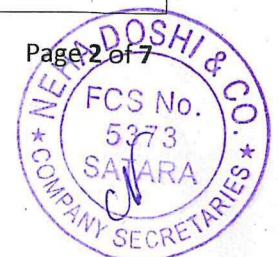
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during the Review Period);
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not Applicable to the Company during the Review Period);
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the Review Period);
- g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- i) Circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India,

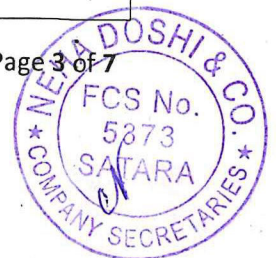
I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure A**.
- b) The listed entity has taken the actions to comply with the observations made in previous report as mentioned in **Annexure B**.
- j) I hereby report that, during the review period the compliance status of the listed entity is appended as below

S.No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India</p>	Yes	

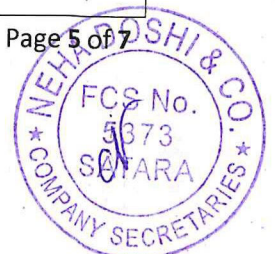


	(ICSI).		
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities 	Yes	
	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website 	Yes	
	<ul style="list-style-type: none"> Timely dissemination of the documents/ information under a separate section on the website 	Yes	
	<ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	
4.	Disqualification of Director: None of the Director(s) of the listed entity is/ are disqualified under	Yes	



	Section 164 of Companies Act, 2013 as confirmed by the listed entity.		
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: a) Identification of material subsidiary companies	NA	The Listed entity does not have any material subsidiary.
	b) Disclosure requirement of material as well as other subsidiaries	Yes	The company has only wholly owned subsidiary company incorporated on 05/06/2024
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	Yes	

	<p>b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the audit committee.</p>	Yes	
9.	<p>Disclosure of events or information:</p> <p>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.</p>	Yes	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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. (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in</p>	Yes	



	the last column.		
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-0 of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	Yes	There was resignation of Statutory Auditors M/s. Godbole & Company, Chartered Accountants, (Firm Registration Number: 117969W) from the Company.
13.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI etc. regulation/circular/guidance note</p>	Yes	

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.

For Neha Doshi & Company,
Practicing Company Secretaries

Neha Doshi

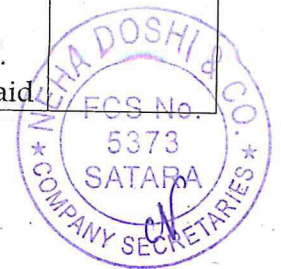
Neha Doshi
Proprietor
C.P. No.: 4631
Membership No.: 5373



Date: 29.05.2025
Place: Satara
UDIN: F005373G000487085

Annexure-A to Secretarial Compliance Report of Kay Power And Paper Limited for the financial year ended March 31, 2025.

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The Company required to publish notices of Board Meeting and un-audited/audited quarterly result in English daily newspaper as required to be published under Regulation 47 of (Listing	Regulation 47	The Company has not published to public notices of Board Meeting and un-audited/audited quarterly request in English daily newspaper as required to be published under	No any action taken by respective authority.	NA	The Company has not published to public notices of Board Meeting and un-audited/audited quarterly request in English daily newspaper as required to be published under Regulation 47		The Company has not published to public notices of Board Meeting and un-audited/audited quarterly request in English daily newspaper as required to be published under Regulation 47	Due to carry forward losses and inadequate profit during the year, the company could not spent money on publication of financial result in English newspaper.	The aforesaid



	Obligations and Disclosure Requirements) Regulations, (LODR) 2015.		Regulation 47 of (Listing Obligations and Disclosure Requirements) Regulations, (LODR) 2015.			of (Listing Obligations and Disclosure Requirements) Regulations, (LODR) 2015.		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 spent 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	results are made available on the company website and also on the website of the Bombay stock exchange Ltd for downloading	
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								for downloading.		
2.	The quarterly results are accompanied by the Limited Review Report as per Regulation 33(1) (d) & 33 (3) (c) (LODR) Regulations 2015	Regulation 33 (1) (d) & 33 (3) (c) & (e)	Statutory Auditor has not subjected himself to the peer review process, of the ICAI- Institute of Chartered Accounts of India and he does not hold a valid certificate issued by the Peer Review Board of the ICAI.	No any action taken by respective authoritative.	-	The Statutory Auditor has not subjected themselves to the peer review certification	-	As informed by the company, its Statutory Auditor has not subjected himself to the peer review process, of the ICAI- Institute of Chartered Accounts of India, and he does not hold a valid certificate issued by the Peer Review Board of the ICAI.	The company's business is very small in terms of revenue and inadequate profit in the business of the company as well as the company is having carry forward business losses in the balance sheet. Under this scenario the company could not afford to manage high audit fees of auditors who are peer review process, of the ICAI- Institute of	Company has appointed Peer Review Auditor on 12.08.2024 So except 1st quarter limited review report is given by the Peer Review Auditor



										Chartered Accountant of India	
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Annexure-B to Secretarial Compliance Report of Kay Power And Paper Limited for the financial year ended March 31, 2025.

Sr. No	Observations/Remarks of the Practicing Company Secretary	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ deviation and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the action taken by the listed entity
1.	As informed by the company, its Statutory Auditor has not subjected himself to the peer review process, of the ICAI- Institute of Chartered Accounts of India, and he does not hold a valid certificate issued by the Peer Review Board of the ICAI.	31.03.2024	The quarterly results are accompanied by the Limited Review Report as per Regulation 33(1) (d) & 33 (3) (c) (LODR) Regulations 2015	The Statutory Auditor has not subjected themselves to the peer review certification	The Company Has appointed Peer review Auditor on 12.08.2024	
2.	The Company has not published to public notices of Board Meeting and un-audited/ audited quarterly request 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 spent money on publication of financial result in English	31.03.2024	The Company required to publish notices of Board Meeting and un-audited/ audited quarterly result in English daily newspaper as required to be published under Regulation 47 of (Listing Obligations and Disclosure Requirements)		Due to carry forward losses and inadequate profit during the year, the company could not spent money on publication of financial result in English newspaper. The aforesaid results	



	newspaper. The aforesaid results are made available on the company website and also on the website of the Bombay stock exchange Ltd for downloading		Regulations, (LODR) 2015.		are made available on the company website and also on the website of the Bombay stock exchange Ltd for downloading.	

