

31ST AGM NOTICE OF KAISER CORPORATION LIMITED

2023-24

NOTICE

Notice is hereby given that the THIRTY FIRST ANNUAL GENERAL MEETING of the members of KAISER CORPORATION LIMITED will be held on Friday the 27th September 2024 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, 2024 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 2024 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“ .

SPECIAL BUSINESS:

3. Transaction with Related Parties u/s 188 of the Companies Act, 2013.

To consider and, if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of The Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules 2014 and other applicable rules, regulations and notifications if any, approval of the members be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2024 upto the maximum amounts as appended below:

Maximum aggregate value of contracts/transactions as may be entered into with effect from 1st April, 2024		
Name of Related Parties	Relation	Sale, Purchase, Supply, of any goods or materials, selling, disposing of, Leasing, buying of any property, or availing rendering, using etc. any type of services
Xicon International Limited	Subsidiary Company	Rupees Ten Crores (Rs. 1,00,000,000/-)

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors and/or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents related thereto.“

4. Re-appointment of Mr. Bhushanlal Arora as Managing Director.

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and in accordance with the provisions of Section 196, 197, 200, 203 read with Schedule V and other applicable provisions if any of the Companies Act 2013 (Appointment and Remuneration of Managerial Personnel) Rules 2014 and all other applicable rules and guidelines for managerial remuneration issued by the Central Government from time to time, including any statutory modifications or re-enactments thereof and subject to the approval of the Central Government, if necessary and such other approvals, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions consent of the Company be and is hereby accorded for the provisions and other applicable provisions, if any, the Company hereby approves the re-appointment of Mr. Bhushanlal D. Arora (DIN No 0416032) as the Managing Director of the Company, who shall be liable to retire by rotation, with substantial powers of management to be exercised by him, subject to the superintendence, control and Direction of Board of Directors of the company, for a period of 5 (Five years) with effect from 01.07.2024 on account of expiry of his term and attainment of 70 years of age including the payment of remuneration, on the terms and conditions as per the draft agreement with the liberty to the Board of Directors of the Company to alter and vary the terms and conditions, not exceeding the limits specified under The Act or any Statutory modification or re-enactment thereof.

FURTHER REOLVED THAT in the absence or inadequacy of profits in any financial year, the company shall pay to Mr. Bhushanlal D. Arora remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013 as decided by the Board or any committee thereof from time to time as minimum remuneration with the approval of the shareholders if necessary.”

By order of the Board
For KAISER CORPORATION LIMITED

Bhushanlal Arora
Managing Director

Place: Mumbai

Date : 28th June 2024

REGISTERED OFFICE:

Unit No 283-287 F wing ,
2nd floor, Solaris ,-I Saki Vihar Road,
Andheri (E), Mumbai 400072

NOTES:

1 . Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

2. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 31st Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM on Friday, September 27, 2024, at 11:00 a.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at Unit No 283-287, “F” Wing 2nd Floor, Solaris-I, Saki Vihar Road, Andheri(East), Mumbai-400072.

3. 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 31st Annual General Meeting shall be the Registered Office of the Company.

4. 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.

5. The Register of Members of the Company will remain closed from 21st September, 2024 to 27th September, 2024 both days inclusive (Book Closure Date) for the purpose of 31st Annual General Meeting.

6. 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 2024 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 PURVA evoting.purvashare.com unless the Members have requested for a physical copy of the same.

7. 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.

8. 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:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by Purva

The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

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.

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 Sharegistry (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 Sharegistry. 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 31st AGM 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 PURVA on all the resolutions set forth in this Notice. All Shareholders holding Shares as on 20th September, 2024 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 31st AGM.

The Board vide its Resolution passed on 28th June , 2024 had appointed Mr. G.S. Jambekar Practicing Company Secretaries (Membership No. FCS 1569 CP N0. 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 31st 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 31st 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 31st 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., **20th September 2024**; such Member may obtain the UserID and password by sending a request at support@purvashare.com.

