

# KAISER PRESS LIMITED

Sixteenth Annual Report  
2008-2009

## **BOARD OF DIRECTORS**

Jehangir R Patel

Bhushanlal Arora

Anagha Korde

Rohinton Daroga

Rajendra R. Vaze

## **AUDITORS**

B B Shah & Company

Chartered Accountants

103-Rajguru Apt. Baburao Parulekar Road

Dadar West

Mumbai 400028

## **BANKERS**

Thane Bharat Sahakari Bank Ltd

Bank of India

## **REGISTERED OFFICE**

K K (Navsari) Chambers

39/B, Ground Floor

A K Nayak Marg

Fort, Mumbai 400001

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# SIXTEENTH ANNUAL REPORT 2008-2009

## NOTICE

Notice is hereby given that the SIXTEENTH ANNUAL GENERAL MEETING of the members of KAISER PRESS LIMITED will be held on **24 th Day of December, 2009** at 11.00 a.m. at the Registered Office of the Company , K K (Navasari) Chambers, 39/B Ground Floor, A K Nayak Marg, Fort, Mumbai 400 001 to transact the following business:-

- 1 To receive, consider and adopt the Audited Profit and Loss Account for the year ended June 30, 2009, the Balance sheet as at that date and the Reports of the Directors and the Auditors.
- 2 To appoint a Director in place of Mr Rajendra R Vaze who retires by rotation and being eligible, offers himself for re-appointment
- 3 To appoint Auditors and to fix their remuneration.

### Special Business :

#### 4. APPOINTMENT OF A DIRECTOR

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

"RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions , if any of The Companies Act, 1956 Ms Anagha Korde who was appointed as an Additional Directors of the company and who ceases to hold office as per the provisions of Section 260 of The Companies Act, 1956 at the ensuing Annual General Meeting and in respect of whom the company has received a notice in writing proposing her candidature for the office of the Director as per the provisions of Section 257 of The Companies Act, 1956 be and is hereby appointed as the Director of the company, liable to retire by rotation."

#### 5. APPOINTMENT OF A DIRECTOR

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

"RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any of The Companies Act, 1956. Mr Rohinton Daroga who was appointed as an Additional Director of the company and who ceases to hold office as per the provisions of Section 260 of The companies Act, 1956 at the ensuing Annual General Meeting and in respect of whom the company has received a notice in writing proposing his candidature for the office of the Director as per the provisions of Section 257 of The Companies Act, 1956 be and is hereby appointed as the Director of the company, liable to retire by rotation."

**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 19<sup>th</sup> DECEMBER 2009 TO 24<sup>th</sup> DAY OF DECEMBER 2009 (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.

By Order of the Board  
Kaiser Press Limited

Jehangir R. Patel  
Chairman & Mg Director

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

Dated: 18 / 09 / 2009

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956.

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### Item No. 4 and 5

Ms. Anagha Korde and Mr. Rohinton Daroga have been appointed as the additional Directors of the company w.e.f. 13<sup>th</sup> February 2009 and they hold the office until the ensuing Annual General Meeting. The Company has already received necessary notices in writing from some of the members of the company proposing the candidatures of Ms. Anagha Korde and Mr. Rohinton Daroga for the office of the Directors of the company as per the provisions of Section 257 of The Companies Act, 1956 along with the requisite deposit amounts.

Your Directors recommend the aforesaid resolutions under items 4 and 5 of the notice for your approval.

Ms. Anagha Korde and Mr. Rohinton Daroga are deemed to be concerned in the respective resolutions pertaining to their respective appointments. None of the other Directors of the company is, in any way, concerned or interested in the said resolutions.

By Order of the Board  
Kaiser Press Limited

Jehangir R. Patel  
Chairman

Place : Mumbai  
Date : 18/09/2009

Registered office

K K (Navsari Chambers)  
39/B Ground Floor,  
A K Nayak Marg,  
Fort, Mumbai 400 001

**DIRECTOR'S REPORT**

To  
The Members  
Kaiser Press Limited  
Mumbai

Your Directors are pleased to present the Sixteenth Annual Report of your Company with the Audited Accounts for the year ended June 30, 2009.

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

<b>PARTICULARS</b>	<b>For the Year ended 30.06.2009 Rs.</b>	<b>For the Period ended 30.06.2008 Rs.</b>
Sales	2,60,10,466	1,75,19,230
Other Income	5,88,025	96,557
Profit/Loss before tax	(59,68,683)	(22,82,745)
Prior period adjustment	—	--
Provision for Deferred tax liability	(21,87,825)	22,480
Provision for Fringe Benefit Taxes	58,000	26,500
Provision for I.Tax	1,75,000	--
Profit/Loss for the year	(40,13,858)	(22,86,765)
Balance brought forward from last year	(49,39,810)	(40,32,050)
Balance carried over to Balance sheet	(91,37,383)	(63,18,815)

Your Company posted a total income of Rs. 2,65,98,491/- and the net Loss of Rs.5968,683/- for the year 2008-09 as against the net Loss of Rs. 22,82,746/- respectively in the previous year. The total income was slightly higher from the previous year, however the company suffered net loss which was basically on account of increased overhead expenses, coupled with economic downturn in India ( and across most of the countries in the world) This has affected most sectors, in which your company operates, resulting lower demand for its products.

As reported in the previous year, you company was trying to diversify into the field of engineering and has entered in the engineering industry by acquiring an Engineering company Viz Powertel Engineering Pvt. Limited and consequently Powertel Engineering Pvt. Limited has become subsidiary of your company w.e.f. 22.02.2009.

The economic slowdown in India has also opened up select opportunities for your company especially with better talent availability and lower wage inflation with better opportunities . The company is taking appropriate steps to convert the economic downturn into an opportunity . The Directors believe that this would facilitate growth in income and profitability and improve the return on investment for stakeholders in the long term

**DIVIDEND**

Your directors do not recommend any dividend for the year ended June 30<sup>th</sup> 2009

**Service Quality Initiatives**

The long-term sustainability of 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 diversifying in other business segments .

**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 : Nil

Foreign Exchange Outgo : Nil

**Directors**

The Board of Directors have approved the appointment of Mrs Anagha Korde and Mr. Rohinton Daroga as the additional Directors of the company and they hold the office upto the ensuing Annual General Meeting. Notices have been received from some of the members of the company proposing their appointments as the Directors of the company.

In accordance with the provisions of The Companies Act, 1956 and the Articles of Association of the Company Mr. Rajendra R. Vaze is liable to retire by rotation at the ensuing Annual General Meeting and he is eligible for re-appointment.

Necessary resolutions for the re-appointment of the aforesaid Directors have 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.

**AUDITORS**

The Auditors M/S. B. B. Shah & Company Mumbai Chartered Accountants holds 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 30<sup>th</sup> June 2010

**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 June 30<sup>th</sup>, 2009 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

Dated : 18/09/2009



## CORPORATE GOVERNANCE REPORT

The turmoil in the global financial markets and its spill over effects into the real economy has once again raised questions on the efficacy of corporate governance practices. Despite the strengthening of corporate governance mechanisms over the years, the global meltdown brought to the fore several instances of deficient regulatory and board oversight. During the boom time, prudence gave way to excessive risk taking under the lure of extraordinary profits. Distorted remuneration policies nurtured a culture of greed, rewarding short-term considerations at the expense of long-term interests of companies. With a change in tide, boards have recognized the importance of an integrated, well-monitored risk management system and the need to closely link performance and remuneration. Though a corporate governance framework should constantly evolve in response to changing market dynamics, business ethics derived from principles of transparency, integrity, accountability and prudence must be steadfast.

In India, increased shareholder activism, regulatory vigilance and an alert media have played a prominent role in strengthening corporate governance mechanisms. Although there have been criticisms about the paucity of qualified independent directors in India, the corporate governance framework continues to be robust. For instance, in India shareholders have always had a 'say on pay' that is mandated by law, unlike many countries where the decision is largely left in the hands of the Board of Directors or their compensation committees. Further, for many Indian companies, regulatory compliance is only part of the answer to improved corporate governance standards as they voluntarily seek to raise the bar on governance related issues.

The key challenge for boards is to develop their own sense of corporate priorities and their own views on matters that are most important for the success of the company. Corporate governance is not a one-size-fits-all proposition, but needs to be customised into the culture of the organisation.

### Corporate Governance at KAISER :

For KAISER, the essence of corporate governance is to ensure transparency in its business operations. The Board of Directors and senior management delineate clear lines of responsibility throughout the organisation. In order to fulfil its responsibilities, the Board of Directors has access to accurate, relevant and timely information. KAISER believes that accountability of the management to the board and in turn accountability of the board to shareholders leads to long-term value creation.

KAISER has always maintained that an integrated way of thinking is via responsibility of action. Moreover, the Company strives to be a sustainable and dependable community organisation as sustained governance is the cornerstone in building and maintaining relationships with borrowers, depositors, agents, shareholders and other stakeholders.

The Board of Directors fully supports and endorses Corporate Governance practices in accordance with the Provisions of Clause 49 of the Listing Agreements, as amended. The Company has complied with the mandatory requirements of the said Clause and listed below is the status with regard to the same.

### BOARD OF DIRECTORS:

#### Composition

The Board of Directors comprises Five members, of which four are non-Executive Directors. Of the Four non-executive Directors, three are Independent Directors. The independent Directors have confirmed that they satisfy the criteria for an Independent Director as stipulated in Clause 49 I (A) (iii) of the Listing Agreements.

None of the Directors of the Company are related to each other.

The Directors bring to the board a wide range of experience and the skills. The composition of the Board is in conformity with the Listing Agreements.

#### Code of Conduct :

The Board of Directors have 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 30th June 2009.

Necessary declaration to this effect signed by the Managing Director forms a part of the Annual Report of the Company for the year ended 30th June 2009

All the Directors have made necessary disclosures regarding Committee positions occupied by them in other companies.

