

KAISER

CORPORATION LIMITED

Twenty Sixth Annual Report
2018-2019

BOARD OF DIRECTORS

Bhushanlal Arora

Anagha Korde

Rohinton Daroga

Rajendra R. Vaze

COMPANY SECRETARY

Umesh Deshmukh

CHIEF FINANCIAL OFFICER

Lyla Mehta

AUDITORS

SURESH SURANA & ASSOCIATES LLP
308-309, A Wing, Technopolis Knowledge Park,
Mahakali Caves Road, Andheri (E),
Mumbai - 400093. India

SECRETARIAL AUDITOR

CS. G.S.JAMBEKAR
401, Om Malayagiri Chs Ltd.,
Sant Dnyaneshwar Marg,
Near Shrikrishna Nagar, Borivali (E),
Mumbai – 400 066.

BANKERS

Bank of India
HDFC Bank
State Bank of India

REGISTERED OFFICE

Timmy Arcade,
Unit No. 406,
Makwana Road,
Marol, Andheri (East),
Mumbai - 400059
website: www.kaiserpress.com
CIN: L22210MH1993PLC074035

TWENTY SIXTH ANNUAL REPORT**2018-19****NOTICE**

Notice is hereby given that the TWENTY SIXTH ANNUAL GENERAL MEETING of the members of KAISER CORPORATION LIMITED will be held on Monday 30th September 2019 at 11.00 a.m. at K. K. (Navsari) Chambers, 39B, A. K. Nayak Marg, Fort, Mumbai 400 001, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the company for the financial year ended 31st March, 2019 together with the reports of the Board of Directors and the Auditors thereon ; and

To receive, consider and adopt the Audited Consolidated Statements of the company for the Financial year ended 31st March, 2019 together with the reports of the Auditors thereon; and

2. Re-appointment of Mr. Bhushanlal Arora as the Executive Director of the Company.

“RESOLVED THAT pursuant to provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 to appoint a Director in place of Mr. Bhushanlal Arora (DIN No. 00416032) who retires by rotation & being eligible offers himself for re-appointment”.

3. Appointment of the Auditors.

To consider and if thought fit, to pass with or without modifications, if any the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions if any of The Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014, M/S. Suresh Surana & Associates LLP Chartered Accountants (Firm Registration No. 121750W/W100010) be and is hereby appointed as the Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting for one year that is until the conclusion of the next Annual General Meeting of the Company that will be held in 2020, on such remuneration as shall be fixed by the Board of Directors.”

By order of the Board
For KAISER CORPORATION LIMITED

Bhushanlal Arora
Managing Director

Place: Mumbai
Date: 30th May 2019

REGISTERED OFFICE:

Timmy Arcade, Unit No. 406,
Makwana Road, Marol,
Andheri (E), Mumbai-400 059

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 26th ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company, provided that such person shall not act as a proxy for any other person or shareholder.

Every member entitled to vote at the 26th Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.

2. The Register of Members and Share Transfer Books of the Company shall remain closed from 21st September 2019 to 30th September, 2019 (both days inclusive).
3. The members/proxies should bring their attendance slips sent herewith, duly filled in for attending the meeting.
4. Entry in the meeting hall shall be strictly restricted to the members/valid proxies only carrying the attendance slip.
5. The members are requested to notify any change in their registered address/residential status immediately to the Registrars M/S. Purva Shareregistry (India) Pvt. Limited, Unit No. 9, Shiv Shakti Indl. Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel (E), Mumbai- 400 011. In case of Dematerialized shares, the aforesaid information should be given to the depository participant with whom the member has an account.
6. Members may note that The Companies Act, 2013 and Rules there under, allow the Company to send notices and documents, including Annual Report to the shareholders through electronic mode to the registered e-mail addresses of shareholders.
 - 6.1. Keeping in view the green initiative taken by the MCA and to save the cost involved in printing and dispatch, we propose to send all future communications including all the notices of General Meetings, Financial Statements and Postal Ballot Notices etc. of the Company, in electronic mode.
 - 6.2. In order to facilitate the same, we request you to furnish your consent with e-mail ID quoting your folio number to our Registrar & Share Transfer Agents M/S. Purva Shareregistry (India) Pvt. Limited.
 - 6.3. In case of any changes in your email address, the same may be communicated immediately.
 - 6.4. In case you are holding shares in electronic form, please update your e-mail ID with your depository participant.