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 24th September, 2024 and ends at 5.00 p.m. on 26th September, 2024. 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 20th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.

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.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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.</p> <p>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/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register</p>

	<p>is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.

Individual Shareholders holding securities in Demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.

Click on “Shareholder/Member” module.

Now, Enter your User ID.

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DPID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***

If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in their PAN Field sent by RTA or contact RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned above.

After entering these details appropriately, click on “SUBMIT” tab.

Members holding shares in physical form will then directly reach the Company's election screen.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVENT NO. for the relevant Kaiser Corporation Limited on which you choose to vote.

On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

Click on the "NOTICE FILE LINK" if you wish to view the Notice.

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.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

Facility for Non – Individual Shareholders and Custodians – Remote Voting

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the "Custodians / Mutual Fund" module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

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.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliancekaiser@gmail.com , if they have voted from individual

tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.

The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

Shareholders are encouraged to join the Meeting through Laptops / IPads 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.

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on compliancekaiser@gmail.com by 22nd September, 2024 mentioning their name, demat account number/folio number, email id, mobile number. The shareholders who do not wish to speak during the AGM but have queries may send their queries on compliancekaiser@gmail.com by 22nd September, 2024 mentioning their name, demat account number/folio number, email id, mobile number. These queries will be replied to by the company suitably by email.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

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 FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-49700138.

Other Instructions:

The e-voting period commences only at 9.00 a.m. on 24th September, 2024 and ends at 5.00 p.m. on 26th September 2024. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 20th September, 2024, may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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 20th September, 2024.

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.

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.

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 : 28th June 2024

REGISTERED OFFICE:
Unit No 283-287, "F" Wing
2nd Floor, Solaris-I,
Saki Vihar Road, Andheri(East),
Mumbai-40007

Explanatory Statement Pursuant to Section 102 of The Companies Act, 2013

SPECIAL BUSINESS :

ITEM No. 3 :

The provisions of Section 188(1) of the 2013 Act read with Companies (Meetings of Board and its Powers) Rules 2014 govern the following Related Party Transactions which requires a Company to obtain prior approval of the Board of Directors where the transaction or transactions to be entered into as contracts or arrangements with respect to clauses (a) to (e) of Sub- Section (1) of Section 188 with criteria , as mentioned below crosses certain limits as stated below , the prior approval of shareholders by way of a Ordinary Resolution is also required. :

	Particulars	Limits
(a)	sale, purchase or supply of any goods or materials directly or through appointment of any agents	Amounting to 10% or more of turnover of the Company as mentioned in clause (a) & (e) respectively.
(b)	selling or otherwise disposing of, or buying, property of any kind directly or through appointment of any agent	Amounting to 10% or more of net worth of the company as mentioned in clause (b) & clause (e) respectively.
(c)	leasing of property of any kind	Amounting to 10% or more of turnover of the Company as mentioned in clause (c)
(d)	availing or rendering of any services directly or through appointment of agents	Amounting to 10% or more of turnover of the company as mentioned in clause (d) & clause (e) respectively.
(e)	appointment to any office or place of profit in the company, its subsidiary	Exceeding monthly remuneration of Rs. Two and half lakh.
(f)	underwriting the subscription of any securities or derivatives thereof, of the company	Exceeding 1% of the net worth

Further, third proviso to section 188(1) provides that nothing shall apply to any transaction entered into by the company in its ordinary course of business other than transactions which are not on arm's length basis. In the light of provisions of the 2013 Act, the Board of Directors of your Company has approved the proposed transactions along with annual limits that your Company may enter into with its Related Parties (as defined under the Companies Act, 2013) for the financial year 2024-25 and beyond. All the prescribed disclosures as required to be given under the provisions of the 2013 Act and the Companies (Meetings of Board and its Power) Rules, 2014 are given herein below in a tabular format for kind perusal of the members.

