

54th

Annual Report

For the year ended 31st March

2017



Kaira Can Company Limited



Kaira Can Company Limited



Kanjari Factory - Gujarat



Printing / Coating Line in Kanjari Factory



**Ice-cream Cone Machine in
GIDC Factory - Anand**



**Ice-cream Cone Factory
GIDC Vitthal Udyog Nagar - Anand**



Administrative Office - Anand

Board of Directors	:	Shri Shishir K. Diwanji, Chairman, Independent Director
	:	Shri Ashok B. Kulkarni, Managing Director
	:	Shri K. Jagannathan, Executive Director & CFO
	:	Shri Premal N. Kapadia
	:	Shri Utsav R. Kapadia
	:	Shri Nanak G. Sheth
	:	Shri Kirat M. Patel, Independent Director
	:	Smt. Amita V. Parekh, Independent Director
	:	Shri Laxman D. Vaidya, Independent Director
	:	Shri Kishorsinh M. Jhala (Nominee of GCMMF)
	:	Shri Pavan Kumar Singh (Nominee of GCMMF)
Company Secretary	:	Shri Hiten Vanjara
Bankers	:	Bank of Baroda, Mumbai
		DBS Bank Ltd.
		Kotak Mahindra Bank Ltd.
Auditors	:	Kalyaniwalla & Mistry LLP, <i>Chartered Accountants</i>
Registered Office	:	ION House, Dr E Moses Road, First Floor, Mahalaxmi, Mumbai 400 011. Telephone No.: +91-22-66608711 Fax No. : 91-22-66635401 Email : companysecretary@kairacan.com Website: www.kairacan.com CIN No. L28129MH1962PLC012289
Registrar and Share Transfer Agents	:	M/s. Computech Sharecap Limited 147, Mahatma Gandhi Road, Opp. Jahangir Art Gallery, Fort, Mumbai - 400 023. Telephone No.: 022 - 22635003/5000/5001 Fax No. : 022 - 22635005 Email : helpdesk@computechsharecap.com Website: www.computechsharecap.in

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54th Annual General Meeting

Day	: Friday
Date	: 11 th August, 2017
Time	: 3.00 p.m.(15.00 Hrs.)
Venue	: Hotel Kohinoor Park, Kohinoor Corner, Ruby Hall, Veer Savarkar Marg, Opp. Siddhivinayak Temple, Prabhadevi, MUMBAI - 400 025


FIVE YEARS REVIEW

PARTICULARS		YEAR ENDING MARCH				
		2013	2014	2015	2016	2017
EARNINGS AND DIVIDENDS						
SALES	Rs.in lakhs	12,688.64	13,324.98	15,960.26	13,795.82	14,405.90
CHANGE IN SALES		8%	5%	20%	-14%	4%
PROFIT SUBJECT TO :	Rs.in lakhs	2,780.48	1,032.91	1,064.15	630.21	830.34
(A) DEPRECIATION	"	195.41	213.84	464.68	380.83	440.50
(B) TAXATION	"	620.72	275.50	226.02	91.39	116.18
NET PROFIT	"	1,964.35	543.57	373.45	157.99	273.66
EARNINGS TO NET WORTH	Percent	48.44	11.96	7.69	3.19	5.23
EARNINGS PER EQUITY SHARE	Rupees	213.02	58.95	40.50	17.13	29.68
DIVIDEND ON EQUITY SHARES	Per Share	5.00	5.00	5.00	5.00	5.00
FINANCIAL POSITION						
EQUITY SHARE CAPITAL	Rs.in lakhs	92.20	92.20	92.20	92.20	92.20
RESERVES & SURPLUS	"	3,962.80	4,452.40	4,762.00	4,864.50	5,138.10
SHAREHOLDERS' FUNDS (NET WORTH)	"	4,055.00	4,544.60	4,854.20	4,956.70	5,230.30
SECURED LOANS	"	1,451.65	1,260.70	1,372.00	1,769.00	768.90
UNSECURED LOANS	"	268.55	404.10	61.35	200.30	168.90
DEFERRED TAX LIABILITY / (ASSET)	"	21.40	166.10	264.25	275.70	277.10
FUNDS EMPLOYED	"	5,796.60	6,375.50	6,551.80	7,201.70	6,445.20
FIXED ASSETS (NET BLOCK)	"	2,172.10	3,974.60	3,964.60	3,793.75	3,413.40
INVESTMENTS	"	1,603.65	72.20	72.20	7.20	7.20
CURRENT ASSETS	"	4,577.65	5,594.70	5,991.30	5,708.15	5,996.20
LOANS AND ADVANCES	"	4,577.65	5,594.70	5,991.30	5,708.15	5,996.20
LESS : CURRENT LIABILITIES AND PROVISIONS	"	2,556.80	3,266.00	3,476.30	2,307.40	2,971.60
NET CURRENT ASSETS	"	2,020.85	2,328.70	2,515.00	3,400.75	3,024.60
APPLICATION OF FUNDS	"	5,796.60	6,375.50	6,551.80	7,201.70	6,445.20
BOOK VALUE PER SHARE	Rupees	439.70	492.80	526.40	537.50	567.20
DEBT / EQUITY RATIO	-	-	-	-	-	-
CAPITAL EXPENSES	Rs. in Lakhs	804.40	2,160.20	449.30	178.10	73.60
NET CASHFLOW	Rs. in Lakhs	89.60	243.99	(153.96)	(40.40)	(90.89)