- 6.5 Please note that as a member of the Company, you will always be entitled to receive all communications in, Physical form, upon request.
7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 A.M. to 5:00 P.M.) on all working days except Saturdays, Sundays and Holidays, up to and including the date of the Annual General Meeting of the Company.
8. In compliance with the provisions of Section 108 of the Companies Act, 2013, the Rules framed there under and as per the Listing Agreement the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice. All shareholders holding shares as on 21st September, 2019 (end of the day) being the cut-off date [i.e. record date for the purpose of Rule 20(3)(vii) of the Companies (Management and Administration) Rules, 2014] fixed for determining voting rights of members will be entitled to participate in e-voting process.
9. Members who do not have access to e-voting facility may send duly completed Ballot form (attached with this notice) so as to reach the scrutinizer Mr. G S Jambekar FCS 1569, CP 3735, the Practicing Company Secretary C/O Purva Shareregistry, 9 Shiv Shakti Ind. Estate, J R Boricha Marg, Near Lodha Excelus, Lower Parel (East), Mumbai 400011 not later than 28th September, 2019. Ballot forms received after this date will be treated as invalid.
10. Members can opt for only one mode of voting. i.e. either by Ballot Form or e –voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through the Ballot form shall be treated as invalid. The members who have cast their votes by remote E voting prior to the meeting can also attend the meeting but shall not be entitled to cast their votes.
11. The Board, vide its Resolution passed on 30th May, 2019, has appointed Mr. G S Jambekar, Practicing Company Secretary (Membership No. FCS 1569, CP 3735) as Scrutinizer for conducting the remote e-voting and Ballot form process in accordance with the law and in a fair and transparent manner.
12. Members may contact Mr. Umesh Deshmukh the Company Secretary of the Company for any grievances connected with electronic means at the registered office of the Company i.e. at Timmy Arcade, Unit No. 406, Makwana Road, Marol, Andheri (E), and Mumbai-400 059.
13. The Scrutinizer shall, after the conclusion of the voting at the General Meeting, first count the votes cast at the meeting and then unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than two days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the chairman of Company/Meeting in writing, who shall countersign the same and declare the results of the voting forthwith. The results declared with the Scrutinizer's report shall be placed on the website of the Company and will be forwarded to the BSE Limited.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E- VOTING

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on **9.00 a.m. on Friday, 27th September, 2019 and ends on 5.00 p.m. on Sunday the 29th September, 2019**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) **The shareholders should log on to the e-voting website www.evotingindia.com during the voting period**
- (iii) **Click on “Shareholders” tab.**
- (iv) **Now, select the “Kaiser Corporation Limited” from the drop down menu and click on “SUBMIT”**
- (v) **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.
- (vi) Next enter the Image Verification code/Captcha code as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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> <p>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 their PAN Field.</p>
DOB	Enter the Date of Birth as recorded in your demat account maintained with the DP of CDSL or with the company records for the said demat account or folio in dd/mm/yyyy format.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members 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 for the relevant Kaiser Corporation Limited on which you choose to vote.**

(xiii) 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.

(xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xviii) 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.

