

**56<sup>th</sup>**

**Annual Report**

For the year ended 31<sup>st</sup> March

**2019**



**Kaira Can Company Limited**



Kaira Can Company Limited



Cans for Processed Food



Cans for Sweets



Cans for Dairy Products



Rolled Sugar Cones for Ice Cream

**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, *Non-Executive Director*
- Shri Utsav R. Kapadia, *Non-Executive Director*
- Shri Kirat M. Patel, *Non-Executive Director*
- Smt. Amita V. Parekh, *Independent Director*
- Shri Laxman D. Vaidya, *Independent Director*
- Shri Keval N. Doshi, *Independent Director*
- Shri Kishorsinh M. Jhala, *Non-Executive Director, (Nominee of GCMMF)*
- Shri Pavan Kumar Singh, *Non-Executive Director, (Nominee of GCMMF)*

**Company Secretary**

Shri Hiten Vanjara

**Auditors**MSKA & Associates, *Chartered Accountants (upto 6<sup>th</sup> July, 2019)*G. D. Apte & Co., *Chartered Accountants (From 8<sup>th</sup> July, 2019)***Bankers**

- Bank of Baroda, Mumbai
- DBS Bank India Limited
- ICICI Bank Limited
- Kotak Mahindra Bank Limited

**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

**CONTENTS**

1. Five Years Review.....	II
2. Notice.....	1-19
3. Directors' Report.....	20-37
4. Corporate Governance Report.....	38-53
5. Independent Auditors' Report.....	54-61
6. Balance Sheet .....	62
7. Profit and Loss Account .....	63
8. Cash flow Statement .....	64-65
9. Statement of Changes In Equity .....	66
10. Notes to the financial statement 1-47 .....	67-101

**56<sup>th</sup> Annual General Meeting**

Day : Wednesday  
Date : 7<sup>th</sup> August, 2019  
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 (NOTE)**

PARTICULARS		As Per Previous GAAP		As Per Ind AS		
		2015	2016	2017	2018	2019
<b>EARNINGS AND DIVIDENDS</b>						
SALES	Rs.in lakhs	15,960.26	13,795.82	14,412.29	14,881.88	14,388.21
CHANGE IN SALES		20%	-14%	4%	3%	-3%
PROFIT SUBJECT TO :	Rs.in lakhs	1,064.15	630.21	829.94	1,145.75	979.40
(A) DEPRECIATION	"	464.68	380.83	440.50	452.74	477.46
(B) TAXATION	"	226.02	91.39	115.90	212.59	148.33
NET PROFIT	"	373.45	157.99	273.54	480.42	353.61
EARNINGS TO NET WORTH	Percent	7.69	3.19	5.21	8.46	5.95
EARNINGS PER EQUITY SHARE	Rupees	40.50	17.13	29.66	52.10	38.35
DIVIDEND ON EQUITY SHARES	Per Share	5.00	5.00	5.00	6.50	6.50
<b>FINANCIAL POSITION</b>						
EQUITY SHARE CAPITAL	Rs.in lakhs	92.20	92.20	92.20	92.20	92.20
RESERVES & SURPLUS	"	4,762.00	4,864.50	5,157.20	5,588.70	5,848.30
SHAREHOLDERS' FUNDS (NET WORTH)	"	4,854.20	4,956.70	5,249.40	5,680.90	5,940.50
SECURED LOANS	"	1,372.00	1,769.00	17.05	5.45	0.60
UNSECURED LOANS	"	61.35	200.30	168.90	44.00	-
DEFERRED TAX LIABILITY / (ASSET)	"	264.25	275.70	266.00	219.15	193.35
FUNDS EMPLOYED	"	6,551.80	7,201.70	5,701.35	5,949.50	6,134.45
FIXED ASSETS (NET BLOCK)	"	3,964.60	3,793.75	3,413.40	3,457.65	3,360.90
INVESTMENTS	"	72.20	7.20	4.90	11.75	9.70
CURRENT ASSETS LOANS AND ADVANCES	"	5,991.30	5,708.15	6,008.00	6,621.10	6,904.05
<b>LESS : CURRENT LIABILITIES AND PROVISIONS</b>	"	3,476.30	2,307.40	3,724.95	4,141.00	4,140.20
NET CURRENT ASSETS	"	2,515.00	3,400.75	2,283.05	2,480.10	2,763.85
APPLICATION OF FUNDS	"	6,551.80	7,201.70	5,701.35	5,949.50	6,134.45
BOOK VALUE PER SHARE	Rupees	526.40	537.50	569.30	616.10	644.22
DEBT / EQUITY RATIO		-	-	-	-	-
CAPITAL EXPENSES	Rs.in Lakhs	449.30	178.10	133.30	497.00	347.25
NET CASHFLOW	Rs.in Lakhs	(153.96)	(40.40)	(90.89)	372.16	(145.52)

