

KAISER PRESS LIMITED

Nineteenth Annual Report
2011-2012

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

39B, Ground Floor

A K Nayak Marg

Fort, Mumbai 400001

NINETEENTH ANNUAL REPORT 2011-2012

NOTICE

Notice is hereby given that the NINETEENTH ANNUAL GENERAL MEETING of the members of KAISER PRESS LIMITED will be held on Friday the 28th September, 2012 at 11 a.m. at the Registered office of the Company, K.K. (Navsari) Chambers, 39B, Ground Floor, A K Nayak Marg, Fort, Mumbai - 400001 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2012 the Balance sheet as at that date and the Reports of the Directors and Auditors.
2. To appoint a Director in place of Mr. Rajendra Vaze 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 modifications, if any, the following as an Ordinary 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, of the Companies Act 1956, the Company hereby approves the re-appointment of Mr. B.L. Arora as the Whole Time Director of the Company for the period of three years i.e. from 1st July 2012 upto 30th June 2015 upon such terms and conditions including the total remuneration of Rs.1,10,000/- per month as set out below :

1. Remuneration: Rs.1,10,000/- per month including Basic, HRA, Bonus, Exgratia and conveyance Allowance.
2. Other Allowances and Perquisites: In accordance with the rules of the company.

The terms and condition of the appointment of the Whole Time Director may be altered and varied from time to time by the Board as the Board of directors may consider necessary and deem fit, so as not to exceed the limits prescribed in part II of Schedule XIII of the Companies Act, 1956 or any statutory modification or re-enactments thereof.

Notwithstanding, where in any financial year during the currency of tenure of the Whole Time Director, the company has no profits or if the profits are inadequate, it may continue to pay him remuneration by way of salary and perquisites as above, as minimum remuneration, subject to schedule XIII of the Companies Act, 1956.

The Whole Time Director shall be entitled to leave in accordance with rules of the company. Leave accumulated but not availed of at the time of leaving the services of the company on any ground shall be allowed to be encashed. This will not be considered as a perquisite.

The appointment of Mr. B.L. Arora as the Whole Time Director may be terminable by either party by giving two months notice in writing.

Disputes between the Company and the Whole Time Director or with the heirs or with the legal representatives may be settled by Arbitration under the INDIAN ARBITRATION ACT, 1940.

Apart from the aforesaid remuneration, the Whole Time Director shall also be entitled to reimbursement of entertainment and other expenses actually incurred by him in the course of and for the purpose of the Company's business.

The Whole Time Director shall not be paid any sitting fees for attending the meetings of Board of Directors or committee thereof.

The Whole Time Director shall not become interested or otherwise concerned directly or through his wife or through his minor children in any selling agency of the Company except with the consent of the Company as per the provisions of the law in forces as applicable to the Company.

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

"RESOLVED THAT pursuant to Section 17 of The Companies Act, 1956 Clause 2, Clause 36 and Clause 38 of the Memorandum of Association of the company be altered in the following manner-

The word newspaper wherever it appears in Clause 2, Clause 36 and Clause 38 of Memorandum of Association be deleted."

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 24/09/2012 TO 28/09/2012 (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.

By the order of the Board
Kaiser Press Limited

Jehangir R. Patel
Managing Director

Registered office
K K (Navsari Chambers),
39B, Ground Floor, AK
Nayak Marg, Fort, Mumbai 400 001

Dated: 27/08/2012

ANNEXURE TO NOTICE:

Explanatory statement Pursuant to Section 173 of the Companies Act, 1956

Item No. 4

Mr. B.L. Arora was originally been appointed as the Whole Time Director of the Company with effect from 1st July 2007 upto 30th June 2012 i.e. for the period of 5 years. The remuneration payable to Mr. B.L. Arora was duly revised by the Board of Directors of the company upto remainder of his term of appointment from July 2010 upto 30th June 2012 and the shareholders have passed the necessary resolution at the 18th Annual General Meeting of the Company held on 1st December 2011.

The Board of Directors of the company have now decided to reappoint Mr. B. L. Arora as the Whole Time Director of the company for the further period of 3 years w.e.f 1st July 2012 upto 30th June 2015 subject to the supervision, direction of the Board of Directors of the company on the revised remuneration and hence it has become necessary that his re-appointment and terms and conditions of his re-appointment including remuneration payable to him should be approved by the shareholders of the company and hence the Board have decided to place the resolution for the approval of the shareholders.