Further necessary Declaration has also been furnished by all the Independent Directors of the Company to confirm that:

- a. The Independent Directors do not have any material pecuniary relationships or transactions with the Company its promoters its Directors its senior management or its holding company, its subsidiaries and associates which may affect independence of the Director;
- b. Is not related to promoters or persons occupying management positions at the Board level or at one level below the Board.
- c. Has not been an executive of the Company in the immediately preceding three financial years.
- d. Is not a partner or an executive or was not a partner or an executive during the preceding three years, of any of the following
  - (i) The statutory audit firm or the internal audit firm that is associated with the Company and
  - (ii) The legal firm(s) that have a material association with the Company.
- e. Is not a material supplier, service provider or customer or a lessor or lessee of the Company which may affect independence of the Director;

and

- f. Is not a substantial shareholder of the Company i.e. owning two percent or more of the block of voting shares.

The Current Composition of the Board of Directors of the company with their Directorships/Membership in committees of public companies (excluding Kaiser) is given below :

Name of Director	No. of Directorship	Membership in Committees
Mr Jehangir R Patel Managing Director Non Executive Director	-	-
Mr. B. L. Arora Whole Time Director Executive Director	-	-
Mrs. Anagha A Korde Non Executive Independent Director	-	-
Mr. Rajendra R Vaze Non Executive Independent Director	-	-
Mr. Rohinton E Daroga Non Executive Independent Director	-	-

**REMUNERATION OF DIRECTORS :**

None of the Directors of the company Except Mr. B.L. Arora are getting any remuneration from the company.

No Sitting fees are paid to any Directors of the company

No stock options have been granted to any one by the Company.

**APPOINTMENT/ RE-APPOINTMENT OF DIRECTORS**

During the year ended 30th June 2009 Mr. Anand B Shinde & Thakorbhai K. Prajapati have resigned w.e.f. 31 March 2009 and Two new Independent Director viz Mrs. Anagha Korde and Mr. Rohinton Erach Daroga have been appointed w.e.f. 13th February 2009. At the ensuing Annual General Meeting Mr. Rajendra R. Vaze will be retiring by rotation and being eligible, offers himself for reappointment.

**BOARD MEETINGS :**

During the year under review, Nine Board Meetings were held on 18.7.08, 19.7.08, 31.7.08, 13.10.08, 23.1.09, 30.1.09, 26.2.09, 31.3.09, and 30.4.09

The attendance of Directors at the Company's Board Meetings, and attendance at the Company's Committee meetings and at the last Annual General Meeting is given below :

Name of Director	Attendance at the Company's Board Meetings	Attendance the Audit Committee	Attendance at the remuneration Committee	Attendance at the share transfer committee.	Attendance at the Last Annual General Meeting held on 26.12.08
Jehangir R Patel	9	4	2	7	Attended
B. L. Arora	9	-	-	-	-
Rajendra Vaze	1	-	2	-	Attended
Anagha Korde	3	1	-	3	-
Anand Shinde	7	3	1	-	-
Thakorbhai Prajapati	7	3	1	-	-
Rohinton Daroga	3	1	-	2	--

**COMMITTEES OF THE BOARD :**

The Committees constituted by the Board of Directors of the company are as under :

**AUDIT COMMITTEE:**

The members of the Committee are Mrs. Anagha Korde and Mr. Rohinton Erach Daroga. All members of the Committee are independent Directors. Mr. Anand Shinde and Mr. Thakorbhai Prajapati were the members of the committee upto 31st March 2009.

Consequent to the provisions of the revised Clause 49 of the Listing Agreement, the role of the Audit Committee stands enlarged as below to cover the areas prescribed by Clause 49 (II) (D).

The broad terms of reference of the Audit Committee are as follows:

(a) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

(b) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditors and the fixation of audit fees and approving payments for any other services rendered by them.

(c) Reviewing with the Management the annual financial statements before submission to the Board for approval with particular reference to ;

Matters required to be included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956;

Changes, if any in accounting policies and practices and reasons for the same;

· Major accounting entries involving estimates based on the exercise of judgment by Management;

· Significant adjustments made in the financial statements arising out of audit findings;

· Compliance with listing and other legal requirements relating to financial statements;

· Disclosure of any related party transactions;

· Qualifications in the draft audit report.

(d) Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval, with particular reference to:

(e) Reviewing, with the Management, performance of statutory and internal auditors, and adequacy of the internal control systems.

(f) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

(g) Discussion with internal auditors of any significant findings and follow up thereon.

(h) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

(i) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

- (j) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- (k) To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- (l) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- (m) Reviewing the Company's financial and risk management policies.

The Audit Committee has also been granted powers as prescribed under Clause 49 (II) (C). The Company has complied with the requirements of Clause 49 (II) (A) as regards composition of Audit Committee.

Further as per the requirements of Clause 49 (II) (E), the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial conditions and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and

#### **REMUNERATION COMMITTEE:**

The Remuneration Committee reviews the overall compensation structure and policies of your company with a view to attract, retain and motivate employees, consider grant of stock options to employees, reviewing compensation levels of the Company's employees vis-a-vis other Companies and industry in general.

Your company's compensation policy is to provide a fair and consistent basis for motivating and rewarding employees appropriately according to their job / role size, performance, contribution, skill and competence.

Mr. Jehangir R Patel, Mr. Rajendra Vaze, Mrs. Anagha Korde and Mr. Rohinton Daroga are the members of the committee. Mr. Anand Shinde and Mr. Thakorbhai Prajapati were the members of the committee upto 31st March 2009.

#### **SHARE TRANSFER COMMITTEE:**

The Committee approves and monitors transfer, transmission, splitting and consolidation of shares and allotment of shares and warrants. The Committee also monitors redressal of complaints from shareholders relating to transfer of shares, non-receipt of Annual Reports, dividends etc.

Mr. Jehangir R Patel, Mrs. Anagha Korde and Mr. Rohinton Erach Daroga are the members of the committee. Mr. Anand Shinde and Mr. Thakorbhai Prajapati were the members of the committee upto 31st March 2009.

The powers to approve shares transfers and dematerialisation requests have been delegated to the Executive of the company to avoid delays that may arise due to non-availability of the members of the committee.

All members of the Committee except Mr. Jehangir R Patel are independent Directors.

During the year, the Company received Two complaints from shareholders, which have been attended to.

#### **DETAILS OF SHAREHOLDERS COMPLAINTS RECEIVED / NOT SOLVED AND PENDING SHARE TRANSFERS.**

The total number of complaints received, and replied during the year ended 30th June 2009 were two. The number of pending share transfers as on 30th June, 2009 were Nil and pending requests for dematerialization were Nil as on that date.

## ANALYSIS OF SHAREHOLDERS'/ INVESTORS' COMPLAINTS RECEIVED AND REDRESSED DURING THE FINANCIAL YEAR

Nature of complaint / query	Opening balance	Complaints received during the year	Received from				Closing balance
			Purva Share Registry (India) Pvt. Limited /at company	S.E.B.I.	Department of Company Affairs	Stock Exch-anges	
Non receipt of share certificate	NIL	NIL	NIL	NIL	NIL		
Non furnishing of information	NIL	NIL	NIL	NIL	NIL		

## Notes:-

The company would like to report there has been two complaints pending at the end of the year.

All enquiries received during the year have been attended to before 30th June 2009

**Certain rights that a shareholder in the company enjoys :**

- To transfer the shares.
- To receive the share certificates upon transfer within the stipulated period prescribed in the Listing Agreement.
- To receive notice of general meetings, annual report, the balance sheet and profit and loss account and the auditor's report.
- To appoint proxy to attend and vote at the general meetings. In case the member is a body corporate, to appoint a representative to attend and vote at the general meetings of the company on its behalf.
- To attend and speak in person, at general meetings. Proxy cannot vote on show of hands but can vote on a poll.
- To vote at the general meeting on show of hands wherein every shareholder has one vote. In case of vote on-poll, the number of votes of a shareholder is proportionate to the number of equity shares held by him.
- To demand poll along with other shareholder(s) who collectively hold 5,000 shares or are not less than 1/10th of the total voting power in respect of any resolution.
- To requisition an extraordinary general meeting of any company by shareholders who collectively hold not less than 1/10th of the total paid-up capital of the company.
- To move amendments to resolutions proposed at meetings.
- To receive dividend and other corporate benefits like rights, bonus shares etc. as and when declared/announced.

- To inspect various registers of the company.
- To inspect the minute books of general meetings & to receive copies thereof after complying with the procedure prescribed the Companies Act, 1956.
- To appoint or remove director(s) and auditor(s) and thus participate in the management through them.
- To proceed against the company by way of civil or criminal proceedings.
- To apply for the winding-up of the company.
- To receive the residual proceeds upon winding up of a company.

Kindly note that the rights mentioned above are prescribed in The Companies Act, 1956 and should be followed only after careful reading of the relevant sections. These rights are not necessarily absolute.

#### DISTRIBUTION OF SHAREHOLDING AS ON JUNE 30 ,2009

No of Equity shares held (1)	No of shareholders (2)	% of share holders (3)	Share capital held (4)	% to the share Capital (5)
Upto 5,000	337	44.11	1340120	2.51
5,001- 10,000	366	47.91	3491700	6.55
10,001- 20,000	21	2.75	336260	0.63
20,001- 30,000	9	1.18	221690	0.42
30,001- 40,000	6	0.79	214050	0.40
40,001- 50,000	3	0.39	150000	0.28
50,001- 1,00,000	5	0.65	391000	0.73
1,00,000 And Above	17	2.23	47177180	88.48
Total	764	100.00	53322000	100.00

2,19,675 shares forming 4.12 % of the share capital are in demat form.

51,12,525 shares forming 95.88 % of share capital are in Physical form.