**Note :- Figures for Financial Year 2016-17 to 2018-19 are in compliance with Ind AS.**





# 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 SIXTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF KAIRA CAN COMPANY LIMITED WILL BE HELD ON WEDNESDAY, THE 7<sup>TH</sup> AUGUST, 2019 AT 3.00 PM (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 31<sup>st</sup> March, 2019.
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 appoint G. D. Apte & Co., Chartered Accountants as Statutory Auditors and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT**, pursuant to the provisions of Sections 139, 140 and 141 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules thereunder and including any amendments, modifications, variations or re-enactments thereof. M/s G. D. Apte & Co., Chartered Accountants (ICAI Firm Registration No. 100515W), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of 5 (five) years with effect from the Financial Year 2019-2020 till (and including) the Financial Year 2023-2024, on a remuneration of Rs. 11,50,000 (Rupees Eleven Lakhs Fifty Thousand Only) for the purpose of audit including under Ind-AS, and other certification plus out of pocket expenses and taxes as applicable, for the Financial Year 2019-2020, and for such remuneration and expenses thereafter as may be mutually agreed between the Company and the said Statutory Auditors and as may be further approved by the Board from time to time, with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, etc., in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

### SPECIAL BUSINESS:

6. **Continuation of Directorship of Shri. Shishir K. Diwanji (DIN 00087529) as Non-Executive Independent Director of the Company aged above 75 years.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT**, pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, consent of the Members be and is hereby accorded for continuance of the Directorship of Shri. Shishir K. Diwanji, (DIN: 00087529), as Non-Executive Independent Director of the Company, who is above the age of 75 years and is aged around 80 years at present, in the office of Director of the Company on the existing terms and conditions, subject to provisions, rules and regulations of the Act and / or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and / or any other appropriate authorities, as may be applicable, and as amended from time to time, from the effective date the said of Amendment Regulations i.e., April 01, 2019.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

7. **Re-appointment of Shri. Kirat M. Patel (DIN 00019239) as a Non-Executive Director of the Company, liable to retire by rotation.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Sections 152 and 161 of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), approval



of members of the Company be and is hereby accorded to re-appointment of Shri. Kirat M. Patel as Non-Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**8. Re-appointment of Shri. Shishir K. Diwanji (DIN 00087529) as an Independent Director of the Company to hold office for a second term.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Shri. Shishir K. Diwanji who was appointed as an Independent Director and who holds office upto the ensuing 56<sup>th</sup> Annual General Meeting and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term upto the conclusion of 61<sup>st</sup> Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**9. Re-appointment of Smt. Amita V. Parekh (DIN 06884535) as an Independent Director of the Company to hold office for a second term.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Smt. Amita V. Parekh who was appointed as an Independent Director and who holds office upto the ensuing 56<sup>th</sup> Annual General Meeting and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term upto the conclusion of 61<sup>st</sup> Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**10. Appointment of Shri. Keval Navinchandra Doshi (DIN 03635213) as an Independent Director on the Board of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Shri. Keval Navinchandra Doshi be and is hereby appointed as an Independent Director on the Board of the Company for a term of 5 consecutive years, upto the conclusion of 61<sup>st</sup> Annual General Meeting of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**11. Re-appointment of Shri. Ashok B. Kulkarni (DIN No. 01605886) as the Managing Director.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals,

permissions and sanctions, consent be and is hereby accorded to the re-appointment of Shri. Ashok Bhaskar Kulkarni as the Managing Director for the period of three years with effect from 1<sup>st</sup> July, 2019 on the remuneration, terms and conditions as set out in the explanatory statement annexed hereto which shall be deemed to form part of this resolution, and in the event of inadequacy or absence of profits in any financial year, the remuneration comprising salary, perquisites and benefits approved herein be paid as minimum remuneration to the said Managing Director subject to such approvals as may be required."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary and/or revise the remuneration and performance based incentive of Shri. Ashok Bhaskar Kulkarni, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and are hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

