

KAISER PRESS LIMITED

Eighteenth Annual Report
2010-2011

BOARD OF DIRECTORS

Jehangir R Patel

Bhushanlal Arora

Anagha Korde

Rohinton Daroga

Rajendra R. Vaze

AUDITORS

SURESH SURANA & ASSOCIATES

Chartered Accountants

310. Ahura Center,

82 Mahakali Caves Road,

Andheri (E) Mumbai - 400093. India

BANKERS

Thane Bharat Sahakari Bank Ltd

Bank of India

HDFC Bank

State Bank of India

REGISTERED OFFICE

K K (Navsari) Chambers

39/B, Ground Floor

A K Nayak Marg

Fort, Mumbai 400001

EIGHTEENTH ANNUAL REPORT 2010-2011

NOTICE

Notice is hereby given that the EIGHTEENTH ANNUAL GENERAL MEETING of the members of KAISER PRESS LIMITED will be held on 1st December, 2011 at 11.00 a.m. at the Registered Office of the Company, K K (Navasari) Chambers, 39 B, Ground Floor, AK 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 period ended on 31st March 2011 the Balance sheet as at that date and the Reports of the Directors and the Auditors.
2. To appoint a Director in place of Mrs Anagha Korde who retires by rotation and being eligible, offers herself 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, issue and allot in one or more tranches 232477 Equity Shares of Rs. 10/- each at Rs. 12.07 per share including the premium of Rs. 2.07 per share aggregating to Rs.28,06,000 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 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 issued by the Company to the 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 issue under SEBI (Issue of capital and Disclosure Requirements) Regulations 2009, as amended up to date.
- iii) The Equity Shares proposed to be 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 issued and allotted in terms of the aforesaid resolutions shall be Thirty (30) days prior to the date of this meeting i.e. relevant date is November 01, 2011”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized 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, 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, corrections, modifications, variations and alterations as the GOI/SEBI/RBI or any other regulatory authority may stipulate in that behalf in any documents, resolutions and in any papers .”

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

"RESOLVED THAT" in supersession to the earlier resolution passed in this respect and in accordance with the provisions of Section 269, 198, 309, 310 and Schedule XIII and other applicable provisions, if any, the Company hereby approves the re-appointment of Mr. B.L. Arora as the Whole Time Director of the Company for the period from July 2010 upto the remainder of his tenure i.e. upto June 2012 upon the same terms and conditions except the remuneration originally agreed by the shareholders of the Company at the 14th Annual General Meeting of the Company held on 26th December 2007 , on the basis of the following revised remuneration :

- a) Remuneration : Rs 39,000/- per month including Basic, HRA, Bonus and Conveyance allowance, with effect from July 2010 to Rs. 75,000/- per month as may be decided from time to time by the Board. ”

- b) The other monetary facilities originally agreed by the shareholders of the Company at the 14th Annual General Meeting of the Company held on 26th December 2007 remains the same.”

By Order of the Board
Kaiser Press Limited

Jehangir R. Patel
Chairman & Mg Director

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

Date : 01/11/2011

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 23/09/2011 to 27/09/2011 (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.

ANNEXURE TO NOTICE:**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES Act 1956**

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 Equity shares for non payment of the call money of Rs. 5/- 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 now decided to raise funds by way of 232477 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 forfeited 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 232477 forfeited Equity shares of Rs. 10/- each at Rs. 12.07 per share including the premium of Rs. 2.07 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 promoters, Director and the key management persons are not making any application for the 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	429248	8.50	429248	8.12
Corporate Promoter Under Same	2903343	57.47	2903343	54.95
Bodies Corporate	1708499	33.82	1708499	32.33
Clearing Members	1	0.00	1	0.00
Directors	2502	0.05	2502	0.05
Directors Relatives	7955	0.16	7955	0.15
N. R. I (Non- Repat)	1	0.00	1	0.00
Foreign Corporate Bodies	—	—	232477	4.40
Hindu Undivided Family	51	0.00	51	0.00
TOTAL	5051600	100.00	5284077	100.00

Such re-issue of forfeited Equity shares on the preferential basis will be for 2, 32,477 Equity shares of Rs. 12.07 per share.

The pricing of the forfeited Equity shares 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:

- a. 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 is Rs. 12.06
- b. 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 is Rs. 11.12

Higher of the two is Rs. 12.06 and the price on which the issue is made should not be lower than Rs. 12.06 and therefore the shares will be re issued at Rs. 12.07

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 15 days 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 15 days 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
Oxcamb Investments Limited	NIL		232477	4.40

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 as per the Listing Agreement with the Stock Exchange, Mumbai.

The Equity shares shall not be eligible to be sold, transferred, hypothecated or encumbered in any manner as per lock in as provided under SEBI (ICDR) Regulations 2009.