#### CATEGORIES OF SHAREHOLDERS SHAREHOLDING PATTERN AS AT JUNE, 2008

Category Capital	No of shares	Total	% to
A. Promoters	3299595	19	61.88
B. Foreign Institutional Investors			
F. Other Bodies Corporate	1333283	15	25.00
G. Banks, Mutual Funds and Financial Institutions			
J. Overseas Corporate Bodies			
K. Directors			
L. NRI's			
M. Others	699322	731	13.12
Total	5332200	765	100.00

**GENERAL BODY MEETINGS**

AGM	Financial	Date	Location of the Meeting	Time	Special resolution Passed
12th AGM	31/3/2005	29/09/2005	K. K. Navsari Chambers, 39/B, Ground floor, A. K. Nayak Marg, Fort, Mumbai - 400 001.	11.00 a.m.	NO
13th AGM	31/3/2006	29/09/2006	K. K. Navsari Chambers, 39/B, Ground floor, A. K. Nayak Marg, Fort, Mumbai - 400 001.	11.00 a.m.	NO
14th AGM	30/6/2007	26/12/2007	K.K. Navsari Chambers, 39/B, Ground floor, A.K. Nayak Marg, Fort, Mumbai - 400 001.	11.00 a.m.	YES
15th AGM	30/6/2008	26/12/2008	K.K. Navsari Chambers, 39/B, Ground floor, A.K. Nayak Marg, Fort, Mumbai - 400 001.	11.00 a.m.	NO

No special resolution was put through postal ballot at the last AGM.

**MEANS OF COMMUNICATION:**

The quarterly and half-yearly unaudited financial results were time to time published in Free Press Journal in English and in Navashkati in Maharashtra in Marathi being the regional language in Maharashtra.

**CODE FOR PREVENTION OF INSIDER TRADING:**

The Company has adopted a share dealing code for the prevention of insider trading in the shares of the Company. The share dealing code, inter alia, prohibits purchase / sale of shares of the Company by employees while in possession of unpublished price sensitive information in relation to the Company..

**FINANCIAL CALENDAR:**

Year July 2008 to June 2009 and upto the date of AGM	
Board Meeting for consideration of accounts	: 18.09.2009
Book Closure dates	: 19.12.2009 to 24.12.2009
Last date of Receipt of proxy forms	: 22.12.2009
Date, Time and Venue of 16th AGM	: Thursday the 24th December,2009 at 11.00 a.m. at the Registered office of the company at K.K. Navsari chambers, 39/B, Ground floor, A.K. Nayak Marg, Fort, Mumbai-400 001.
Financial reporting for the quarter ending September 30, 2008	: By October 2008
Financial reporting for the quarter ending December 31, 2008	: By January 2009.
Financial reporting for the quarter ending March 2009	: By April 2009
Financial reporting for the Year ended June 2009	: By September 2009



**DISCLOSURES :**

- I) The Company has not entered into any materially significant transaction during the year, which could have a potential conflict of interest between the Company and its promoters, directors, management and/ or their relatives, etc. other than the transactions entered into in the normal course of business. Details of related party transaction entered into in the normal course of business are given in Notes to Accounts.
- II) No penalties or Strictures were imposed on the Company by SEBI or any statutory Authority, except the penalty levied by the Stock Exchange Bombay related to the Revocation of suspension in trading of equity shares, and penalty has been duly paid by the company.
- III) The Audit Committee of the Company has reviewed the functioning of the Whistle Blower mechanism and no personnel has been denied access to the audit committee.

**COMPLIANCE WITH MANDATORY REQUIREMENTS:**

The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges.

The Statutory Auditors have certified that the Company has complied with the mandatory requirements as stipulated under clause 49 of the Listing agreements the said certificate is annexed to the Director's Report and will be forwarded to the Stock Exchange, and to The Registrar of Companies, Maharashtra, Mumbai along with the Annual Report.

**COMPLIANCE WITH NON-MANDATORY REQUIREMENTS:**

The company has adopted the non mandatory requirements as regards the provisions relating to the remuneration committee. The quarterly financial results are extensively published in leading financial newspapers. The company affirms that no employee has been denied access to the Audit committee. As regards the non mandatory requirements the Board has taken cognisance of the same and may consider adopting them as and when deemed appropriate.

**LISTING ON STOCK EXCHANGES:**

In order to impart liquidity and convenience for trading, the equity shares of the Company are listed at the following Stock Exchange. The annual fees for 2008-2009 have been paid to all the stock Exchanges where the shares are listed.

Sr. No.	Name & address of the Stock Exchange	Stock Code
1.	<b>Bombay Stock Exchange Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 023	<b>31780</b>

Names of Depositories in India for dematerialisation of equity shares

- National Securities Depository Limited (NSDL)
- Central Depositories Services (India) Limited (CDSL)

**REGISTRARS AND TRANSFER AGENTS**

The Company has appointed M/S. Purva Share Registry (India) Pvt. Ltd., at Mumbai – as Registrars for physical and for Demat segment.

Registrar and Share Transfer Agents	Purva Share Registry (India) Pvt. Ltd., 33 Printing Huye, 28 D, Police Court Lane Behind Old Handloom House, Fort, Mumbai 400004.
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**COMPLIANCE OFFICER**

Mr. Bhushanlal Arora the Director is the Compliance Officer of the Company.

**SHARE TRANSFER PROCESS:**

The Company's shares which are in demat form are transferable through the depository system. Shares in physical form are processed by the Registrars and Share Transfer Agents, Purva Share Registry (India) Pvt. Ltd., and approved by the Investor Grievance (Share) Committee of the Company or authorized officials of the company. The share transfers are processed within a period of 12 days from the date of receipt of the transfer documents by Purva Share Registry (India) Pvt. Limited.

**INVESTOR HELPDESK:**

Share transfer, transmissions and all other investor related activities are attended to and processed at the office of our Registrars and Transfer Agents.

For lodgment of transfer deeds and any other documents or for any grievances / complaints, kindly contact at the following address:

Mr. Vinayak Karande  
Registrar and Share Transfer Agents : Purva Share Registry (India) Pvt. Ltd.,  
33 Printing House, 28 D, Police Court Lane  
Behind Old Handloom House, Fort,  
Mumbai 400004. Phone No : 23016761/8261

**COMPLIANCE CERTIFICATE OF THE AUDITORS:**

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement with the Stock Exchange and the same is annexed to the Annual Report.

The Certificate from the Statutory Auditors will be sent to the Stock Exchanges along with the Annual Report of the Company.

**MEANS OF COMMUNICATION**

Half yearly report sent to each household of shareholders	No. as the results of the Company is published in the newspapers.
Quarterly result	The Company has Published its Quarterly Results in Newspaper Navashakti – Maharashtra ( Marathi ) & Free Press Journal Maharashtra . (English)
Any website, where displayed whether it also displays official news releases; and the presentation made to Institutional Investors or to the analysis newspapers in which results are normally published in	No
Management Discussion & analysis	This forms the Annual Report, which is posted to the shareholders of the Company

**DECLARATION OF THE MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT**

In accordance with the sub clause I (D) of Clause 49 of The Listing Agreement with the Stock Exchange, I hereby confirm that all the Directors and the Senior Management personnel of the Company have affirmed compliance with their respective Codes of Conduct, as applicable to them, for the Financial Year ended March 31 2009.

For Kaiser Press Limited

Jehangir R Patel  
Chief Executive Officer  
and Managing Director

Place : Mumbai  
Date : 18.09.2009

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**MANAGEMENT DISCUSSION AND ANALYSIS**

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**A. INDUSTRY STRUCTURE & DEVELOPMENT**

Over Capacity is the main issue which continues to plague the printing industry and as a result printing rates remain low. Competition and idle capacity has deterred growth and modernization.

The export potential that India could avail of in this field due to lack of investment in new technology has not been realized.

As a company, our thrust has been especially suited to the small & medium corporate companies.

**B. OPPORTUNITIES & THREATS**

The perceived threat is today from well established large organized companies who can compete with other companies at low prices.

High local taxation and overhead costs has forced the printing industry out of the metros. The packaging industries is now concentrated in Daman, Silvassa and New Bombay. Costs are lower here and there is no octroi duty.

Recently there are signs of turn around. But with inflation soaring costs will increase.

**C. INTERNAL CONTROL SYSTEMS AND THEIR ADQUACY:**

There is adequate internal control system in the company through internal Audit and regular operations review.

Maintenance of records showing full particulars of fixed assets and physical verification of such assets from time to time designed to cover all items.

Periodical physical verification of stocks during the year and adjustment of discrepancies between the physical verification and the books appropriately.

Generation of various reports to monitor various statutory and other compliance.

**D. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

During the year the sales turnover was Rs. 26,598,491 as against Rs. 17,519,230 for the previous year. The accounts shows a operating Loss of ( 5,476,198 ), however; the Company is looking into possibilities to mitigate this state of affairs shortly.

The Company is taking several corrective measures

**E. DEVELOPMENT IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT**

The human capital of the company has been motivated and committed to bring good operating performance. The relations with the staff and the employees are cordial. The company continues to focus on training its employees on a continuing basis, both on the job and through various training programmes.

**F. CAUTION STATEMENT**

Certain statements made in the Management Analysis and Report relating to Company's objectives, projections, outlook, expectations, estimates etc, may constitute forward looking statement within the meaning of applicable laws and regulations. Actual results may differ from such expectation, projections etc., whether express or implied. Several factors could make a significant difference to the company's operations. These include climatic conditions, economic conditions affecting demand and supply, Government regulations and taxation, natural calamity etc., over which the company does not have any direct control.