## 12. Re-Appointment of Shri. K. Jagannathan (DIN No. 01662368) as the Executive Director.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, consent be and is hereby accorded to the re-appointment of Shri. K. Jagannathan as the Executive Director for the period of three years with effect from 1<sup>st</sup> July, 2019 on the remuneration, terms and conditions as set out in the explanatory statement annexed hereto which shall be deemed to form part of this resolution, and in the event of inadequacy or absence of profits in any financial year, the remuneration comprising salary, perquisites and benefits approved herein be paid as minimum remuneration to the said Executive Director subject to such approvals as may be required."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary and/or revise the remuneration and performance based incentive of Shri. K. Jagannathan, Executive Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and are hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

## 13. Ratification of Remuneration to Cost Auditor:

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 applicable taxes and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending March 31, 2020 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 units at Kanjari, be and is hereby ratified and confirmed."

By Order of the Board of Directors,

**For KAIRA CAN COMPANY LIMITED**

**Hiten Vanjara**

**Company Secretary**

Place: Mumbai

Date: 8<sup>th</sup> July, 2019

### 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 details of Directors seeking appointment and re-appointment under Item No. 3, 4, 7, 8, 9, 10, 11 & 12 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 Tuesday, the 23<sup>rd</sup> July, 2019 to Tuesday, the 7<sup>th</sup> August, 2019 (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 12<sup>th</sup> August, 2019 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 23<sup>rd</sup> July, 2019; and
  - b) whose names appear as Beneficial Owners in the list of Beneficial Owners on 23<sup>rd</sup> July 2019 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. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
10. 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 2010-11, 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 27<sup>th</sup> July, 2018 (date of last Annual General meeting) on the website of the Company ([www.kairacan.com](http://www.kairacan.com)), as also on the website of the Ministry of Corporate Affairs. Unclaimed Dividend for the FY 2011-12 will for due for transfer to the said Fund on 17<sup>th</sup> August, 2019. Those Members, who have not encashed their dividends for the FY 2011-12, are requested to claim it from the RTA of the Company (Computech Sharecap Ltd.) immediately. Those Members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or the RTA of the Company.
11. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). The Company has also written to the concerned Shareholders intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website [www.kairacan.com](http://www.kairacan.com). No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in). All correspondence should be addressed to the RTA of the Company viz. Computech Sharecap Limited (Unit: Kaira Can Company Limited), 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai-400023. Tel:022-22635003/5000/5001, e-mail: [helpdesk@computechsharecap.com](mailto:helpdesk@computechsharecap.com)



12. Electronic copy of the Annual Report for the year 2018-19 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 2018-19 are being sent in the permitted mode.
13. Members may also note that the Notice of the 56<sup>th</sup> Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website [www.kairacan.com](http://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](mailto:companysecretary@kairacan.com)
14. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
15. The Cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is July 31, 2019. Please note that Members can opt for only one mode of voting i.e. either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice-versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
16. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as of the cut-off date i.e. July 31, 2019, may obtain the Login ID and Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if the Member is already registered with CDSL for remote e-voting, then he/she can use his/her existing User-ID and Password for casting the vote. Only a member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.
17. 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 at the Meeting.
18. 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.
19. 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.
20. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
21. 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.
22. A route map showing directions to the venue of the 56<sup>th</sup> AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on "General Meetings".

### 23. 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 56<sup>th</sup> Annual General Meeting (AGM). The business may be transacted through 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 56<sup>th</sup> 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 56<sup>th</sup> AGM in a fair and transparent manner.



**The instructions for shareholders voting electronically are as under:**

- i. The remote e-voting period begins on Saturday, 3<sup>rd</sup> August, 2019 at 9.00 A.M. and ends on Tuesday, 6<sup>th</sup> August, 2019 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., Wednesday, 31<sup>st</sup> July, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on Tuesday, 6<sup>th</sup> August, 2019.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Shareholders / Members
- 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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 as mentioned in instruction (iv).</li> </ul>

- 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 Limited** 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the changed 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.