(xix) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- 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 they have to create compliance user 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

1. The e-voting period commences only at **9.00 a.m. on Friday 27th September, 2019 and ends on 5.00 p.m. on Sunday the 29th September, 2019**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 21st September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 21st September, 2019.
3. Mr. G S Jambekar Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

4. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two 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 Chairperson of the Company.
5. Members who do not have access to e-voting facility may send duly completed Ballot Form (Attached to this notice) so as to reach the Scrutinizer, Mr. G S Jambekar, Practicing Company Secretary, C/O Purva Shareregistry (India) Pvt. Ltd., 9 Shiv Shakti Ind. Estate, J R Boricha Marg, Near Lodha Excelus, Lower Parel (E), Mumbai 400011 not later than 28th September, 2019. Ballot Form received after this date will be treated as invalid.
6. In case of any queries, you may refer the frequently asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the "downloads" section of www.evoting.com or write an email to helpdesk.evoting@cdslindia.com
7. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

By order of the Board
For KAISER CORPORATION LIMITED

Bhushanlal Arora
Managing Director

Place: Mumbai
Date: 30th May 2019

REGISTERED OFFICE:

Timmy Arcade, Unit No. 406,
Makwana Road, Marol,
Andheri (E), Mumbai-400 059

Details of the Directors seeking Appointment/Reappointment at the Annual General Meeting as per the Listing Agreement

NAME	Mr. Bhushanlal Arora
Date of Birth	05/11/1953
Date of Appointment	20/09/1993
Qualification	B.Com Inter CA
Brief Profile	Mr. Bhushanlal Arora, Managing Director, Aged 65, is a Graduate in Commerce and has qualified C.A. Intermediate in 1976. He has worked as a Financial Manager of Parsiana Publications Pvt Ltd during 1983-1993. He has been associated with printing industry for more than 36 years.
Directorship held in other companies	Kaiser - E - Hind Pvt Ltd, Kaiser Arts pvt Ltd, Parsiana Publications Pvt.Ltd , Parsiana Media Pvt Ltd and Cyla Consultants Pvt Ltd.
Membership of committees across companies	Nil
Shares held	Nil
Relationship Between the Directors	There is no relation ship with other Directors.

DIRECTOR'S REPORT

To
The Members
Kaiser Corporation Limited
Mumbai.

Your Directors are pleased to present the Twenty Sixth Annual Report of your Company with the Audited Accounts for the year ended March 31, 2019.

FINANCIAL RESULTS

(Amount in Lakhs)

Particulars	31 March 2019	31 March 2018
Sales Income	2158.08	1608.83
Other income	13.07	21.15
Total Income	2171.15	1629.98
Expenditure	-	1668.12
Finance costs	57.06	41.75
Depreciation and amortization expenses	32.54	36.08
Profit before non-controlling interests/share in net profit /(loss) of associate	(112.95)	(115.97)
Share of profit /(loss) of associate	(0.21)	1.05
Profit /(loss) before tax	112.74	(114.91)
Current tax	(23.40)	(0.40)
Current tax (MAT)	(0.41)	(0.35)
MAT credit entitlement	0.41	0.35
Deferred tax charge	(0.02)	(0.24)
Tax adjustment of earlier years	0.89	(2.38)
Profit /(loss) after tax [A]	90.21	(117.93)
Other comprehensive income / (loss) for the year, net of tax (B)	(0.41)	4.07
Total comprehensive income /(loss) for the year (A + B)	89.80	(113.86)
Total comprehensive income / (loss) attributable to:		
Owners of the Parent	49.40	(61.93)
Non-controlling interests	40.40	(51.93)
Of the Total Comprehensive income / (loss) included above, Profit / (loss) for the year attributable to :		
Owners of the Parent	49.68	(64.13)
Non-controlling interests	40.53	(53.80)
Of the Total Comprehensive income /(loss) included above, Other comprehensive income / (loss) attributable to:		
Owners of the Parent	(0.28)	2.20
Non-controlling interests	(0.13)	1.87
Earnings per equity share:		
Basic and diluted (in Rs.)	0.17	(0.22)

Consolidated:

Your Company's consolidated total income was to the tune of Rs.2171.15 lakhs compared to the consolidated income of Rs.1,629.98 lakhs for the year and the net profit of Rs. 112.74 lakhs compared to the net loss of Rs. (114.92)lakhs for the previous year. The Turnover and the profitability of the company has been increased as compared to the previous year; however your Directors confident to further increase the turnover and the profitability and are sure that the company will be able to show further better results in the current year.