**B. B. SHAH & ASSOCIATES****CHARTERED ACCOUNTANTS**

103, Rajguru Apartments, Baburao Parulekar Road, Dadar (West), Mumbai - 400 028

Tel. Off.: 6662 5281, 6662 5282, 2437 6525 \* Fax : 2422 4259

E-mail : bipin@bipinshah.com \* Website : www.bipinshah.com

**AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

**To the members of  
Kaiser Press Limited**

1. We have examined the compliance of the conditions of Corporate Governance by Kaiser Press Limited for the year 1st July 2008 to 30th June, 2009 as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange in India
2. The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. On the basis of our verification and as certified by the Company Secretary, we have to state that no investor grievances were remaining unattended/ pending for more than 30 days.
5. We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For B. B. Shah & Associates  
Chartered Accountants**

**Dharmshi Nakaum  
(Partner)  
Membership No. 118765**

**Place : Mumbai  
Dated : 18/09/2009**

**B. B. SHAH & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

103, Rajguru Apartments, Baburao Parulekar Road, Dadar (West), Mumbai - 400 028

Tel. Off.: 6662 5281, 6662 5282, 2437 6525 \* Fax : 2422 4259

E-mail : bipin@bipinshah.com \* Website : www.bipinshah.com

**AUDITORS REPORT ON CONSOLIDATED FINANCIAL STATEMENTS OF KAISER PRESS LIMITED AND ITS SUBSIDIARY**

**The Board of Directors**  
**Kaiser Press Limited**

1. We have examined the attached Consolidated Balance Sheet of **Kaiser Press Limited** ("the Company") and its subsidiary **Powertel Engineering Pvt. Ltd.** (collectively "the Kaiser Group") as at 30th June, 2009 and the Consolidated Profit and Loss Account for the year ended that date. These Consolidated financials statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.
3. We did not audit the financial statement of **Powertel Engineering Pvt. Ltd.**, whose financial statement reflect total assets (net) of Rs.3,884,748 (Rs. NIL) as at 30th June, 2009 and total revenue of Rs. 2,08,15,47/- (Rs. NIL) for the year then ended. This financial statement has been audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of this subsidiary, is based solely on the report of the other auditor.
4. We report that the consolidated financial statements have been prepared by the company in accordance with the requirements of Accounting Standards (AS) 21 - Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of **Kaiser Press Limited** and that of its subsidiary included in the Consolidated Financial Statements.
5. Based on our audit and on consideration of the reports of other auditors on separate financial statements of the subsidiary, and on the basis of information and explanations given to us, we are of the opinion that the attached Consolidated Financial Statements, give a true and fair view in conformity with the accounting principles generally accepted in India, **subject to Note No.3(iii) regarding Consolidated Cash Flow Statement:**
  - (a) In the case of the Consolidated Balance Sheet, of the consolidated state of affairs of the Kaiser Group as at 30th June, 2009;
  - (b) In the case of the Consolidated Profit and Loss Account, of the consolidated results of operations of the Kaiser Group for the year ended on that date;

**For B. B. Shah & Associates**  
**Chartered Accountants**

**Dharmshi Nakaum**  
**(Partner)**  
**Membership No. 118765**

**Place : Mumbai**  
**Dated : 18/09/2009**

**KAISER PRESS LIMITED****CONSOLIDATED BALANCE SHEET AS AT 30TH JUNE, 2009**

Particulars	Schedule No.	As At 30.06.2009 (Rs.)	As At 30.06.2008 (Rs.)
<b>I Sources of Funds</b>			
<b>1 Shareholders Funds</b>			
a Share Capital	1	51,892,050	51,884,550
b Reserves & Surplus	2	803,293	100,000
<b>2 Secured Loans</b>			
Minority Interest	3	1,882,233	2,149,994
		898,308	-
<b>Total Rs.</b>		<b>55,475,884</b>	<b>54,134,544</b>
<b>III Application of Funds</b>			
3 Fixed Assets	4	14,479,427	16,869,823
5 Investments	5	33,856,000	33,855,000
<b>6 Current Assets, Loans &amp; Advances</b>			
a Inventories	6	2,908,791	2,858,500
b Sundry Debtors	7	5,479,251	4,946,975
c Cash & Bank Balance	8	2,778,194	(44,910)
d Loans & Advances	9	5,011,547	6,699,089
<b>Total Rs. (A)</b>		<b>16,177,783</b>	<b>14,459,654</b>
<b>Less : Current Liabilities &amp; Provisions</b>			
Current Liabilities	10	18,753,439	15,364,130.88
Provisions	11	3,165,000	2,347,000
<b>Total Rs. (B)</b>		<b>21,918,439</b>	<b>17,711,131</b>
<b>Net Current Assets (A - B)</b>		<b>(5,740,656)</b>	<b>(3,251,477)</b>
Profit & Loss A/c	12	10,516,389	6,318,816
2 Deferred Tax Asset	13	2,364,724	342,383
<b>Total Rs.</b>		<b>55,475,884</b>	<b>54,134,544</b>
Accounting Policies and Notes on Accounts	17	-	-

As per our report of even date attached

**For B. B. Shah & Company**  
Chartered Accountants

Dharmshi V. Nakum  
(Partner)  
Membership No.:118765

For and on Behalf of the Board

**For Kaiser Press Limited**  
Directors

1. Mr. Jehangir .R. Patel  
Chairman & Mg. Director

2. Mr. Bhushanlal Arora - Director

3. Ms. Anagha Korde - Director

Place : Mumbai  
Dated : 18.09.2009

Place : Mumbai  
Dated : 18.09.2009

**KAISER PRESS LIMITED**  
**CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 30 TH JUNE.2009**

Particulars	Schedule No.	For Year Ended 30th June 09 (Rs.)	For Year Ended 30th June 08 (Rs.)
<b>INCOME</b>			
Sales		26,010,466	17,519,230
Other Income	14	588,025	96,557
Sub Total		26,598,491	17,615,787
<b>Expenditure</b>			
Purchase, Manufacturing and Operating Cost	15	21,112,436	10,141,478
Administrative, Selling & Distribution Expenses	16	10,962,254	9,394,092
Sub Total		32,074,690	19,535,570
Operating Profit		(5,476,198)	(1,919,783)
Less : Depreciation		492,484	362,963
Profit before Taxation		(5,968,682)	(2,282,746)
Less: Provisions			
Income Tax		175,000	-
Fringe Benefit Tax		58,000	26,500
Add/(Less) : Deferred Tax Assets/(Liability)		2,187,825	22,480
Profit after Tax		(4,013,857)	(2,286,766)
Less : Prior Period Expenses		10,221	-
Less : Minority Interest		173,495	-
less: Excess Provision for Tax		-	-
Balance of Loss Brought Down From Previous Year		(4,939,810)	(4,032,050)
Balance carried to Balance Sheet		(9,137,383)	(6,318,816)

Basic Earning Per Share

Significant Accounting Policies and  
Notes on Accounts

17

As per our report of even date attached

For and on Behalf of the Board

**For B. B. Shah & Company**  
**Chartered Accountants**

**For Kaiser Press Limited**  
**Directors**

**Dharmshi V. Nakum**  
**( Partner)**

Membership No.:118765

**1. Mr. Jehangir .R. Patel**  
**Chairman & Mg. Director**

**2. Mr. Bhushanlal Arora - Director**

**3. Ms. Anagha Korde - Director**

Place : Mumbai  
Dated : 18.09.2009

Place : Mumbai  
Dated : 18.09.2009

**KAISER PRESS LIMITED****CONSOLIDATED SCHEDULES TO AND FORMING PART OF THE  
ACCOUNTS FOR THE YEAR ENDED ON 30TH JUNE 2009**

Particulars	As At 30.06.2009 (Rs.)	As At 30.06.2008 (Rs.)
<b><u>Schedule : 1</u></b>		
<b><u>Share Capital</u></b>		
<u>Authorised :</u>		
60,00,000 (P. Y. 60,00,000) Equity Shares of Rs. 10/- each.	61,000,000	60,000,000
<b>Total Rs.</b>	<b>61,000,000</b>	<b>60,000,000</b>
 <u>Issued Subscribed &amp; Paid Up Capital</u>		
53,32,200 (P. Y. 53,32,200) Equity Shares of Rs. 10/- each fully paid.	53,322,000	53,322,000
<b>Total Rs. (A)</b>	<b>53,322,000</b>	<b>53,322,000.00</b>
 <u>CALLS IN ARREARS :</u>		
From Others	1,429,950	1,437,450
<b>Total Rs. (B)</b>	<b>1,429,950</b>	<b>1,437,450</b>
<b>Total (A-B)</b>	<b>51,892,050</b>	<b>51,884,550</b>
 <b><u>Schedule : 2</u></b>		
<b><u>Reserves &amp; Surplus</u></b>		
Capital Reserve on Consolidation	703,293.00	-
<u>General Reserve</u>		
Balance as per last balance sheet	100,000	100,000
<b>Total Rs.</b>	<b>803,293</b>	<b>100,000</b>



**Schedule : 3****Secured Loan From Bank:****Term Loans**

Thane Sahkari Bank Ltd.	2,149,994
(Secured against hypothecation of Heidelberg two colour Printing Machine)	

**Working Capital Loans**

(a) Export Packing Credit	900,180	-
(b) Bill Discounting Facility	982,053	-
(The above loans are secured by way of hypothecation of stock and book debts)		

1,882,233	2,149,994
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**Schedule 4 :****Fixed Assets ( At Cost)**

Particulars	Gross Block			Depreciation				Net Block	
	As on 01.07.2008	Additions/ (Deductions)	As on 30.06.2009	As on 01.07.2008	Provided for the year	Deduction during Year	As on 30.06.2009	As on 30.06.2009	As on 30.06.2008
Goodwill	8,500,000.00	-	8,500,000.00	-	-	-	-	8,500,000.00	8,500,000.00
Plant & Machinery	11,511,355.54	(4,098,976.21)	7,412,379.33	2,329,464.00	393,175.00	663,770.55	2,058,868.45	9,795,787.09	9,181,891.54
Electrical Instalation	201,318.00	-	201,318.00	52,069.00	12,743.00	-	64,812.00	136,506.00	149,249.00
Furniture & Fixtures	123,992.00	-	123,992.00	25,826.00	7,849.00	-	33,675.00	90,317.00	98,166.00
Office Equipments	17,288.00	-	17,288.00	2,780.00	1,094.00	-	3,874.00	13,414.00	14,508.00
Moulds	508,250.00	-	508,250.00	95,415.00	57,257.00	-	152,672.00	353,578.00	410,835.00
Computer	166,340.00	2,250.00	168,590.00	116,123.00	20,366.00	-	136,489.00	38,599.00	50,217.00
<b>Total</b>	<b>21,026,543.54</b>	<b>(4,096,726.21)</b>	<b>8,429,817.33</b>	<b>2,621,877.00</b>	<b>492,484.00</b>	<b>663,770.55</b>	<b>2,450,390.45</b>	<b>18,928,201.09</b>	<b>18,404,866.54</b>
Previous Year	3,395,908.00	13,422,175.00	16,818,083.00	1,597,692.00	194,603.00	-	1,792,295.00	15,025,788.00	6,720,391.00

