

# **KAISER PRESS LIMITED**

Seventeenth Annual Report  
2009-2010

## **BOARD OF DIRECTORS**

Jehangir R Patel

Bhushanlal Arora

Anagha Korde

Rohinton Daroga

Rajendra R. Vaze

## **AUDITORS**

B B Shah & Company

Chartered Accountants

103-Rajguru Apt. Baburao Parulekar Road

Dadar West

Mumbai 400028

## **BANKERS**

Thane Bharat Sahakari Bank Ltd

Bank of India

HDFC Bank

## **REGISTERED OFFICE**

K K (Navsari) Chambers

39/B, Ground Floor

A K Nayak Marg

Fort, Mumbai 400001

---

# SEVENTEENTH ANNUAL REPORT 2009-2010

## NOTICE

Notice is hereby given that the SEVENTEENTH ANNUAL GENERAL MEETING of the members of KAISER PRESS LIMITED will be held on 23rd December, 2010 at 11.00 a.m. at the Registered Office of the Company, K K (Navasari) Chambers, 39/B Ground Floor, A K Nayak Marg, Fort, Mumbai 400 001 to transact the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended June 30, 2010 the Balance sheet as at that date and the Reports of the Directors and the Auditors.
2. To appoint a Director in place of Mr Rohinton E Daroga who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint Auditors and to fix their remuneration.

### SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:

"RESOLVED that pursuant to all applicable provisions of The Companies Act, 1956 (including any amendment thereto or re-enactment thereof) ('the Act') and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000, the Listing Agreement entered into by the Company with the Bombay Stock Exchange on which the Company's shares are listed and the rules/regulations/guidelines, notifications, circulars and clarifications, if any, issued by the Government of India (GOI), the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI), or any other relevant authority and clarifications issued thereon from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof or the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board in its absolute discretion to create, offer, re-issue and allot in one or more tranches 280600 (Two lac eighty thousand six hundred) Equity Shares of Rs. 10/- (Rupees Ten) each aggregating to Rs.2806000 (Rupees twenty eight lac six thousand) for cash to M/s. Oxcamb Investments Limited being an eligible Investor, being a foreign U.K. based Company, whether the shareholder of the Company or not, on a preferential basis pursuant to and in accordance with the provisions of SEBI (Issue of capital and Disclosure Requirements) Regulations 2009 at such price or prices in such manner and subject to such SEBI guidelines and on such terms and conditions as the Board may in its

absolute discretion deem fit and appropriate at the time of re-issue considering the prevailing market conditions and other relevant factors wherever necessary as per the provisions of SEBI (Issue of capital and Disclosure Requirements) Regulations 2009.

“RESOLVED FURTHER THAT the Equity Shares shall be re-issued by the Company to the eligible Investor on the following terms and conditions:

- i) The entire amount towards subscription of the Equity Shares shall be payable on application.
- ii) The Equity Shares to be allotted shall be subject to a lock-in period to be determined in accordance with the provisions of Chapter VII on Preferential Issues issued under SEBI (Issue of capital and Disclosure Requirements) Regulations 2009, as amended upto date.
- iii) The Equity Shares proposed to be re-issued in the manner aforesaid shall rank pari passu in all respects with the existing Equity Shares of the Company.”

“RESOLVED FURTHER that without prejudice to the generality of the above the relevant date for determining the price for the equity shares to be re-issued and allotted in terms of the aforesaid resolutions shall be Thirty (30) days prior to the date of this meeting i.e. 23 November 2010”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary expedient, usual, proper or incidental to this resolution and to settle any questions remove any difficulty or doubt that may arise from time to time in relation to the offer, re-issue and allotment of the Equity Shares and the utilization of the issue proceeds of the Equity Shares, to prescribe the forms of application and to take such actions or give such directions as they may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make on its own accord or to accept such amendments, modifications, variations and alterations as the GOI/SEBI/RBI or any other regulatory authority may stipulate in that behalf.”

5. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Ordinary Resolution:-

“RESOLVED THAT pursuant to Section 94 read with Sections 31, 16 and other applicable provisions, if any of the Companies Act, 1956, the Authorized Share Capital of the company be and is hereby increased from Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lacks) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 10,00,00,000/- (Rupees Ten Crores only ) divided into 1,00,00,000 ( One Crore ) Equity shares of Rs. 10/- ( Rupees Ten Only ) each . ”

“AND RESOLVED FURTHER THAT first three lines of the clause V of the Memorandum of Association of the Company, be altered and be substituted by the following new three lines :

V The Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 ( One Crore ) Equity shares of Rs. 10/- ( Rupees Ten Only ) each .”

“AND RESOLVED FURTHER THAT the Article 4 of the Articles of Association of the Company be and is hereby deleted and the following substituted therefore :

4. The Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees (Rupees Ten Crores only ) divided into 1,00,00,000 ( One Crore ) Equity shares of Rs. 10/- ( Rupees Ten Only ) each .”

“AND RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary, desirable or appropriate to give effect to this Resolution.”

### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. THE REGISTER OF MEMBERS AND SHARE TRANSFERS BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM THE 18/12/2010 to 23/12/2010 (BOTH DAYS INCLUSIVE).
3. MEMBERS/PROXIES SHOULD BRING THE ATTENDANCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING.
4. MEMBERS SEEKING ANY INFORMATION WITH REGARD TO ACCOUNTS ARE REQUESTED TO WRITE TO THE COMPANY EARLY SO AS TO ENABLE THE MANAGEMENT TO KEEP THE INFORMATION READY.
5. THE EXPLANATORY STATEMENT PURSUANT TO SECTION (173) OF THE COMPANIES ACT, 1956 IS ENCLOSED HERewith.
6. THE RELEVANT DOCUMENTS REFERRED TO IN ACCOMPANYING NOTICE ARE OPEN FOR INSPECTION BY MEMBERS AT THE REGISTERED OFFICE OF THE COMPANY ON ALL WORKING DAYS, EXCEPT SATURDAYS, SUNDAYS AND PUBLIC HOLIDAYS BETWEEN 11.00 A.M. TO 1.00 P.M. UP TO THE DATE OF MEETING.

By Order of the Board  
Kaiser Press Limited

Jehangir R. Patel  
Chairman & Managing Director

Registered Office:  
K K (Navsari Chambers)  
39/B Ground Floor,  
A K Nayak Marg,  
Fort, Mumbai 400001

Dated: 23/11/2010

## **Explanatory Statement for Resolutions mentioned under Item Nos. 4 and 5 pursuant to Section 173(2) of The Companies Act, 1956 (‘the act’)**

### **Item No. 4**

The Company has already forfeited 2,80,600 (Two lac eighty thousand six hundred) Equity shares for non payment of the call money of Rs. 5/- (Rupees Five) per share from some of the shareholders of the company and the forfeiture of the shares have already been approved by the Bombay Stock Exchange. Your Company is engaged in the business of printing and packaging. Your Company has decided to raise funds by way of re issue of forfeited shares for meeting expenditure for its existing operations and other corporate purposes.

The information as required under Clause 73 (1) of the SEBI (Issue of capital and Disclosure Requirements) Regulations 2009 for Preferential Issues is as under:

#### **1. Objects of the issue :**

The proposed re-issue of forefeited shares is for raising of funds for meeting expenditures of existing operations, requirements and other corporate purposes .

It is therefore proposed to re-issue the 2,80,600 (Two lac eighty thousand six hundred) forfeited Equity shares of Rs. 10/- (Rupees Ten) at cash to M/S Oxcamb Investments Limited on a preferential basis as per the provisions of SEBI (Issue of capital and Disclosure Requirements) Regulations 2009.

