

KAISER

CORPORATION LIMITED

**Twenty Ninth Annual Report
2021-2022**

BOARD OF DIRECTORS

Bhushanlal Arora

Anagha Korde

Rohinton Daroga

Rajendra R. Vaze

COMPANY SECRETARY

Jinal Patani

CHIEF FINANCIAL OFFICER

Lyla Mehta

AUDITORS

Shabbir & Rita Associates LLP
Unit No. 209 / 210 IJMIMA Tower,
Off Link Road, Behind Infinity Mall,
Malad (W), Mumbai-400064

SECRETARIAL AUDITOR

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

BANKERS

HDFC Bank
State Bank of India

REGISTERED OFFICE

Unit No. 283-287, "F" Wing, 2nd Floor,
Solaris-I, Saki Vihar Road,
Andheri (East), Mumbai 400072.
Website: www.kaiserpress.com
CIN:L22210MH1993PL074035

29TH ANNUAL REPORT 2021-22

NOTICE

Notice is hereby given that the TWENTY NINTH ANNUAL GENERAL MEETING of the members of KAISER CORPORATION LIMITED will be held on Friday the 30th September 2022 at 11.00 a.m. through the Video Conferencing (VC)/Other Audio Visual Means (OVAM) to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:

a. The Audited standalone Financial Statements of the company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and the Auditors thereon; and

b. The Audited Consolidated Financial Statements of the company for the financial year ended 31st March 2022 together with the reports of the Auditors thereon

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 and being eligible offers himself for re-appointment”.

By order of the Board
For KAISER CORPORATION LIMITED

Bhushanlal Arora
Managing Director

Place: Mumbai
Date : 12th July 2022

REGISTERED OFFICE:

Unit No 283-287 F wing ,
2nd floor, Solaris ,-I Saki Vihar Road,
Andheri (E), Mumbai
Mumbai-400 072

NOTES:

1. In View of continuing Covid-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 5, 2022, respectively (collectively referred to as 'MCA Circulars') issued by the Ministry of Corporate Affairs (MCA) and (SEBI Circular) permitted the holding of the Annual General Meeting (AGM) through VC/OAVM, without the physical presence of the Members. Further SEBI vide its circular dated 15th January, 2021 read with 12th May, 2020 ("SEBI Circular") has also granted certain relaxations in respect of sending physical copies of annual report to the shareholders and requirement of Proxy for General Meetings held through the electronic Mode. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circular this AGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered office of the Company which shall be the deemed venue of the AGM.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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 MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars and SEBI Circulars. 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. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting; however they are required to send a scanned copy (PDF/JPG Format) of its Board Resolution authorizing their representative to attend the AGM as stated above. The deemed venue for the 29th Annual General Meeting shall be the Registered Office of the Company.

Pursuant to SEBI Listing Regulations and as per Secretarial Standard 2 on General Meetings, a profile of the Directors who are proposed to appointed/ re-appointed is set out in the Explanatory Statement.

The Register of Members of the Company will remain closed from 23rd September, 2022 to 30th September, 2022 both days inclusive (Book Closure Date) for the purpose of 29th Annual General Meeting.

In compliance with the various MCA Circulars and SEBI Circular, the Notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and with the Registrar and Transfer Agents of the Company. Members may note that the Notice of AGM and the Annual Report 2022

will also be available on the Company's website at www.kaiserpress.com and website of the Stock Exchange www.bseindia.com and on the website of the CDSL www.evotingindia.com unless the Members have requested for a physical copy of the same.

Attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

For registration of email id for obtaining Annual Report and e-voting and User ID/password updation of bank account mandates is annexed to this Notice use the link <http://www.purvashare.com/email>

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

Shareholder will be provided with a facility to attend the Meeting 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 Shareholders/members login where the EVSN of the Company will be displayed

Members who do not have the User ID and Password for E-voting or have forgotten the User ID and Password may retrieve the same by following the remote E-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the E-voting system of CDSL.

Facility of joining the AGM through VC/OAVM shall open 15 (fifteen) minutes before the time scheduled for the AGM and will be available for Members on first come first served basis and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the AGM.

Members may note that the VC/OAVM Facility allows participation of at least 1,000 Members on a first come first served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee, Auditors, etc. can attend the 29th AGM without any restriction on account of first-come-first-served principle.

Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.

Further Shareholders will be required to allow Camera and use Internet with a good speed

to avoid any disturbance during the Meeting.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Members who need assistance before or during the AGM can contact CDSL (CDSL details).

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at compliancekaiser@gmail.com upto 25th September 2022. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

The Members are requested to notify any change in their registered address / residential status immediately to the Registrar and Share Transfer Agents; M/S. Purva Shareregistry (India) Pvt. Ltd., (hereinafter referred to as "Purva") Unit No. 9, Shiv Shakti Indl. Estate, J.R. Boricha Marg, Off N. M. Joshi 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.

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 the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent / Company.

Members may note that the Rule 11 of the Companies (Accounts) Rules, 2014; permits circulation of Annual Report to shareholders through electronic means to such of the Members whose e-mail addresses are registered with NSDL or CDSL or the shareholders who have registered their E-mail ID with the Company and physical copies to those shareholders whose e-mail IDs have not been either registered with the Company or with the depositories, if requested by them.

Keeping in view the Green Initiative taken by the Government and to save the cost involved in printing and dispatch; Members are requested to register their e-mail addresses with the DPs, in case shares are held in dematerialized form and with Purva Shareregistry (India) Pvt. Ltd in case the shares are held in physical form and also intimate changes, if any, in their registered e-mail addresses to the Company / DPs, from time to

time.

Please note that as a Member of the Company, you will always be entitled to receive all communications in Physical form, upon request.

SEBI through its circular dated December 3, 2018; has instructed that the securities of the Listed Companies can be transferred only in dematerialized form from April 1, 2019. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form.

Members holding shares in physical form; under single name are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent. Further, Members desirous of cancelling/varying nomination are requested to send their requests in Form No. SH-14, to Purva Sharerigstry. These forms will be made available on request.

In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per The Register of Members of the company will be entitled to vote at the AGM.

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 29th Annual General Meeting of the Company.

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL on all the resolutions set forth in this Notice. All Shareholders holding Shares as on 23rd September, 2022 being the cut-off date [i.e. record date for the purpose of Rule 20(2)(ii) of the Companies (Management and Administration) Rules, 2015] fixed for determining voting rights of Members will be entitled to participate in E-voting process. The instructions for e-voting are given here in below. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the 29th AGM.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members.

The Board vide its Resolution passed on 30th May, 2022 had appointed Mr. G.S. Jambekar Practicing Company Secretaries (Membership No. FCS 1569 CP NO. 3735) as the

Scrutinizer for conducting the remote E-voting and Ballot form process in accordance with the law and in a fair and transparent manner.

The Chairman shall, after the conclusion of the discussion(s) on the resolutions on which voting is to be held at the 29th AGM, shall allow voting with the assistance of the scrutinizer.

Members participating at the AGM, who have not already cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, will be eligible to exercise their right to vote during such proceedings of the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM, but shall not be entitled to cast their vote again.

Members may contact Mrs Jinal Patani Company Secretary Cum Compliance Officer of the Company for any grievances connected with electronic means at the Registered office of the Company i.e. at 283-287, F wing, 2nd floor, Solaris-I, Saki Vihar Road, Andheri(E), Mumbai-400072.

The Scrutinizer shall, after the conclusion of the voting at the 29th AGM, first count the votes cast at the meeting and then unblock the votes cast through remote e-voting. In the presence of atleast two witnesses not in the employment of the Company and shall make not later than 48 hours of the conclusion of the 29th AGM as envisaged under Regulation 44 of SEBI Listing Regulations, 2015; a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of Company/Meeting in writing, who shall counter sign the same and declare the results of the voting forth with. The results declared with the Scrutinizer's report shall be placed on the website of the Company and will be uploaded on the BSE Limited.

Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date i.e., **23rd September 2022**; such Member may obtain the UserID and password by sending a request at helpdesk.evoting@cdslindia.com or support@purvashare.com. However if a Member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.

If any Votes are cast by the shareholders through the e-voting available during the EGM/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.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E- VOTING

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

The voting period begins at 9.00 a.m. on 27th September, 2022 and ends at 5.00 p.m. on 29th September, 2022. 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 23rd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (i) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.