The draft agreements to be entered into between the Company and Mr. B.L. Arora and the remuneration to be paid on his appointment is placed for the approval of the Members.

The total remuneration payable to Mr. B.L. Arora shall be subject to the provisions of Schedule XIII of The Companies Act, 1956.

The copy of the draft agreement to be entered into by the Company with Mr. B.L. Arora is open for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturday and Holidays.

Mr. B.L. Arora is alone interested in the Resolution to the extent of remuneration payable to him as per The Companies Act, 1956. No other Directors are interested in these Resolutions.

The resolution is set out at item No. 4 of the accompanying notice and accordingly the Board recommends the same for the approval of the Shareholders.

Item No. 5

As per the direction of RBI, and considering the present trend of the business activities of the company the Board of Directors of the company have decided to delete the word Newspapers wherever it appears from Clause 2, Clause 36 and Clause 38 of the Memorandum of Association of the company. For altering the objects clause of the Memorandum of Association of the company, the shareholders permission is required; hence it is required to suitably alter the objects clause of the Memorandum of Association of the company.

Considering this the Board feels it appropriate to delete the word newspapers wherever it appears in Clause 2, Clause 36 and Clause 38 of Memorandum of Association of the company.

Considering this the Directors recommend the resolution under item No 5 of the notice.

None of the Directors is personally interested in the resolution.

By the order of the Board
Kaiser Press Limited

Jehangir R. Patel
Managing Director

Registered office
K K (Navsari Chambers),
39B, Ground Floor, A K
NayakMarg, Fort, Mumbai 400 001

Dated : 27/08/2012

DIRECTOR'S REPORT

To
The Members
Kaiser Press Limited
Mumbai.

Your Directors are pleased to present the Nineteenth Annual Report of your Company with the Audited Accounts for the year ended March 31, 2012.

FINANCIAL RESULTS

FINANCIAL PERFORMANCE AND FUTURE PROSPECTS:

	March 31 st 2012	March 31 st 2011
Sales Income	171,661,338	37,758,159
Other Income	2,428,395	1,578,900
Total Income	174,089,733	39,337,059
Expenditure	1,560,97,286	36,546,025
Finance Cost	4,835,891	50,329
Depreciation / Amortisation	3,684,618	494,639
Profit/Loss before taxes	9,471,938	2,246,066
Extra-ordinary items	-----	(4,973,489)
Income tax Current	(1,400,000)	(225,000)
Income tax Deferred	(1,118,877)	945,856
Prior period tax adjustment	7,126	(110,508)
Profit/(Loss) after tax (before share of profit/(loss) from associates and minority interest	6,960,187	(2,117,075)
Share of profit/ (loss) from associates	(1,380,316)	1,721,511
Share of minority interest	(1,837,973)	(158,552)
Adjustment on account of further investment in subsidiary company	253,210	-----
Profit/ (Loss) for the year	3,995,108	(554,116)

Your Company posted a total income of Rs.174,089,733 compared to the income of Rs.39,337,059 for the previous period and the net profit of Rs.9,471,938 compared to the net profit of Rs.2,246,066 for the previous period.

Your company has diversified through its subsidiaries into the field of Engineering, providing products and services to infrastructure projects in the field of electric heat tracing and turnkey projects.

DIVIDEND :

Your directors do not recommend any dividend for the year ended March 31, 2012

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 AND OUTGO:

Foreign Exchange Earnings: Export of Goods Rs.144.43 lacs

Foreign Exchange Outgo: Rs. 207.28 lacs

Directors :

In accordance with the provisions of The Companies Act, 1956 and the Articles of Association of the Company Mr. Rajendra Vaze is liable to retire by rotation at the ensuing Annual General Meeting and he 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 now decided to reappoint Mr. B L Arora as the Whole Time Director of the company for the further period for three years w.e.f 1st July 2012 upto 30th June 2015 subject to the supervision, direction of the Board of Directors of the company on the revised remuneration. Necessary resolution for the re-appointment of Mr. B. L. Arora with the revised 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 (1)(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 2013.

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(1B) of the Companies Act, 1956.

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 March 31st 2012 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
Date: 27.08.2012

Corporate Governance Report for the year 2011-12

In accordance with Clause 49 of the Listing Agreement with the BSE Limited (BSE), the report containing the details of corporate governance systems and processes at Kaiser Press Limited is as under:-

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.