Telephone : 91-022 6660 8711-13-14
Fax : 91-022 6663 5401
CIN : L28129MH1962PLC012289

e-mail : info@kairacan.com
website: www.kairacan.com

KAIRA CAN COMPANY LIMITED

REGD. OFFICE : ION HOUSE, DR. E. MOSES ROAD, MAHALAXMI, MUMBAI 400 011.

Recognised Star Export House

KAR/SEC/2017/BC/54AGM

10th July, 2017

The Secretary,
The Stock Exchange, Mumbai,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 023.

Security Code : 504840 and ISIN – INE375D01012.

Dear Sirs,

Re. :- Notice of 54th Annual General Meeting, Remote e-voting and Book Closure and date.

We have to kindly inform you that:-

1. 54th Annual General Meeting of Kaira Can Company Limited will be held on Friday, 11th August, 2017 at Hotel Kohinoor Park, Ruby Hall, Kohinoor Corner Veer Sawarkar Marg, Prabhadevi, Mumbai – 400 025 at 3.00 p.m.
2. The Notice containing the business to be transacted at the meeting is attached.
3. As per section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility of 'remote e-voting' to exercise their right to vote at the 54th Annual General Meeting. The remote e-voting period begins on Monday, 7th August, 2017 at 9.00 A.M. and ends on Thursday, 10th August, 2017 at 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 4th August, 2017, may cast their vote electronically.
4. The Register of Members and Share Transfer Books of the Company will close from Friday, 4th August, 2017 to Friday 11th August, 2017 (both days inclusive), for the purpose of 54th Annual General Meeting and determining persons entitled to receive dividend.

The above is for your information and record.

Thanking you,

Yours faithfully,

For KAIRA CAN COMPANY LIMITED

HITEN VANJARA
COMPANY SECRETARY

Enc: As above



KAIRA CAN COMPANY LIMITED

(CIN: L28129MH1962PLC012289)

Regd. Office : ION House, Dr.E.Moses Road, Mahalaxmi, MUMBAI - 400 011

e-mail : companysecretary@kairacan.com; Website : www.kairacan.com Tel.: 022-66608711 Fax No.: 022-66635401

NOTICE

Notice is hereby given that the Fifty Fourth Annual General Meeting of the Shareholders of Kaira Can Company Limited will be held on Friday, the 11th August, 2017 at 03.00 P.M. (15.00 Hrs) at the Hotel Kohinoor Park, Kohinoor Corner, Ruby Hall, Veer Savarkar Marg, Opp. Siddhivinayak Temple, Prabhadevi, Mumbai - 400025 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of Accounts together with Directors' Report and also the Auditors' Report thereon for the year ended 31st March, 2017.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Shri Premal N. Kapadia (DIN 00042090) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Kishorsinh M. Jhala (DIN 07050350) who retires by rotation and being eligible, offers himself for re-appointment.
5. To Re-appoint Auditor and fix their remuneration and in this regard to consider, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013, M/s.Kalyaniwalla & Mistry LLP, Chartered Accountants, (Firm Reg. No.104607W/W100166) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company".

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors), Rules, 2014, the remuneration of Rs.1,00,000/-, (Rupees One Lakh only) plus tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March, 2018 as approved by the Board of Directors of the Company, to be paid to M/s. P.D. Modh & Associates, Cost Accountants for the conduct of the cost audit of the Company's Can manufacturing unit at Kanjari, be and is hereby ratified and confirmed."

By Order of the Board of Directors,
For KAIRA CAN COMPANY LIMITED

Place : Mumbai
Date : 26th May, 2017

Hiten Vanjara
Company Secretary

Registered office:

Ion House, Dr E. Moses Road
Mahalaxmi, Mumbai 400 011

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. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies must be supported by an appropriate resolution/authority, as applicable.