**Schedule : 5****Investment (At Cost) :****Investment in Unquoted Equity Shares**

2200 (P. Y. 2200) Equity Shares of The Bharat Sahakari Bank of Rs. 25/- each fully paid up	55,000	55,000
1300000 ( P.Y. 1300000 ) Equity Shares of Xicon International Ltd @ 26/- each fully paid up	33,800,000	33,800,000
10 (P.Y. 10) Equity shares of Lorange Investments and trading Ltd. of Rs. 100/- each dully paid up	1,000	-

Total Rs.	33,856,000	33,855,000
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**Schedule : 6****Inventories****Inventories**

Raw Material	2,683,810	1,766,535
Work-in-Progress	224,981	1,091,965
( Inventory as Valued & Certified By the Management)		
	<b>2,908,791</b>	<b>2,858,500</b>

**Schedule :7****Sundry Debtors**

(Unsecured considered good)

O/s For a period Exceeding 6 months	115,270	1,120,335
Others	5,363,981	3,826,640
Total Rs.	<b>5,479,251</b>	<b>4,946,975</b>

**Schedule : 8****Cash & Bank Balance**

Cash on Hand	528,715	301,762
Balance with Scheduled Bank in Current A/c	465,454	(346,672)
Margin Money Deposit	1,784,025	-
Total Rs.	<b>2,778,194</b>	<b>(44,910)</b>

**Schedule : 9****Loans & Advances**

Advance recoverable in cash or kind or for value to be received

Security Deposits	223,481	3,040
Others	1,475,160	508,688
Total Rs.	<b>5,011,547</b>	<b>6,699,089</b>

**Schedule : 10****Current Liabilities**

For Goods And Other	18,753,439	15,364,130
Total Rs.	<b>18,753,439</b>	<b>15,364,130</b>

**Schedule : 11****Provisions**

Provision for Income Tax & FBT	3,165,000	2,347,000
Total Rs.	<b>3,165,000</b>	<b>2,347,000</b>

**Schedule : 12**

Profit & Loss Account	(9,137,383)	(6,318,816)
Less: Minority Interest	675,713	-
Less: Pre-incorporation Profit Share of Holding Company	703,293	-
Total Rs.	<b>(10,516,389)</b>	<b>(6,318,816)</b>

**Schedule : 13****Deferred Tax Asset / (Liability)**

Opening Balance of Timing Difference of Tax	176,900	319,903
Add: Provided during the year	2,187,825	22,479
Total Rs.	<b>2,364,724</b>	<b>342,382</b>

**Schedule :14****Other Income**

Dividend Received	1,375	-
Interest Received	353,651	96,557
Other Income	232,999	
Total Rs.	<b>588,025</b>	<b>96,557</b>

**Schedule : 15****Material Consumed & Manufacturing Cost :****Opening Stock**

Raw Material	3,104,447	3,974,218
WIP	1,091,965	464,188
Add : Purchases	13,759,550	7,272,822
Add : Manufacturing Cost	6,065,265	1,288,750

**Less : Closing Stock**

Raw Material	2,683,810	1,766,535
WIP	224,981	1,091,965

Total Rs.

**21,112,436**      **10,141,478****Schedule : 16****Administrative, Selling & Distribution Expenses**

AGM Expenses	7,360	19,440
Auditors Remuneration	110,300	76,180
Conveyance Expenses	490,942	82,098
Carterage & Hamali Charges	113,281	232,162
Freight & Octroi	334,228	108,822
Telephone Expenses	190,411	121,441
Inspection Fees	240	240
Filing Fees & Profession Tax	13,812	4,446
Insurance Charges	1,716	48,253
Repairs & Maintenance to Machine	44,008	693,767
Listing Fees	38,293	36,967
General Expenses	398,420	18,984
Licence Fees	1,314	2,320
Motor Car Expenses	28,297	66,584
Petrol Expenses	43,000	66,870
Books & Periodicals	2,202	4,079
Postage & Telegram	54,159	73,191
Printing & Stationery	20,763	94,430
Professional Charges	407,102	139,431
Rent, Rates & Taxes	6,865	211,961
Security Charges	160,361	354,781
Sundry Balance W ritten off	566,118	74,673
Membership & Subscription	13,000	2,758
Water Charges	15,717	35,086
Xerox Charges	2,024	13,011
(Profit)Loss on Sale of Fixed Assets	(79,794)	495,206
Selling & Distribution Expenses	25,385	29,258
Interst & Finance Cost	460,680	539,146
Employment Expenses	7,467,048	5,648,256
Donation	25,000	100,250
Total Rs.	<b>10,962,253</b>	<b>9,394,092</b>

**KAISER PRESS LIMITED****SCHEDULE 17****Notes to Consolidated Financial Statements for the year ended 30th June, 2009**

## 1. Subsidiaries

The Consolidated Financial Statements present the consolidated accounts of Kaiser Press Limited., with its subsidiary Company :-

Name of the Subsidiary	Proportion of ownership	Year ending	Audited by
PowerTel Engineering Pvt. Ltd.	51%	30.06.2009	V.N. Shah & Associates

2. (i) Significant Accounting Policies and Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide for better understanding of the consolidated position of the Companies. Recognising this purpose, the Company has disclosed only such policies and notes from the individual financial statements which fairly represent the needed disclosures. Lack of homogeneity and other similar considerations made it desirable to exclude some of them, which in the opinion of the management, could be better viewed when referred from the individual financial statements.
- (ii) The accounts have been prepared to comply in all material aspects with applicable accounting principles in India, the Accounting Standards issued by the Institute of Chartered Accountants of India
- (iii) The financial statements of the Parent Company and its subsidiary have been consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group transactions and unrealised profits.
- (iv) The consolidated financial statement are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the parent company's separate financial statement unless stated otherwise.
- (v) The difference between the costs of investments in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the Financial Statements as Goodwill or Capital Reserve as the case may be.
- (vi) Minority Interest share of Net Profit/Loss of Consolidated Subsidiary for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to the shareholders of the company.
- (vii) Minority Interest's share of Net Assets of Consolidated Subsidiaries is identified and presented in the Consolidated Balance Sheet separately from liabilities and the equity of the Company's Financial Statements.

## 2. Significant Accounting Policies

## (i) Basis of accounting:

The accounts of group have been prepared on the basis of historical cost and in accordance with applicable accounting standards referred to in Section 211 (3C) of the Companies Act, 1956 except where otherwise stated. For recognition of profit and loss, mercantile system of accounting is followed.

## (ii) Fixed Assets:

- i. Fixed assets are stated at cost less accumulated depreciation. Cost comprises of Purchase price and any attributable cost for bringing the assets to working conditions for its intended use.

ii. Expenditure for additions improvements and renewals are capitalized and expenditure for maintenance and repairs are charged to the Profit and Loss Account. When assets are sold or discarded, the cost and accumulated depreciations is removed from the Accounts and any gain or resulting from their disposal is included in Profit and Loss Accounts.

**(iii) Depreciation:**

Depreciation on Fixed Assets (except Intangible Assets) has been provided on Straight Line Method at the rates and in the manner prescribed in schedule XIV of the Companies Act, 1956. except Depreciation on Computer in case of Subsidiary Company has been provided @ 33.33%. Depreciation on additions during the year is provided on a pro-rata basis from the date of addition.

**(iii) Revenue Recognition :**

Sales are net of Sales Tax, Insurance, Freight Charges and Excise Duty where applicable.

**(iv) Investments:**

Investments are stated at cost of acquisition and related expenses.

**(v) Inventories:**

i) Raw Material: The Raw Material Inventories are taken valued and certified by the management, which are valued at cost or net realizable value whichever is lower.

ii) Work in Progress- WIP value at Cost

iii) The Inventories of Stores and Spares are charged/written off to the Manufacturing and Operating Expenses in the year of purchase.

**(vi) Retirement Benefits:**

i) Provision for Gratuity Liabilities to workers is made on Management Valuation.

ii) Provision is made for leave encashment.

**(vii) Marketing Expenditure :**

Expenditure incurred on marketing and market related activities are charged to the Profit & Loss Account of the year in which it is incurred.

**(viii) Impairment of Assets:**

At each balance sheet date, the Company reviews the carrying amounts of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss.

Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset from its disposal are discounted to their present value using pre tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

An impairment loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired. Reversal of impairment loss is recognized immediately as income in the profit and loss account

**(ix) Foreign Currency transactions:**

All exchange differences arising out of the restatements are dealt with in the Profit & Loss Account

**(x) Material events occurring after Balance Sheet date are taken into cognizance.**

**(xi) Contingent Liabilities:**

Contingent Liabilities are not provided for and are disclosed by way of notes.

**3. NOTES ON ACCOUNTS :**

- i) The Previous year's figures have been regrouped, rearranged and reclassified wherever necessary.
- ii) Some of the Balances in respect of Accounts receivable from and payable to certain parties are subject to confirmation and reconciliation thereof from the respective parties.
- iii) Accounting Standard 21, "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India is applicable in respect of accounting periods commencing on or after 1st April, 2001. Being the Subsidiary was acquired during the year (on 22nd February, 2009) it is not practical to present the Consolidated Cash flow Statement since the consolidated figures which were relevant for compilation of this year's Cash Flow for the previous year of the Subsidiary are not available.

