

57th

Annual Report

For the year ended 31st March

2020



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 - Upto 30th June, 2020*
- Smt. Varsha R. Jain, *Independent Director - From 1st July, 2020*
- 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

AuditorsG. D. Apte & Co., *Chartered Accountants***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
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
Email : helpdesk@computechsharecap.in
Website: www.computechsharecap.in

CONTENTS

1. Five Years Review.....	ii
2. Notice.....	1-9
3. Directors' Report.....	10-27
4. Corporate Governance Report.....	28-44
5. Independent Auditors' Report.....	45-51
6. Balance Sheet.....	52
7. Profit and Loss Account.....	53
8. Cash flow Statement.....	54-55
9. Statement of Changes in Equity.....	56
10. Notes to the Financial Statement.....	57-91

57th Annual General Meeting

Day : Friday
Date : 25th September, 2020
Time : 11:00 a.m.
Mode : Through Video Conferencing (VC) /
Other Audio Visual Means (OAVM).
on www.evotingindia.com.
EVS N : 200818006 - Kaira Can Company Ltd



FIVE YEARS REVIEW (NOTE)

PARTICULARS		As Per Previous GAAP	As Per Ind AS			
		2016	2017	2018	2019	2020
EARNINGS AND DIVIDENDS						
SALES	Rs.in lakhs	13,795.82	14,412.29	14,881.88	14,388.21	15,729.22
CHANGE IN SALES		-14%	4%	3%	-3%	9%
PROFIT SUBJECT TO :	Rs.in lakhs	630.21	829.94	1,145.75	979.40	1,332.66
(A) DEPRECIATION	“	380.83	440.50	452.74	477.46	497.39
(B) TAXATION	“	91.39	115.90	212.59	148.33	192.42
NET PROFIT	“	157.99	273.54	480.42	353.61	642.85
EARNINGS TO NET WORTH	Percent	3.19	5.21	8.46	5.95	7.26
EARNINGS PER EQUITY SHARE	Rupees	17.13	29.66	52.10	38.35	48.85
DIVIDEND ON EQUITY SHARES	Per Share	5.00	5.00	6.50	6.50	10.00
FINANCIAL POSITION						
EQUITY SHARE CAPITAL	Rs.in lakhs	92.20	92.20	92.20	92.20	92.20
RESERVES & SURPLUS	“	4,864.50	5,157.20	5,588.70	5,848.30	6,112.75
SHAREHOLDERS' FUNDS (NET WORTH)	“	4,956.70	5,249.40	5,680.90	5,940.50	6,204.95
SECURED LOANS	“	1,769.00	17.05	5.45	0.60	-
UNSECURED LOANS	“	200.30	168.90	44.00	-	-
DEFERRED TAX LIABILITY / (ASSET)	“	275.70	266.00	219.15	193.35	164.75
FUNDS EMPLOYED	“	7,201.70	5,701.35	5,949.50	6,134.45	6,369.70
FIXED ASSETS (NET BLOCK)	“	3,793.75	3,413.40	3,457.65	3,360.90	3,018.80
INVESTMENTS	“	7.20	4.90	11.75	9.70	4.70
CURRENT ASSETS						
LOANS AND ADVANCES	“	5,708.15	6,008.00	6,621.10	6,904.05	6,821.85
LESS : CURRENT LIABILITIES AND PROVISIONS	“	2,307.40	3,724.95	4,141.00	4,140.20	3,475.65
NET CURRENT ASSETS	“	3,400.75	2,283.05	2,480.10	2,763.85	3,346.20
APPLICATION OF FUNDS	“	7,201.70	5,701.35	5,949.50	6,134.45	6,369.70
BOOK VALUE PER SHARE	Rupees	537.50	569.30	616.10	644.22	672.89
DEBT / EQUITY RATIO		-	-	-	-	-
CAPITAL EXPENSES	Rs.in Lakhs	178.10	133.30	497.00	347.25	235.25
NET CASHFLOW	Rs.in Lakhs	(40.40)	(90.89)	372.16	(145.52)	726.90