#### **2. Intention of the promoters/key management persons to subscribe to the offer :**

The key management persons are not making any application for the re-issue of the forfeited Equity shares however M/S Oxcamb Investments Limited being the U. K. Company a promoter group company is making the application for subscribing in respect of re-issue of the forfeited Equity Shares.

#### **3. Shareholding pattern before and after the re-issue of the forfeited Equity shares on preferential basis as under :**

Category	Shareholding before the issue		Shareholding post Issue	
	No of Shares	% of Shares	No of Shares	% of Shares
Resident Individuals	433581	8.58	433581	8.13
Corporate Promoter Under Same	2899293	57.39	2899293	54.37
Bodies Corporate	1711664	33.88	1711664	32.10
Promoter N. R. I. Bodies	—	—	280600	5.26
Directors	2502	0.05	2502	0.05
Directors Relatives	4560	0.09	4560	0.09

Such re-issue of forfeited Equity shares on the preferential basis will be for 2,80,600 (Two lac eighty thousand six hundred) Equity shares of Rs. 10/- (Rupees Ten) each at the price of Rs. 10/- (Rupees Ten) only.

The pricing of the forfeited Equity shares as above to be allotted to the investor on preferential basis shall not be lower than the price determined in accordance with SEBI (Issue of capital and Disclosure Requirements) Regulations 2009 . The issue of forfeited shares on a preferential basis can be made at a price not less than the higher of the following : (i.e.) Rs. 10/- (Rupees Ten) per share:

- The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the six months preceding the relevant date.
- The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the relevant date.

The allotment of the forfeited Equity share will be completed in accordance with the SEBI (Issue of capital and Disclosure Requirements) Regulations 2009 and or subject to such other guidelines of SEBI

#### **4. Proposed time within which allotment will be completed:**

The Company proposes to complete the allotment and dispatch of share certificates of the Equity Shares within such prescribed period as per SEBI Guidelines from the date of passing of the resolution by the members (or where allotment is pending on account of pendency of any regulatory approval, the allotment shall be completed within such prescribed period from the date of such approval) as prescribed under the SEBI Guidelines.

5. The identity of the proposed allottee, the number and the percentage of the post re issue of the forfeited shares that may be held by the allottee as under

Name of the proposed allottee	Shareholding pre issue	Shareholding post issue	
	No. of shares % to capital	No. of shares	% to capital
M/s. Oxcamb Investments Limited	NIL	280600	(5.26%)

The Listing agreement executed by the Company with the Stock Exchange provides that the company shall in the first instance, offer all the securities for subscription pro rata to the shareholders of the company, unless the shareholders in the General Meeting decide otherwise.

**Consent of the members in general meeting would therefore be necessary to re-issue the forfeited share to M/s. Oxcamb Investments Limited not presently being the shareholder as per the Listing Agreement with the Stock Exchange, Mumbai.**

The Equity shares shall not be eligible to be sold for a period of three years from the date of allotment.

The proposed offer to reissue the Equity shares is in the interest of the Company and your Directors commend the resolution for approval.

None of the Directors of the company are in any way concerned or interested in the Resolution at Item No.4 of the notice.

#### Item No. 5

The Present Authorized Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores) only. It is proposed to increase the Authorized Capital to Rs. 10,00,00,000/- (Rupees Ten Crores) in the manner as set out in the Notice in accordance with Section 94 of the Companies Act, 1956. The increase of the authorized Capital of the Company is proposed to enable, at appropriate times as the Board may hereafter decide, the issue of further capital pursuant to existing commitments and proposal to issue shares of the Company.

The consequent alteration of the Memorandum and Article of Association of the Company will be effected in accordance with the provisions of Section 16 of the Companies Act, 1956.

The Board of Directors, therefore, recommends the passing of the Resolution as contained in Item No.5 of the accompanying Notice.

None of the Directors, may be considered to be concerned or interested in the proposed resolution.