**iv) AUDITORS REMUNERATION :**

<u>Particulars</u>	<u>Current Year</u> <u>(Rs.)</u>	<u>Previous Year</u> <u>(Rs.)</u>
Audit Fees (Including Service Tax)	88,240.00	56,180.00
Others	22,060.00	22,472.00
<b>Total</b>	<b>1,10,300.00</b>	<b>78,652.00</b>

**v) Deferred taxation :**

In compliance with Accounting Standard-22 issued by the Institute of Chartered Accountants of India, the company has recognised in these Financial Statements Deferred tax assets and liabilities for future tax implications attributable to the timing differences that result between the profits offered for the Income Tax and the profit as per the financial statements, as under:

S r . N o .	Particulars of Items resulting in Timing Differences	Deferred Tax (Liability) / Assets					
		Opening Balance		Reversed / Charged during the year or period		Closing Balance	
		as on	as on			as on	as on
		01.07.2008	01.04.2007	Curr. period	Prev. Year	30.06.2009	30.06.2008
1	Depreciation	(474,440)	361,791	(126,514)	(153,952)	(600,954)	(474,440)
2	Audit Fees U/s. 40(a)	(20,721)	(41,888)	1,625	21,167	(19,096)	(20,721)
3	Gratuity U/s 40A(7)	712,309	-	(1,484,166)	712,309	(771,857)	712,309
4	Leave Encashment U/s. 43B	44,524	-	(45,008)	-	(484)	44,524
5	Bonus U/s. 43B	80,710	-	(153,328)	-	(72,618)	80,710
6	Set off & Carried forward of Loss	-	-	3,998,971	-	3,998,971	-
	<b>Net Effect</b>	<b>342,382</b>	<b>319,903</b>	<b>2,191,580</b>	<b>579,524</b>	<b>2,533,962</b>	<b>342,382</b>

Note : Above deferred tax (liabilities)/Assets do not include Deferred Tax Liability Rs. 3,756/- and closing Balance of Deferred Tax Liabilities Rs. 1,69,238/-

vi) **Segmental Reporting :**

**Identification of Segments**

The Company has identified that its reportable segments are the Business segments. The Company's Business Segments are comprises of i) Printing of Labels and ii) Engineering Business (of Subsidiary) which are organised and managed separately according to the nature of business.

Particular	Printed Material		Engineering (of Subsidiary)	
	Current Year	Previous Year	Current Year	Previous Year
<b><u>INCOME</u></b>				
Sales	5,428,217	17,519,230	20,582,249	N.A.
Other Income	355,026	96,557	232,999	N.A.
Sub Total	5,783,243	17,615,787	20,815,248	N.A.
<b><u>Expenditure</u></b>				
Purchases & Manufacturing Cost	4,125,721	10,141,478	16,986,715	N.A.
Administrative, Selling & Distribution Expenses	7,856,234	9,394,092	3,106,020	N.A.
Sub Total	11,981,954	19,535,570	20,092,735	N.A.
Operating Profit/(Loss)	(6,198,711)	(1,919,783)	722,513	N.A.
Less : Depreciation	349,798	362,963	142,686	N.A.
Profit/(Loss) before Taxation	(6,548,509)	(2,282,746)	579,827	N.A.

vi) **RELATED PARTY DISCLOSURE :**

Name of Key Management Personnel	Designation	Nature Of Payment	Amounts (Rs.)
Mr. Jehangir R Patel	Chairman & Managing Director	Interest	1,56,071
Mr. Bhushanlal Arora	Director	Salary & Other Benefits	3,85,438
Albert Thomas	Director	Salary & Other Benefits	3,93,424
Parsiana Publications Private Limited	Associates Company	Sale of Goods/Services	1,45,024
Kaiser-E-Hind Prints Pvt. Ltd.	Associates Company	Sale of Goods/Services	2,39,368

## vii). FOREIGN EXCHANGE INCOME &amp; OUTGO :

- i) Foreign Exchange Earning –Export of Goods-Rs. 1,15,16,406
- ii) Foreign Exchange Outgo – Rs. NIL

Signatures to Schedules 1 to 17 forming part of the Accounts.

In terms of our attached report

For and on Behalf of the Board of even date

For **B. B. Shah & Associates**  
Chartered Accountants

For **Kaiser Press Limited**  
Directors

**Dharmshi V. Nakum**  
(Partner)  
Membership No. : 118765

**1. Jehangir R. Patel**  
Chairman & Mg. Director

**2. BhushanLal Arora**  
Director

**3. Anagha Korde**  
Director

Place : Mumbai  
Dated : 18-09-2009



**Balance Sheet abstract and Company's General Business profile of****KAISER PRESS LIMITED****1 Company's Registration Details :**

Registration No.	:	74,035
State Code	:	11
Balance Sheet Date	:	30th June, 2009

**2 Capital raised during the year : (Amount in Rs.)**

Public Issue	:	NIL
Rights Issue	:	NIL
Bonus Issue	:	NIL
Private Placement	:	NIL

**3 Details of Mobilisation and Deployment of Funds : (Amount in Rs.)**

Total Liabilities	:	55,475,884
Total Assets	:	55,475,884

**Sources of Funds**

Paid - Up Capital &	:	51,892,050
Reserves & Surplus	:	100,000
Secured Loans	:	NIL
Unsecured Loans	:	NIL
Deferred Tax Assets	:	2,533,962

**Application of Funds**

Net Fixed Assets	:	13,087,069
Investments	:	33,906,100
Net Current Assets	:	(8,232,046)
Miscellaneous Expenditure	:	-
Accumulated Losses	:	10,696,965

**4 Performance of Company : (Amount in Rs.)**

Total Turnover	:	5,783,243
Total Expenditure	:	12,331,752
Interest Received	:	353,651
Interest Paid	:	351,244
Profit / (Loss) before Tax	:	(6,548,509)
Profit / (Loss) after Tax	:	(4,367,928)
Earning Per Share	:	N.A.
Dividend Rate	:	0.232 NIL

**5 Generic names of three principal products / services of company (as per monetary terms) :**

<u>Item Cod No.</u>	<u>Product / Services Description</u>
	Printing & Packaging

**For Kaiser Press Limited****Director**

Place : Mumbai

Dated : 18.09.2009

Quantitative Details					
NATURE OF BUSINESS	Printed Material Press Business				
Particulars	Qty.		Unit of Masurment	Value (Rs.)	
	Current Year	Previous Year		Current Year	Previous Year
<u>Opening Stock</u>					
1. Ahdesive, Film, Ink & Varnish	N.A.	N.A.	N.A.	1,449,315	3,832,992
2. Duplex Board, Paper, Pvc, Plates, Packing Material	N.A.	N.A.	N.A.	317,220	141,226
3. Others (WIP)	N.A.	N.A.	N.A.	1091965	464,188
	N.A.	N.A.	N.A.	2,858,500	4,438,406
<u>Purchases</u>					
1. Ahdesive, Film, Foils Polysters, Ink	N.A.	N.A.	N.A.	46,223	409,564
2. Duplex Board, Paper, Pvc, Plates, Packing Material	N.A.	N.A.	N.A.	696,600	7,118,646
3. Printed Articles Of Stationery	N.A.	N.A.	N.A.	196,505	NIL
4. Stores & Spares	N.A.	N.A.	N.A.	16,441	NIL
5. Other Purchased (Inc. Manufacturing Cost)	N.A.	N.A.	N.A.	555,434	1,033,362
	N.A.	N.A.	N.A.	1,511,203	8,561,572
<u>Sales</u>					
1. Self Adhesive Pvc & Foil Labels	N.A.	N.A.	N.A.	233,546	1,342,416
2. Printed Cardboard Cartons	N.A.	N.A.	N.A.	1,827,062	5,023,746
3. Paper Labels or Self adhesive	N.A.	N.A.	N.A.	958,751	2,618,784
4. Sale of Scrap	N.A.	N.A.	N.A.	37,345	163,853
5. Others	N.A.	N.A.	N.A.	2,371,513	8,370,431
	N.A.	N.A.	N.A.	5,428,217	17,519,230
<u>Closing Stock</u>					
1. Paper	N.A.	N.A.	N.A.	13,730	1,449,315
2. Ahdesive, Film, Folils Polyester, Ink	N.A.	N.A.	N.A.	5,271	317,220
2. Others (WIP)	N.A.	N.A.	N.A.	224,981	1,091,965
	N.A.	N.A.	N.A.	243,982	2,858,500
<u>Shortages</u>	NIL	NIL	NIL	NIL	NIL

## KAISER PRESS LIMITED

Statement Pursuant to Section 212 of the companies Act, 1956 relating to Subsidiary Company

<b>Name of the Subsidiary Company</b>	<b>Powertel Engineering Private Limited</b>
---------------------------------------	---

- |  |   |
|--|---|
| 1 Financial Year of the subsidiary company ended on  | : 30 th June ,2009                        |
| 2 a) Issued, Subscribed and Paid-up Capital Of the Subsidiary Company  | : 10,020 Equity Shares of Rs10 Each       |
| b) Extent of Interest of Kaiser Press Limited in the Capital of the Subsidiary   | : 5,110 Equity shares of Rs.10 Each (51%) |
| <p>Net Aggregate amount of Profit/Loss of the subsidiary so far as it concerns the Member of Kaiser Press Limited and not dealt within the Accounts of Kaiser Press Limited.</p> |   |
| a) The Financial year ended 30 th June,2009  | 1,80,576/-                                |
| b) For the Previous Financial Year of the Subsidiary Since it become Subsidiary of Kaiser Press Limited  | NIL                                       |
| <p>4 Net Aggregate amount of profit/Losses of the Subsidiary so far as it dealt with or provision made for those losses in the Accounts Kaiser Press Limited.</p>                |   |
| a) The Financial year ended 30 th June,2009  | NIL                                       |
| b) For the Previous Financial year of the subsidiary Since it become subsidiary of Kaiser Press Limited.   | NIL                                       |

**For Kaiser Press Limited  
Directors**

**Jehangir. R. Patel**

**Bhushanlal Arora**

**Anagha Korde**

**Place : Mumbai  
Date:18.09.2009**

## AUDITORS' REPORT

TO THE MEMBERS

### POWERTEL ENGINEERING PRIVATE LIMITED

1. We have audited the attached balance sheet of POWERTEL ENGINEERING PRIVATE LIMITED as at 31 June 2009 and also the profit and loss account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, (hereinafter referred to as the Order) issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 & 5 of the said order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that
  - (i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (ii) in our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of the books;
  - (iii) the balance sheet and profit and loss account dealt with by this report are in agreement with the books of account;
  - (iv) In our opinion, the balance sheet and profit and loss account dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
  - (v) on the basis of the written representations from the Directors, as on June 30, 2009, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on June 30, 2009 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
  - (vi) in our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the notes in Schedule 15 give a true and fair view in conformity with the accounting principles generally accepted in India:
    - a. in the case of the Balance Sheet, of the state of affairs of the Company as at June 30, 2009 and
    - b. in the case of the Profit and loss Account, of the profit for the year ended on that date.