Note :- Figures for Financial Year 2016-17 to 2019-20 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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTY SEVENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF KAIRA CAN COMPANY LIMITED WILL BE HELD ON FRIDAY, THE 25TH SEPTEMBER, 2020 AT 11.00 AM. IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM"), 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, 2020.
2. To confirm interim dividend of Rs. 9.00 per share paid in March, 2020 and to declare final dividend of Rs.1.00 per share recommended by the Board of Directors for the year 2019-20.
3. To appoint a Director in place of Shri Pavan Kumar Singh (DIN 07050380) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Utsav R. Kapadia (DIN 00034154) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **Re-appointment of Shri. Laxman Deepak Vaidya (DIN 00151463) 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 **Special 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. Laxman Deepak Vaidya who was appointed as an Independent Director and who holds office upto the ensuing 57th 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 62nd 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".

6. **Appointment of Smt. Varsha Rakesh Jain (DIN 008771121) 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), Smt. Varsha Rakesh Jain 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 62nd 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".

7. **To approve remuneration (other than sitting fees) payable to non-executive directors of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions of the Companies Act, 2013 ("Act"), if



any(including any statutory modification(s) or re-enactment thereof for the time being in force) a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the directors (other than the managing director or whole-time directors of the Company) or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each financial year, for a period of five financial years commencing from 1st April 2019, provided that none of the directors aforesaid shall receive individually a sum exceeding INR 2,00,000/- (Rupees Two lakhs only) in a financial year.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fee payable to the director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

8. 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, 2021 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: 30th June, 2020

Hiten Vanjara
Company Secretary

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

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and aforesaid MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue of the AGM will be the Registered Office of the Company.
2. An Explanatory Statement setting out all material facts relating to Special Business to be transacted at AGM at Item Nos. 5 to 8 is annexed herewith. The Board of Directors have considered and decided to include Item Nos. 5 to 8 given above, as Special Business in the AGM, being unavoidable.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at www.kairacan.com website of Stock Exchange BSE Limited at www.bseindia.com and website of Central Depository Services Limited (CDSL) at www.evotingindia.com
6. For receiving all communication (including Annual Report) from the Company electronically: a) Members holding shares in physical mode and who have not registered / updated their email address with the Company can temporarily

register / update their email address by sending email with request letter to company's to R&T at helpdesk@computechsharecap.in b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

7. Register of Members and Share Transfer Books will remain closed from Saturday, September 19, 2020 to Friday, September 25, 2020 (both days inclusive) for the purpose of Annual General Meeting.
8. Members seeking any information with regard to the accounts or any document to be placed at the AGM, are requested to write to the Company on or before Monday, September, 21, 2020 through email on companysecretary@kairacan.com The same will be replied / made available by the Company suitably.
9. (a) Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF. Please note that pursuant to provisions of Section 124, 125 of the Companies Act, 2013 all unclaimed/unpaid dividends up to 2011-12 have been transferred to the IEPF. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 7, 2019 (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 (www.mca.gov.in). In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
- (b) 1364 equity shares are lying in the unclaimed suspense account. Concerned shareholders have been reminded to claim their shares.
10. We have been offering the facility of electronic credit of dividend directly to the respective bank accounts of our shareholders, through National Electronic Clearing Service (NECS) and National Automated Clearing House (NACH). Shareholders who would like to avail of the ECS facility (if not done earlier) are requested to communicate with Company's Registrar and Transfer Agents at helpdesk@computechsharecap.in Further, the shareholders holding shares in physical form, for receiving dividend electronically can also temporarily register/ update their bank account details at the earliest by sending email to helpdesk@computechsharecap.in provided by the Company's Registrar and Transfer Agent. Kindly note that shareholders holding shares in dematerialised form would receive their dividend directly to the bank account nominated by them to their Depository Participant, as per SEBI directives. Dividend warrants/ demand drafts will be dispatched to the registered address of the Shareholders who have not registered/ updated their bank account details, after lifting of lockdown and normalisation of postal services.
11. The members are requested to notify change of address, if any, to the Company's Registrar and Transfer Agent.
12. The members may note that the Company's Equity Shares are listed on the BSE Ltd. and the listing fees to the stock exchange have been paid.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
16. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company's Registrar and Transfer Agent (in case of shares held in physical mode) and with relevant depository participant (in case of shares held in demat mode). A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending details by email to helpdesk@computechsharecap.in on or before Friday, 11th September, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by submitting these declarations / documents on email helpdesk@computechsharecap.in The aforesaid declarations and documents need to be submitted by the shareholders latest by Friday 11th September 2020.