By Order of the Board  
Kaiser Press Limited

Place : Mumbai  
Date : 23/11/2010

Registered office

K K (Navsari Chambers)  
39/B Ground Floor,  
A K Nayak Marg,  
Fort, Mumbai 400 001

Jehangir R. Patel  
Chairman & Mg Director

**DIRECTOR'S REPORT**

To  
The Members  
Kaiser Press Limited  
Mumbai

Your Directors are pleased to present the Seventeenth Annual Report of your Company with the Audited Accounts for the year ended June 30, 2010.

**FINANCIAL RESULTS****FINANCIAL PERFORMANCE AND FUTURE PROSPECTS :**

<b>PARTICULARS</b>	<b>For the Year ended 30.06.2010 Rs.</b>	<b>For the Year ended 30.06.2009 Rs.</b>
Sales	4,34,65,431	2,60,10,466
Other Income	9,11,542	5,88,025
Profit/Loss before tax	9,98,815	(59,68,683)
Prior period adjustment	—	—
Provision for Deferred tax liability	6,62,717	(21,87,825)
Provision for Fringe Benefit Taxes	—	58,000
Provision for I .Tax	(2,70,000)	1,75,000
Profit/Loss for the year	13,91,532	(40,13,858)
Balance brought forward from last year	(89,63,888)	(49,39,810)
Balance carried over to Balance sheet	(75,45,594)	(10,516.389)

Your Company posted a total income of Rs. 4,43,76,973 compared to the income of Rs. 2,65,98,491/- for the previous year and the net profit of Rs. 9,98,815 compared to the net loss of Rs. .59,68,683/- for the previous year .The total turnover and the income was comparatively higher from the previous year. The company posted the net profit after long period, which was possible only on account of increase in the business activities resulting into increase in turnover .

As reported in the previous year, your company has successfully diversified into the field of engineering

The economic slowdown in India has also opened up various opportunities for your company. The company has taken appropriate steps to convert the economic downturn into an opportunity. The Directors believe that this has facilitated growth in income and profitability of your company.

**DIVIDEND**

Your directors do not recommend any dividend for the year ended June 30th 2010.

**PROCESS IMPROVEMENTS**

The business growth depends to a large extent on the robustness of the Company' s operational processes and the quality of customer service. The Company is therefore been investing in various process improvements and service quality initiatives over the past few years .

**EMPLOYEES :**

There are no employees whose details are required to be given as per Section 217 (2A) of The Companies Act, 1956.

**Particulars Regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

The particulars required to be stated as per the provisions of Section 217(1) of the Act relating to conservation of energy and technology absorption do not apply to your Company.

**FOREIGN EXCHANGE EARNINGS : EXPORT OF GOODS-RS. 1,69,75,745/-**

Foreign Exchange Outgo : — Rs. NIL

## DIRECTORS

In accordance with the provisions of The Companies Act, 1956 and the Articles of Association of the Company Mr. Rohinton Erach Daroga liable to retire by rotation at the ensuing Annual General Meeting and he is eligible for re-appointment.

Necessary resolutions for the re-appointment of the aforesaid Directors have been included in the notice convening the ensuing Annual General Meeting .

None of the Directors of the Company are disqualified from being appointed as Directors as specified in terms of Section 274 (l)(g) of The Companies Act, 1956.

## AUDITORS

M/s. B. B. Shah & Company Mumbai Chartered Accountants who are the Statutory Auditors of the company hold office, in accordance with provisions of the Companies Act, 1956, upto the conclusion of the forthcoming Annual General Meeting, M/s B B Shah & Company have communicated that they are not seeking re-appointment at ensuing Annual General Meeting. The Company has received a special notice from a Member of the Company, in terms of the provisions of the Companies Act, signifying the intension to propose the appointment of M/s Suresh Surana & Associates., Chartered Accountants, as the Statutory Auditors of the Company from the conclusion of this ensuing Annual General Meeting until the conclusion of the next Annual General Meeting. M/s Suresh Surana & Associates., have also expressed their willingness to act as the Auditors of the Company, if appointed, and have confirmed their eligibility.

## DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956 and based on the information provided by the management, your directors state that:

- i. In the preparation of annual accounts, the applicable accounting standards have been followed;
- ii. Accounting policies selected were applied consistently. Reasonable and prudent judgements and estimates were made so as to give a true and fair view of the state of affairs of the Company as at the end of June 30th, 2010 and of the profit of the Company for the year ended on that date;
- iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- iv. The annual accounts of the Company have been prepared on a going concern basis.

## Management Discussion and Analysis Report and Report of the Directors on Corporate Governance

In accordance with Clause 49 of the listing agreements, the Management Discussion and Analysis Report and the Report of the Directors on Corporate Governance forms part of this report.

## ACKNOWLEDGEMENTS

The Company would like to acknowledge all its employees, stakeholders, key partners for their support in a year that has undoubtedly been one of the most challenging and difficult periods, particularly for the Company.

The Directors appreciate the continued guidance received from various regulatory Authorities including RBI, SEBI, Ministry of Corporate Affairs, The Registrar of Companies, The Stock Exchange, Mumbai, Excise Authorities, Income Tax and Sales Tax Authorities.

On Behalf of the Board of Directors

**Jehangir R. Patel**  
Chairman

Place: Mumbai  
Dated : 31/08/2010.

## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance helps to serve corporate purposes by providing a framework within which stakeholders can pursue the objectives of the organization most effectively. Corporate governance signifies acceptance by management of the inalienable rights of shareholders as the true owners of the organization and of their own role as trustees on behalf of the shareholders.

By combining ethical values with business acumen, globalization with national interests and core business with emerging business, the company aims to be the most respected global organization. The company will continue to focus its resources and strategies to achieve its vision of becoming a truly global leader, while upholding the core values of excellence, integrity, responsibility, unity and understanding which are fundamental to the company.

The company has a strong legacy of fair, transparent and ethical governance practices. The company has adopted a code of conduct for its employees including the Executive Directors and the Managing Director.

Despite the strengthening of corporate governance mechanisms over the years, the global meltdown brought to the fore several instances of deficient regulatory and board oversight. With a change in tide, boards have recognized the importance of an integrated, well-monitored risk management system and the need to closely link performance and remuneration.

### Corporate Governance at KAISER :

KAISER is in compliance with the requirements of the guidelines on Corporate Governance stipulated under clause 49 of the Listing Agreements with the Stock Exchange. In order to fulfill its responsibilities, the Board of Directors has access to accurate, relevant and timely information. KAISER believes that accountability of the management to the board and in turn accountability of the board to shareholders leads to long-term value creation.

KAISER has always maintained that an integrated way of thinking is via responsibility of action. Moreover, the Company strives to be a sustainable and dependable community organization as sustained governance is the cornerstone in building and maintaining relationships with borrowers, depositors, agents, shareholders and other stakeholders.

### BOARD OF DIRECTORS:

#### Composition

The Board of Directors comprises Five members, of which four are non-Executive Directors. Of the Four non-executive Directors, three are Independent Directors. The independent Directors have confirmed that they satisfy the criteria for an Independent Director as stipulated in Clause 49 I (A) (iii) of the Listing Agreements.

None of the Directors of the Company are related to each other.

The Directors bring to the board a wide range of experience and the skills. The composition of the Board is in conformity with the Listing Agreement as under

Name of Director	Designation	Category
Shri Jehangir R. Patel	Managing Director	Non Executive Managing Director
Shri. Bhushanlal Arora	Director	Executive Non Independent Director
Mrs. Anagha A Korde	Director	Non-Executive Independent Director
Shri Rajendra R. Vaze	Director	Non Executive Independent Director
Mr. Rohinton Erach Daroga	Director	Non Executive Independent Director