**For V. N. Shah & Associates**  
**Chartered Accountants**

**Vipul N. Shah**  
Proprietor  
M. No. 103235

Mumbai, 31 July 2009

**ANNEXURE TO THE AUDITORS' REPORT  
TO THE MEMBERS OF POWERTEL ENGINEERING PRIVATE LIMITED  
(REFERRED TO IN OUR REPORT OF EVEN DATE)**

- i. a. The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
- b. Fixed Assets have been physically verified by the Management which in our opinion is reasonable having regard to the size of the Company and the nature of its Fixed Assets. The discrepancies noticed on such physical verification were not material.
- c. No substantial part of Fixed Assets has been disposed off during the year, which has a bearing on the going concern assumption.
- ii. a. The stock of inventory has been physically verified during the year by the Management at reasonable intervals. In our opinion, the frequency of verification is reasonable.
- b. The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and nature of its business
- c. The company is maintaining proper records of inventory. The discrepancies noticed on physical verification of stocks as compared to book records were not material, however, the same have been properly dealt with in the books of accounts.
- iii. The Company has neither granted/ nor taken loans to/ from parties covered in the register maintained under Section 301 of the Companies Act, 1956, accordingly clause 4(iii) of the Order is not Applicable to the Company.
- iv. In our opinion, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchases of inventory and fixed assets and for the sale of goods. In our opinion, there is no continuing failure to correct major weaknesses in internal control.
- v. a. According to the information and explanations given, the company has not entered into any contracts or arrangements referred to in Section 301 of the Act that need to be entered in the register maintained under that section.
- b. In view of clause 4(v)(a) above, clause 4(v)(b) of the Order is not applicable to the Company.
- vi. The Company has not accepted any deposits from the public.
- vii. In our opinion, the company has an internal audit system commensurate with the size and nature of business.
- viii. According to the information and explanation given, the maintenance of cost records has not been prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 for the products manufactured by the Company.
- ix. a. The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Income-tax, Wealth Tax, Service Tax, Provident Fund, Investor Education Protection Fund, Employees State Insurance, Sales Tax, Custom Duty, Excise Duty and Cess. There were no arrears of outstanding statutory dues as at the year end for a period of more than six months from the date they became payable.
- b. According to the information and explanations given, no undisputed amounts payable in respect of Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess were in arrears as at June 30, 2009
- x. The Company does not have accumulated losses as at the end of the financial year and has not incurred cash losses in the current financial year and in the immediately preceding financial year.

- xi. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions or banks.
- xii. According to the information and explanations given to us, the company has not granted any loans and advances by way of pledge of shares, debentures and other securities. Accordingly clause 4 (xii) of the Order is not applicable to the company.
- xiii. The company is not a chit fund, nidhi or mutual benefit fund/society. Accordingly clause 4(xiii) of the Order is not applicable to the company.
- xiv. According to the information and explanations given to us, the company is not dealing or trading in shares, securities, debentures and other investments. Accordingly clause 4(xiv) of the Order is not applicable to the company.
- xv. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions. Accordingly clause 4(xv) of the Order is not applicable to the company.
- xvi. In our opinion, on the basis of information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
- xvii. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- xviii. The Company has not made any preferential allotment of shares to any parties or companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- xix. The company has not issued any debentures, accordingly clause 4 (xix) of the Order is not applicable to the company.
- xx. The company has not raised any money through a public issue during the year.
- xxi. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For V. N. Shah & Associates**  
**Chartered Accountants**

**Vipul N. Shah**  
Proprietor  
M. No. 103235

Mumbai, 31 July 2009

**POWERTEL ENGINEERING PRIVATE LIMITED.****BALANCE SHEET AS AT 30 JUNE 2009**

	SCHEDULE	AS AT 30.06.2009 Rupees
<b>SOURCES OF FUNDS</b>		
<b>SHAREHOLDERS' FUNDS</b>		
Share Capital	1	100,200
Reserves & Surplus	2	1,733,077
		<u>1,833,277</u>
<b>LOAN FUNDS</b>		
Secured Loans	3	1,882,233
Deferred Tax Liability		169,238
		<u>3,884,748</u>
<b>GRAND TOTAL</b>		

**APPLICATION OF FUNDS****FIXED ASSETS**

Gross Block	4	2,026,698
Less : Depreciation		634,340
Net Block		<u>1,392,358</u>

**INVESTMENTS**

	5	1,000
--	---	-------

**CURRENT ASSETS, LOANS AND ADVANCES**

Inventories	6	2,664,809
Sundry Debtors	7	4,783,253
Cash and Bank Balances	8	2,405,352
Loans and Advances	9	1,207,275
		<u>11,060,689</u>

**Less : CURRENT LIABILITIES AND PROVISIONS**

Current Liabilities & Provisions	10	8,569,299
----------------------------------	----	-----------

**NET CURRENT ASSETS**

		<u>2,491,390</u>
<b>GRAND TOTAL</b>		
		<u>3,884,748</u>

Notes forming part of the accounts

15

The Schedules referred to above form an integral part of the Balance Sheet.

In terms of our attached report of even date

For and on behalf of

For and on behalf of the Board

**V. N. SHAH & ASSOCIATES**

Chartered Accountants

VIPUL SHAH

Proprietor

ALBERT THOMAS

Director

SWAPAN MUKHERJEE

Director

Mumbai, 31 July 2009

**POWERTEL ENGINEERING PRIVATE LIMITED.**  
**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2009**

	SCHEDULE	For the Year Ended 30.06.2009 (Rupees)
<b>INCOME</b>		
Sales		20,582,249
Other Income		232,998
<b>TOTAL</b>		<u><u>20,815,247</u></u>
<b>EXPENDITURE</b>		
Material, Manufacturing and Operating Expenses	11	16,986,715
Employees' Remuneration and Benefits	12	1,491,408
Selling, Distribution and Administration Expenses	13	1,505,176
Interest	14	109,436
Depreciation		142,686
<b>TOTAL</b>		<u><u>20,235,421</u></u>
<b>PROFIT BEFORE TAX</b>		579,826
Provision for Tax		175,000
Provision for Fringe Benefit Tax		47,000
Provision for Deferred Tax		3,756
<b>PROFIT AFTER TAX</b>		354,070
Balance Brought Down From Previous Year		<u>1,379,006</u>
<b>Profit Carried to Balance Sheet</b>		<u><u>1,733,077</u></u>
Notes forming part of the accounts	15	

The Schedules referred to above form an integral part of the Profit & Loss Account.

In terms of our attached report of even date

**For V. N. SHAH & ASSOCIATES**

Chartered Accountants

VIPUL SHAH  
Proprietor

ALBERT THOMAS  
Director

SWAPAN MUKHERJEE  
Director

Mumbai, 31 July 2009



**POWERTEL ENGINEERING PRIVATE LIMITED.**

Schedules forming part of the Balance Sheet as at 30 June 2009

As at

30.06.2009

(Rupees)

**SCHEDULE 1 • SHARE CAPITAL****Authorised**

1,00,000 Equity shares of Rs.10/-each

	<u>1,000,000</u>
<b>TOTAL</b>	<u><u>1,000,000</u></u>

**Issued, Subscribed & Paid up**10,020 (Previous Year 10,020) Equity shares of Rs. 10/-  
each fully paid up

	<u>100,200</u>
<b>TOTAL</b>	<u><u>100,200</u></u>

**SCHEDULE 2 • RESERVES AND SURPLUS****Profit & Loss Account**

	<u>1,733,077</u>
<b>TOTAL</b>	<u><u>1,733,077</u></u>

**SCHEDULE 3 • SECURED LOAN****Working Capital Loans From Banks**

(a) Export Packing Credit

(b) Bill Discounting Facility

(The above loans are secured by way of hypothecation of  
stocks and book debts)

<u>900,180</u>
<u>982,053</u>
<u><u>1,882,233</u></u>

**POWERTEL ENGINEERING PRIVATE LIMITED.**

Schedules forming part of the Balance Sheet as at 30 June 2009

**SCHEDULE 4 • FIXED ASSETS (AT COST)**

	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 1st July 2008	Additions during the year	Deductions/ Adjustment during the year	As at 30th June 2009	As at 1st July 2008	Depreciation for the year	Depreciation on deductions	As at 30th June 2009	As at 1st July 2008	As at 30th June 2009
	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)
PLANT & MACHINERY	1,050,000	-	-	1,050,000	201,584	49,875	-	251,459	848,416	798,541
COMPUTER INSTALLATION	127,850	-	-	127,850	113,980	13,868	-	127,848	13,870	2
ELECTRICAL INSTALLATIONS	201,318	-	-	201,318	52,069	12,743	-	64,812	149,249	136,506
FURNITURE & FIXTURES	123,992	-	-	123,992	25,826	7,849	-	33,675	98,166	90,317
OFFICE EQUIPMENTS	17,288	-	-	17,288	2,780	1,094	-	3,874	14,508	13,414
MOULDS	506,250	-	-	506,250	95,415	57,257	-	152,672	410,835	353,578
<b>TOTAL</b>	<b>2,026,698</b>	<b>-</b>	<b>-</b>	<b>2,026,698</b>	<b>491,654</b>	<b>142,686</b>	<b>-</b>	<b>634,340</b>	<b>1,535,044</b>	<b>1,392,358</b>

**POWERTEL ENGINEERING PRIVATE LIMITED.**

Schedules forming part of the Balance Sheet as at '30 June 2009

As at  
30.06.2009  
(Rupees)**SCHEDULE 5 • INVESTMENTS (AT COST)****UNQUOTED**10 (Previous Year 10) Equity Shares of Rs. 100/- each  
fully paid up of Lorance Investments and Trading  
Limited.