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 Board of Directors of the Company have already appointed Mr. B.L. Arora as the Whole Time Director of the Company with effect from 01/07/2007 for the period of Five i.e. from 01/07/2007 upto June 2012 upon the same terms & conditions originally agreed by the shareholders of the Company at 14th Annual General Meeting of the Company held on 26th December 2007 .

The Board of Director of the Company have now decided to revise remuneration payable to Mr. B. L. Arora in the range of Rs. 39, 000/- per month to Rs. 75, 000/- per month including Basic, HRA, Conveyance Allowance as may be decided from time to time by the Board up to the remainder of his term i.e. up to June 2012 and the total remuneration payable to Mr. B. L. Arora will be as per the provisions of Schedule XIII of the Companies Act, 1956. His re-appointment with the revised remuneration is required to be approved by the Special Resolution by the shareholders of the company as per Schedule XIII.

In view of this the Board of Directors of the Company have placed the matter before the shareholders for approving the re-appointment of Mr. B. L. Arora the Whole Time Director by a Special Resolution on the same terms and conditions with the increased remuneration

Mr. B.L. Arora is only interested in the resolution pertaining to his re-appointment. No other Directors are interested in the Resolution.

The Resolution is set out at item No. 5 of the accompanying notice and accordingly the Board recommends the same for the approval of the Shareholders.

By Order of the Board

Kaiser Press Limited

Jehangir R. Patel
Chairman & Mg Director

Registered Office:
K K (Navasari Chambers)
39B, Ground Floor,
AK Nayak Marg,
Fort, Mumbai 400001

Date : 01/11/2011.

DIRECTOR'S REPORT

To
The Members
Kaiser Press Limited
Mumbai

Your Directors are pleased to present the Eighteenth Annual Report of your Company with the Audited Accounts for the period ended March, 2011.

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

	March 31st 2011	June 30th 2010
Sales	37,68,6818	4,34,65,431
Other Income	20,71,404	8,44,366
Profit/Loss before tax	(26,91,368)	9,98,815
Prior period adjustment	(36,057)	----
Provision for Deferred tax liability	9,45,856	6,62,717
Provision for I .Tax	(2,25,000)	(2,70,000)
Profit/Loss for the period	(2,49,001)	13,91,532
Balance brought forward from last year	(75,45,594)	(1,03,42,894)
Share of Profit from Associate	52,27,689	----
Balance carried over to Balance sheet	(27,72,023)	(75,45,594)

Your Company posted a total income of Rs. 3,97,58,222 (for nine months) compared to the income of Rs. 4,43,09,797 for the previous year and the net loss of Rs. (26,91,368) compared to the net profit of Rs. 9,98,815 for the previous year.

Your company has diversified into the field of engineering.

DIVIDEND

Your directors do not recommend any dividend for the period ended March 31st, 2011

BUSINESS PROSPECTS AND 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 .
Company has already diversified in the engineering filed through its subsidiaries where future Business Prospects and Investments are promosing.

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 AND OUTGO :

Foreign Exchange Earnings: Export of Goods-Rs.39,86,050/-

Foreign Exchange Outgo: – Rs.1,34,67,763/-

Directors

In accordance with the provisions of The Companies Act, 1956 and the Articles of Association of the Company Mrs Anagha Korde is liable to retire by rotation at the ensuing Annual General Meeting and she is eligible for re-appointment.

Necessary resolution for the re-appointment of the aforesaid Director have been included in the notice convening the ensuing Annual General Meeting

The Board of Directors of the company have decided to increase the remuneration payable to Mr. B.L. Arora with effect from July 2010 for the remainder of his tenure from Rs. 39,000/- with the range upto Rs.75,000/- Necessary resolution for the re-appointment of Mr. B. L. Arora with the remuneration has 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.

TRAINING AND HUMAN RESOURCE MANAGEMENT :

Morale of our professionals continued to be high. The Company continued to put concerted efforts in recruiting, training/developing, and deploying the best of human resources.

Many training programs were conducted during the year to upgrade knowledge, skills and attitude of our professionals. Contribution made by critical and star performers were recognized through issue of letter of appreciations and cash awards OD intervention and exit interviews helped us to contain attrition within acceptable level.

Capacity building through leadership development programs and 'Train the Trainer' programs were other key focus areas during the year.

QUALITY MANAGEMENT

As the quality of product or service is highly influenced by the quality of processes to design, develop and maintain them, Kaiser continued to deploy a well documented quality management system. Over the years, our processes have attained maturity which is evident from the improved customer satisfaction index.

AUDITORS

The Auditors M/s. Suresh Surana & Associates Mumbai Chartered Accountants hold the office until the conclusion of the ensuing Annual General Meeting and they are eligible for reappointment as the Auditors. Members are requested to consider their re-appointment and to fix their remuneration for the year ended on 31st March 2011.

The Company has received a confirmation from M/S. Suresh Surana & Associates to the effect that their appointment, if made, would be within the limits prescribed under Section 224(IB) of the Companies Act, 1956.