Maximum aggregate value of contracts/transactions as may be entered into with effect from 1st April, 2024		
Name of Related Parties	Relation	Sale, Purchase, Supply, of any goods or materials, selling, disposing of, Leasing, buying of any property, or availing rendering, using etc. any type of services
Xicon International Limited	Subsidiary Company	Rupees Ten Crores (Rs. 1,00,000,000/-)

Pursuant to explanation 3 of Rule 15 of Chapter XII the following particulars of the transactions with related party are given below:

1	Name of the related party	Xicon International Limited.
2	Name of the director or key managerial personnel who is related party	Lyla Jamsheed Mehta
3	Nature of relationship	Subsidiary Company
4	Nature, material terms, monetary value, and particulars of the contract or arrangement.	1. To purchase & sale of goods, material and articles and rendering of any services.

Members are hereby informed that pursuant to second proviso of section 188(1) of the 2013 Act, no member of the company shall vote on such resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your Company have approved this item in the Board Meeting held on 28th June 2024 and have recommended the Resolution as set out in the accompanying Notice for the approval of members of the Company as an Ordinary Resolution.

Except Promoter Directors and Key Managerial Personnel of the Company and their relatives, no other Director is concerned or interested in this Resolution.

ITEM No. 4 :

The Board of Directors of the Company have appointed Mr. Bhushanlal D. Arora as the Managing Director for the period from 1st July 2021 to 30th June 2024 on the terms and conditions and the same has already been approved by the shareholders of the company.

Considering that the tenure of Mr. Bhushanlal Arora has already been over and attained 70 years of age, he has continuously demonstrated exceptional commitment and leadership throughout his tenure. Even at the age of 70, he continues to drive the company forward with unwavering dedication. He remains deeply engaged in overseeing both the day-to-day operations and the overarching strategic direction of the company. His hands-on involvement and proactive management style have significantly contributed to our achievements and resilience in the face of challenges. Given his unparalleled experience and proven track record, it is evident that Mr. Bhushanlal Arora's reappointment as Managing Director is not only justified but important for maintaining stability. Therefore it has become necessary to re appoint him for the further period of five year i.e. w.e.f. 1st July 2024 to 30th June 2029 on the basis of the following terms and conditions and remuneration as set below:

Remuneration: Rs. 5,00,000/- per month including Basic, HRA, Bonus, Ex-gratia and conveyance Allowance & Medical Allowance.

Other Allowances and Perquisites: In accordance with the rules of the company.

The terms and condition of the appointment of the Managing 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 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act 2013

The total remuneration payable to Mr. Bhushanlal Arora will be as per the provisions of Schedule V of The Companies Act, 2013 and the same has already been approved by the Remuneration Committee.

His appointment is required to be approved by Special Resolution by the shareholders of the Company as per Schedule V

In view of this the Board of Directors of the Company have placed the matter before the shareholders for approving the appointment of Mr. Bhushanlal Arora as the Managing Director by special resolution.

Notwithstanding, where in any financial year during the tenure of the Managing 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 in accordance with the provisions of Schedule V of the Act.

The Managing Director shall be entitled to leave in accordance with the 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. Bhushanlal Arora as the Managing Director may be terminable by either party by giving two months notice in writing.

Disputes between the Company and the Managing Director or with the heirs or with the legal representatives may be settled by Arbitration under the INDIAN ARBITRATION ACT, 1996.

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

The Managing Director shall not be paid any sitting fees for attending the meetings of Board of Directors or Committee thereof.

The Managing 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.

The total remuneration payable to Mr. Bhushanlal Arora shall be subject to the provisions of Schedule V of The Companies Act, 2013. .

The draft agreement to be entered into between the Company and Mr. Bhushanlal Arora and the remuneration to be payable on his appointment is placed for the approval of the Members.