	1,000
<b>TOTAL</b>	<b>1,000</b>

**SCHEDULE 6 • INVENTORIES \***

Raw Materials  
Work - In - Process  
Finished Goods

	2,664,809
	-
	-
<b>TOTAL</b>	<b>2,664,809</b>

\* (Inventories as Valued &amp; Certified by the Management)

**SCHEDULE 7 • SUNDRY DEBTORS  
UNSECURED CONSIDERED GOOD**

(a) Debts Outstanding for a period exceeding  
six months  
(b) Other Debts \*

	-
	4,783,253
<b>TOTAL</b>	<b>4,783,253</b>

**SCHEDULE 8 • CASH AND  
BANK BALANCES**

Cash Balance on Hand  
Bank Balances :  
(i) With Scheduled Banks on Current Account  
(ii) Margin Money Deposit

	168,227
	453,100
	1,784,025
<b>TOTAL</b>	<b>2,405,352</b>

**POWERTEL ENGINEERING PRIVATE LIMITED.**

Schedules forming part of the Balance Sheet as at '30 June 2009

As at  
30.06.2009  
(Rupees)**SCHEDULE 9 • LOANS AND ADVANCES  
UNSECURED CONSIDERED GOOD**

Advances Recoverable in Cash or in kind or for  
value to be received  
Deposits  
Advance Payment of Taxes

	164,349
	184,140
	858,786
<b>TOTAL</b>	<b>1,207,275</b>

**SCHEDULE 10 • CURRENT LIABILITIES  
AND PROVISIONS**

(A) CURRENT LIABILITIES :  
Sundry Creditors  
Other Liabilities  
Provision for Tax (Including Deferred Tax)

	7,700,023
	62,276
	807,000
<b>TOTAL</b>	<b>8,569,299</b>

## POWERTEL ENGINEERING PRIVATE LIMITED

Schedules forming part of Profit and Loss Account for the  
Year ended 30 June 2009

<b>SCHEDULE 11 • MATERIALS, MANUFACTURING AND OPERATING EXPENSES</b>
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	Current Year Rupees	Current Year Rupees
<b>1. RAW MATERIAL &amp; PACKING MATERIAL CONSUMED</b>		
Opening Stocks on 1st July 2008	1,337,912	
Add : Purchases during the Year	12,789,190	
Sub Total	14,127,102	
Less: Closing Stock on 30 June 2009	2,664,809	
Sub Total		11,462,293
<b>2. PURCHASE OF FINISHED PRODUCTS</b>		
<b>3. MANUFACTURING &amp; OPERATING EXPENSES</b>		
(i) Carriage Inward	73,241	
(ii) Insurance Charges	19,026	
(iii) Power & Fuel	226,896	
(iv) Repairs to Machinery	0	
(v) Stores & Spares Consumed	0	
(vi) Factory Rent	207,800	
(vi) Others	4,997,465	
Sub Total		5,524,422
<b>4. INCREASE / DECREASE IN STOCKS</b>		
<b>(A) OPENING STOCK</b>		
(1) Stock in Process	-	
(2) Finished Products	-	
Sub Total	-	
<b>(B) CLOSING STOCK</b>		
(1) Stock in Process	-	
(2) Finished Products	-	
Sub Total	-	
<b>(C) ACCRETION / (DELETION) TO STOCKS (DEDUCTED)/ADDED</b>		
<b>TOTAL</b>		<b>16,986,715</b>

**POWERTEL ENGINEERING PRIVATE LIMITED.**

Schedules forming part of Profit and Loss Account for the 'Year ended 30 June 2009

**SCHEDULE 12 • EMPLOYEES  
REMUNERATION & BENEFITS**

	Current Year Rupees
(1) Salaries, Wages, Bonus & Other Emoluments	1,274,289
(2) Contribution to Provident & Other Funds	126,093
(3) Staff Welfare Expenses	91,026
<b>TOTAL</b>	<b>1,491,408</b>

**SCHEDULE 13 • SELLING, DISTRIBUTION  
& ADMINISTRATION EXPENSES**

	Current Year Rupees
(1) Travelling & Conveyance	450,502
(2) Telephone & Telex	150,606
(3) Material Transportation Charges	293,143
(4) Professional Fees	235,140
(5) Miscellaneous Expenses	375,785
<b>TOTAL</b>	<b>1,505,176</b>

**SCHEDULE 14 • INTEREST**

	Current Year Rupees
Interest Paid :	
Others	109,436
<b>TOTAL</b>	<b>109,436</b>

**POWERTEL ENGINEERING PRIVATE LIMITED**  
Notes forming part of Accounts for the year ended 30 June 2009

## SCHEDULE 15 • NOTES

**I. DISCLOSURE OF SIGNIFICANT ACCOUNTING POLICIES ADOPTED****(a) Basis of Accounting**

The accounts have been prepared on the basis of historical costs and in accordance with applicable accounting standards except where otherwise stated.

**(b) Fixed Assets**

Fixed Assets are stated at cost less depreciation. The company capitalizes all direct costs relating to the acquisition and installation of fixed assets.

**(c) Depreciation**

Depreciation is provided using the Straight Line Method, at the rates and in the manner specified in schedule XIV to the Companies Act, 1956 except for Computer Installations which are depreciated @ 33.33%.

Depreciation on the additions during the year is provided on a pro-rata basis from the date of additions.

**(d) Investments**

Long term Investments are valued at cost.

**(e) Inventories**

Inventories (other than Stores and Spares) are valued at the lower of cost or estimated net realisable value. Cost of work-in-progress and finished goods includes materials, labour and manufacturing overheads and other costs incurred in bringing the inventories to their present location. Stores and Spares are charged/ written off to the Manufacturing and Operating Expenses in the year of purchase.

**(f) Revenue recognition**

Sales are recognized, net of return, on dispatch of goods to customers and are reflected in accounts net of Excise Duty, Insurance and Freight charges.

**(g) Foreign Currency transactions**

All exchange differences arising out of the restatements are dealt with in the Profit & Loss Account

**(h) Taxes on Income**

Current tax is the tax payable for the year determined as per the provisions of the Income Tax Act, 1961.

Deferred tax for timing differences between the income as per financial statement and income as per Income Tax Act, 1961 is accounted using the tax rates that have been enacted or substantively enacted as of the Balance Sheet date.

(i) Material Events occurring after Balance Sheet date are taken into cognizance.

**POWERTEL ENGINEERING PRIVATE LIMITED**  
Notes forming part of Accounts for the year ended 30 June 2009

**SCHEDULE 15 • NOTES...(contd.)**

(j) Contingent liabilities are not provided for and are disclosed by way of Notes.

**II. GENERAL NOTES**

1. Estimated amount of Contracts remaining to be executed on capital account and not provided for (Net of advances): Rs. Nil/- (Previous Year Rs. Nil/-).
2. Depreciation is provided using the Straight Line Method, at the rates and in the manner specified in schedule XIV to the Companies Act, 1956 except for Computer Installations which are depreciated @ 33.33%. Depreciation on the additions during the year is provided on a pro-rata basis from the date of additions.
3. The information regarding suppliers holding permanent registration certificate as an ancillary Industrial undertaking or a small scale Industrial undertaking issued by the Directorate of Industries of State or Union territory is not available from relevant parties. In the absence of such information the amount and interest due as per the Interest on delayed payment to small and Ancillary Industries Act 1993 is not ascertainable.

4. Managerial Remuneration:

Particulars	Current Year Rs.
Salaries & Perquisites	3,56,736
Contribution to Provident & Other Funds	36,688
Total	3,93,424

5. Earnings in Foreign Exchange

	Current Year Rs.
Class Of Goods	AMOUNT
Export of goods on F.O.B. Basis	1,15,16,406

6. Previous year's figures have been re-grouped, wherever necessary, so as to make them comparable.

Signatures to Schedules 1 to 15 forming part of the Balance Sheet and Profit & Loss Account.

**ALBERT THOMAS**  
Director

**SWAPAN MUKHERJEE**  
Director

Mumbai,  
31 July 2009

# KAISER PRESS LTD

Regd. Office : K.K. Navsari Chambers, 39/B, Ground floor, A.K. Nayak Marg, Fort, Mumbai - 400 001.

## PROXY FORM

Reg. Folio No. \_\_\_\_\_ No of Shares held \_\_\_\_\_

I/We \_\_\_\_\_

of \_\_\_\_\_

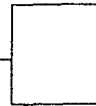
being a member/members of Kaiser Press Limited hereby appoint \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_

or failing him \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to vote for me/us on my/our behalf at the SIXTEENTH ANNUAL GENERAL MEETING of the Company to be held on Thursday 24th December 2009 and any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2009 Signature \_\_\_\_\_



*Note: This form duly stamped, completed and signed and must be deposited at the registered office of the Company, not less than 48 hours before the meeting.*

# KAISER PRESS LTD

Regd. Office : K.K. Navsari Chambers, 39/B, Ground floor, A.K. Nayak Marg, Fort, Mumbai - 400 001.

## ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)  
16th Annual General Meeting December 24th, 2009

I hereby record my presence at the SIXTEENTH ANNUAL GENERAL MEETING of the Company held at Registered Office at K.K. Navsari Chambers, 39/B, Ground floor, A.K. Nayak Marg, Fort, Mumbai - 400 001. on Thursday 24 th December 2009 at 11 a.m.

Full Name of Member (IN BLOCK LETTERS) \_\_\_\_\_

Reg. Folio No. \_\_\_\_\_ No of Shares held \_\_\_\_\_

Full Name of Proxy (IN BLOCK LETTERS) \_\_\_\_\_

Member's Proxy of Signature \_\_\_\_\_