17. Members of the Company had approved the appointment of M/s. G. D. Apte & Co., Chartered Accountants, Mumbai as Statutory Auditors at the 56th Annual General Meeting of the Company for their first term of 5 years. Accordingly, M/s. G. D. Apte & Co., Chartered Accountants, shall be the Statutory Auditors of the Company upto the FY 2023-24.
18. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to Shri.Prashant Mehta acs.pmehta@gmail.com with a copy marked to helpdesk.evoting@cDSLindia.com.
19. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS.**

A. VOTING THROUGH ELECTRONIC MEANS

- 1) The instructions for shareholders for remote e-voting are as under
 - (i) The remote e-voting period begins on Monday 21 September 2020 at 9.00 am and ends on Thursday 24 September, 2020 at 5.00 pm. 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. 18th September, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the Meeting would not be entitled to vote at the Meeting.
 - (iii) Shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on "Shareholders" module.
 - (v) Enter their User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in physical form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and click on "Login".
 - (vii) Shareholders holding shares in dematerialised form and having used www.evotingindia.com earlier and having voted on an earlier e-voting of any company, may use their existing password.
 - (viii) First time users may follow the steps given below:

For Members holding shares in Demat Form and Physical Form

For Shareholders holding shares in Dematerialised Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	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. 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the **EVSN 200818006** for **KAIRA CAN COMPANY LIMITED**.
- (xiii) On the voting page, shareholders will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Shareholders can select the option YES or NO as desired. The option YES implies that they assent to a Resolution and option NO implies that they dissent from a Resolution.
- (xiv) Shareholders should click on the "RESOLUTIONS FILE LINK" if they wish to view the entire Resolution details.

- (xv) After selecting the Resolution they have decided to vote on, they should click on "SUBMIT". A confirmation box will be displayed. If they wish to confirm their vote, click on "OK", else to change their vote, click on "CANCEL" and they can accordingly modify their vote.
- (xvi) Once they "CONFIRM" their vote on a Resolution, they will not be allowed to modify their vote.
- (xvii) They can also print details of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account shareholder has forgotten the login password then enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from the internet. Please follow the instructions as prompted by the mobile app while remote e-voting from your mobile.

2) Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice

- i) For shareholders holding shares in physical form - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to Company/RTA's email ID at **companysecretary@kairacan.com** or **helpdesk@computechsharecap.in** respectively.
- ii) For shareholders holding shares in dematerialised form - please provide Demat account details (CDSL16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of shareholder, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA's email ID at **companysecretary@kairacan.com** or **helpdesk@computechsharecap.in** respectively.
- iii) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM

1. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
2. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e- voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance between 16th September 2020 and 20th September 2020 mentioning their name, demat account number/folio number, email ID, mobile number at **companysecretary@kairacan.com**
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.
8. Members who need assistance before or during the AGM, or 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** or call 1800225533
9. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call 1800225533.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING

1. Procedure for e-Voting on the day of the AGM is same as the Remote e-voting as mentioned above.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are not otherwise barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.



3. If any votes are cast by shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.
4. Shareholders who have voted through Remote e-Voting facility will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- I. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- II. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk@cdslindia.com.
- III. 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.
- IV. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- V. 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.
- VI. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., to the Scrutinizer and to the Company at the email address viz companysecretary@kairacan.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

OTHER INSTRUCTIONS

- I. Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to helpdesk@computechsharecap.in
- II. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 18th September 2020 may obtain the login ID and password by sending an email to companysecretary@kairacan.com or helpdesk@computechsharecap.in or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No.
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
- IV. Shri. Prashant Mehta, Proprietor of P Mehta & Associates, Company Secretaries (CP No. 17341) has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting during the meeting in a fair and transparent manner.
- V. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- VI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.kairacan.com and on the website of CDSL at www.evoting.india.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

Hiten Vanjara
Company Secretary

Place: Mumbai
Date: 30th June, 2020

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