The Company believes in adopting and adhering to the best recognized Corporate Governance practices and continuously bench marking itself against each such practice. The company understands and respects its fiduciary role and responsibility to the shareholders and strives hard to meet their expectations. The Company believes that best board practices, transparent disclosures and shareholder empowerment are necessary for creating shareholder value.

The company has infused the philosophy of Corporate Governance into all its activities. The philosophy on Corporate Governance is an important tool for shareholder protection and maximization of their long term values. The cardinal principals such as independence, accountability, responsibility, transparency fair and timely disclosures, credibility etc serve as the means for implementing the philosophy of corporate governance in letter and spirit.

The Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated under Clause 49 of the listing Agreement entered into with the Stock Exchange. The Company has moved ahead in its pursuit of excellence in Corporate Governance.

Code of Conduct:

The Board of Directors has laid down a code of conduct for all Board Members and Senior Management of the Company. All Board Members and Senior Management personnel have affirmed compliance with the said code of conduct for the year ended 31st March 2012.

Necessary declaration to this effect signed by the Executive Director forms part of the Annual Report of the Company for the year ended 31st March 2012.

BOARD OF DIRECTORS

The Board of Directors, along with its committees, provide leadership and guidance to the company's management and directs, supervises and controls the performance of the company.

The Board currently comprises of Five Directors of which one director is executive director. The other four directors are non executive directors, out of which three directors are independent directors and one director is promoter director.

The Chairman of the Board is a non-executive director, and one-third of the Board comprises of independent directors. All the independent directors have confirmed that they meet 'Independence' criteria as mentioned under Clause 49 of the Listing Agreement.

None of the director on the company's board is a member of more than ten committees and chairman of more than five committees (Committees being, audit committees and Investors Grievance Committee) across all the Indian public limited companies in which he is a director. All the directors have made necessary disclosures regarding committee position held by them in other companies and do not hold the office of director in more than fifteen public companies. None of the directors of the company is related to each other. All Non Executive directors are liable to retire by rotation. The appointment of executive director including the tenure and terms of remuneration are also approved by members.

The Board periodically reviews compliance reports of all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliances.

The maximum time gap between any two consecutive meetings did not exceed four months. The necessary quorum was present for all the meetings. None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

During the year 2011-12, information as mentioned in Annexure 1A to Clause 49 of the Listing Agreements has been placed before the Board for its consideration.

Scheduling and selection of Agenda items for Board Meetings:

All departments of the Company schedule their work plans in advance, particularly with regard to matters requiring consideration at the Board/Committee meetings. All such matters are communicated to the Managing Director in advance so that the same could be included in the Agenda for the Board/Committee meetings.

Post meeting follow-up mechanism:

The important decisions taken at the Board/Committee meetings are promptly communicated to the concerned departments.

During the year under review 11 (Eleven) Board meeting were held during the year. The dates on which the said meetings were held are as follows:

(a) 27th April, 2011 (b) 13th May, 2011 (c) 13th June, 2011 (d) 12th August, 2011 (e) 29th August, 2011 (f) 30th September, 2011 (g) 1st November, 2011 (h) 9th November, 2011 (i) 1st December, 2011 (j) 5th December, 2011 (k) 14th February, 2012.

The composition of the board, attendance at board meetings held during the financial year under review and at the general meeting, no. of directorship (Including the companies) Memberships/ Chairmanship of the board and committees of the public companies as on 31st March, 2012 are as follows:

Name Of Director	Category	Board meetings held during the year 2011-12		EGM held on 26 th April, 2011 and AGM held on 1 st December, 2011	Number of Directorships in other Public Limited Companies		Number of Committee positions held in other Public Limited Companies	
		Held	Attended		Chairman/ Director	Member	Chairman	Member
Mr. Jehangir Ruttonjee Patel	Non-Executive Managing Director	11	11	Yes	--	--	--	--
Mr. Bhushanlal Desraj Arora	Executive Non Independent Director	11	11	Yes	--	--	--	--
Mr. Rohinton Erach Daroga	Non Executive Independent Director	11	2	No	--	--	--	--
Mr. Rajendra Ramchandra Vaze	Non Executive Independent Director	11	5	Yes	--	--	--	--
Mrs. Anagha Anantkumar Korde	Non-Executive Independent Director	11	6	No.	--	--	--	--