2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. A statement giving the details of the Director seeking reappointment under Item No.3 & 4 of the accompanying Notice, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, is annexed hereto.
5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 1.00 P.M. upto the date of this Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 4th August, 2017 to Friday, the 11th August, 2017 (both days inclusive), for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
7. The dividend on Equity Shares, if declared at the Annual General Meeting, will be payable on or after 16th August, 2017 to those members :
 - (a) whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/Registrar and Transfer Agent on or before 4th August, 2017; and
 - (b) whose names appear as Beneficial Owners in the list of Beneficial Owners on 4th August, 2017 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
8. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Computech Sharecap Limited.
9. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends for the financial years upto 2008-09, on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 12th August, 2016 (date of last Annual General meeting) on the website of the Company (www.kairacan.com), as also on the website of the Ministry of Corporate Affairs.
10. Electronic copy of the Annual Report for the year 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s). For the members who have not registered their email address, physical copies of the Annual Report for 2016-17 are being sent in the permitted mode.
11. Members may also note that the Notice of the 54th Annual General Meeting and the Annual Report 2017 will also be available on the Company's website www.kairacan.com for their download, even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send request to the Company's investor email ID : companysecretary@kairacan.com
12. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents Computech Sharecap Limited ("Computech") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
15. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Computech.
16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.

17. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.
18. A route map showing directions to reach the venue of the 54th AGM is given at the end of this Notice.
19. **Voting through electronic means :**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' to exercise their right to vote at the 54th Annual General Meeting (AGM). The business may be transacted through remote e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, through ballot/polling paper shall also be made available at the venue of the 54th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Shri. Prashant S. Mehta, Practicing Company Secretary, Membership No. ACS 5814 & Certificate of Practice Number 17341 as the Scrutinizer for conducting the remote e-voting and the voting process at the 54th AGM in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) **The remote e-voting period begins on Monday, 7th August, 2017 at 9.00 A.M. and ends on Thursday, 10th August, 2017 at 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 4th August, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on Thursday, 10th August, 2017. The members holding shares in physical or in demat form as on 4th August, 2017 shall only be eligible for remote e-voting.**
- (ii) The shareholders should log on to the remote e-voting website **www.evotingindia.com**.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the password which is printed on address slip.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.



- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <**KAIRA CAN COMPANY LTD.**> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- 20. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- 21. The Scrutinizer shall within a period of three days from the conclusion of the Annual General Meeting declare the results of voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman and/or to the Company Secretary.
- 22. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.kairacan.com and on the website of CDSL and communicated to the BSE Limited.

By Order of the Board of Directors,
For KAIRA CAN COMPANY LIMITED

Place : Mumbai
Date : 26th May, 2017

Hiten Vanjara
Company Secretary

Registered office:
Ion House, Dr E. Moses Road
Mahalaxmi, Mumbai 400 011

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.6

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a cost accountant in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on 19th May, 2017, the Board has considered and approved appointment of M/s. P.D. Modh & Associates, Cost Accountants, for the conduct of the Cost Audit of the Company's Can manufacturing unit at Kanjari at a remuneration of Rs.1,00,000/-, (Rupees One Lakh Only) plus tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending March 31, 2018.

The Resolution at Item No.6 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No.6.

By Order of the Board of Directors,
For KAIRA CAN COMPANY LIMITED

Place : Mumbai
Date : 26th May, 2017

Hiten Vanjara
Company Secretary

Registered office:

Ion House, Dr E. Moses Road
Mahalaxmi, Mumbai 400 011

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING
[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Shri Premal N. Kapadia	Shri Kishorsinh M. Jhala
Age	68 Years	56 Years
Date of Appointment on the Board	01.07.1994	20.12.2014
Qualifications	B.Sc.(Chemistry) B.S.Chemical Engg., USA M.S. Engg., USA	B.Sc. (Physics) MBA-Marketing
Expertise	Engineering	Sales & Marketing
Directorship held in other Public Companies (excluding foreign and private companies)	<ul style="list-style-type: none"> Alkyl Amines Chemicals Ltd West Coast Paper Mills Ltd 	None
Chairmanships / Memberships of Committee	<ul style="list-style-type: none"> Chairman of CSR Committee of Kaira Can Company Limited. Member of Audit Committee of Alkyl Amines Chemicals Ltd and West Coast Paper Mills Ltd. 	None
Shareholding of Directors	90349	Nil
Relationship between directors inter-se	Related to Shri. Utsav R. Kapadia and Shri. Nanak G. Sheth	None

Route Map to the Venue of 54th Annual General Meeting