A copy of the draft agreement to be entered into by the Company with Mr. Bhushanlal Arora is open for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 5.00 p.m. on all working days except Saturdays, Sundays and Holidays.

Mr. Bhushanlal Arora is interested in the resolution pertaining to his appointment. No other Director is interested in the Resolution.

The Resolution is set out in Item No.4 of the accompanying notice and accordingly the Board recommends the same for the approval of the Shareholders.

As per the Circular of MCA the notice calling the Annual General Meeting has been uploaded on the website of the company. The notice can be accessed from the website of the Stock Exchange BSE Limited at www.bseindia.com. The notice of the Annual General Meeting is also disseminated on the website of CDSL at www.evotingindia.com.

The Disclosure to be made as required under the provisions (IV) of Para (B) of Section II of Part II of Schedule V of The Companies Act, 2013 to the extent applicable given hereunder:

I. GENERAL INFORMATION :

(i) Nature of Industry: The Company is primarily in the business of Printing of labels, Packaging Materials, Magazines and Articles of Stationery.

(ij) Date or expected date of commencement of Commercial production: The Company started its business activities and commercial production since 1st July, 2007.

(iij) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

(iv) Financial performance: Based on the Audited financial results for the year ended 31st March, 2024:

Particulars	(Rupees in Lakhs)
Turnover & Other Income	2592.26 (consolidated)
Gross Profit/Loss before Interest, Depreciation & Tax	230.28 (consolidated)
Net Profit/Loss after Tax	55.73 (consolidated)

(v) Foreign investments or collaborators, if any: Not Applicable

II. INFORMATION ABOUT THE APPOINTEES:

(i) Background details:

Name of Director	Bhushanlal Arora
Designation	Managing Director
Education	B.com. Inter C A
Past Experience	Whole time Director since the year 01/07/2012 and actively involved in the day to day business transactions and policy matters. And then appointed as the Managing Director since 2015 .

(ii) Past remuneration during the financial year ended 31st March, 2023:

Name of Director	Bhushanlal Arora
Remuneration	Rs. 18.18 lakhs per annum

(iii) **Recognition or Awards:** N.A.

(IV) **Job Profile and their suitability:**

Mr. Bhushanlal Arora is involved in the day to day business activities and business policies of the company and considering his vigour for growth of the Company, he was appointed as the Managing Director of the company. He has been entrusted with the substantial powers of the management of the Company

Decision making in any business requires guidance and advice on ongoing basis and his knowledge and vast experience will be going to be immensely beneficial to the Company.

(v) **Remuneration proposed:** As specified in the Resolution.

(vi) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration and the size of the xcompany, no comparison is available for the remuneration payable to Mr. Bhushanlal Arora with similar placed companies, however the remuneration proposed is in line with the remuneration packages paid to similar level counterparts in other companies.

(vii) **Pecuniary relationship(s) directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Besides the remuneration proposed to be paid to the Managing Director, Mr. Bhushanlal Arora does not have any other pecuniary relationship with the Company.

Mr. Bhushanlal Arora is holding Nil equity shares of the Company.

III. OTHER INFORMATION:

(i) Reasons of loss or inadequate profits:

N.A.

(ii) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

The Company is working very hard and is hopeful of a increase in the net profits.

(iii) Expected increase in productivity and profits in measurable terms:

Not Applicable

By order of the Board
For KAISER CORPORATION LIMITED

Bhushanlal Arora
Managing Director

Place : Mumbai

Date : 28th June 2024

REGISTERED OFFICE :

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

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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	01/07/2015
Qualification	B.com Inter CA
Brief Profile	Mr. Bhushanlal Arora, Managing Director, Aged 70, 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 41 years.
Directorship held in other companies	Kaiser-E-Hind Pvt Ltd, Parsiana Publications Pvt Ltd
Membership of committees across companies	--
Shares held	Nil
Relationship Between the Directors	There is no relationship with other Directors.

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