

KAISER CORPORATION LIMITED

Corporate Identity No: L22210MH1993PLC074035

Registered office: 2nd Floor, Plot No. 112, 13th Road, MIDC, Andheri (East), Mumbai- 400093

Tel – 022 40917638, Fax No 022-22075572

Email- kaiserpressltd@gmail.com / kaiserpress@rediffmail.com

POSTAL BALLOT NOTICE

Dear Member,

Notice pursuant to Section 110 of The Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given pursuant to Section 110 and other applicable provisions of The Companies Act, 2013 (“Act”), read together with the Companies (Management and Administration) Rules, 2014 (“Rules”), including any statutory modifications thereof for the time being in force, that Kaiser Corporation Limited (the “Company”) is seeking the approval of the Members by way of a Special Resolution, for the matter mentioned in the resolution appended below, through postal ballot i.e., voting by post or voting by electronic means, as the case may be.

The Explanatory Statement setting out the material facts concerning this resolution and the rationale thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. G. S. Jambekar, Practicing Company Secretary (Membership No. F1569) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with Section 108 and other applicable provisions of the Act read with the related Rules (including any statutory modification thereof, for the time being in force), the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically, instead of dispatching the Postal Ballot Form by post, however E-voting is optional and all Members (whether holding shares in demat form or in physical form) may vote either by completing and dispatching the Postal Ballot Form by post, or by e-voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same duly completed in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer not later than 5:00 p.m. on 30th September, 2016. If any postal ballot is received after 5:00 p.m. on 30th September, 2016, it will be considered that no reply from such Member has been received and such postal ballot would not be considered.

Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice.

The Scrutinizer will submit his report to the Chairman of the Company, on or before 3rd October, 2016 and the result of the Postal Ballot will be announced on 3rd October, 2016, at 5:00 p.m. at the Company's Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on

the Company's corporate website www.kairserpress.com besides communicating to the Stock Exchange viz. BSE Limited and Depositories

According to the provisions of Section 180 (1)(a) sale, lease or otherwise of the whole or substantially whole of the undertaking of the company requires the approval of the shareholders by way of Special Resolution.

The company proposes to sell its entire shareholding from its Subsidiary i.e. Powertel Engineering Private Limited for a consideration of Rs. 22,99,500/- (Twenty Two Lakh Ninety Nine Thousand Five Hundred Only)

The company is therefore seeking your consent for the said proposal as contained in the Special Resolution appended below along with the Explanatory statement

PROPOSED SPECIAL RESOLUTION:

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

“RESOLVED THAT subject to the provisions of Section 180 (1)(a) of Companies Act, 2013 and Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration) Rules 2014 as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to the Listing Regulations and subject to such other consents, approvals and permissions the consent of the Company be and is hereby accorded to the Board of Directors to sell its stake, either in whole or in part, from its subsidiary i.e. Powertel Engineering Pvt. Limited, at a consideration of Rs. 22,99,500/- (Twenty Two Lakh Ninety Nine Thousand Five Hundred Only) for 5110 Number of shares held by the company as the Board may deem fit on such terms and conditions

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company or the Committee thereof, be and is hereby authorized to take such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regards to the proposed sale and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith”

By Order of the Board of Directors
For KAISER CORPORATION LIMITED

16th August, 2016
Place: Mumbai

BHUSHANLAL ARORA
Managing Director

Registered Office:
2nd Floor, Plot No. 112, 13th Road,
MIDC, Andheri (East),
Mumbai- 400093

Notes:

A. General

1. Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with the Companies(Management and Administration) Rules, 2014, is annexed hereto.
2. The Notice being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 19th August, 2016.
3. The Notice is being sent by electronic mode to those Members who have registered their e-mail ids with the Depositories /Company and for Members who have not registered their e-mail ids, physical copy of the Notice is being sent by permitted mode. Members who have received the Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the company's website www.kaiserpress.com. The Members can also seek duplicate Postal Ballot Form from the said website or from the Company at its Registered Office.
4. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
5. The vote in this Postal Ballot cannot be exercised through proxy .
6. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on 19th August, 2016. (cut-off date / record date). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of e-voting or 'Voting by Ballot Form. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, may cast their vote by e-voting or ballot. Members who are already registered with CDSL, for e-voting can use existing user id and password for voting. If you forget your password you can reset your password by using Forgot Password option available on www.evotingindia.com.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following Explanatory Statement pursuant to Section 102 of the Act sets out the material facts relating to the special business mentioned in the accompanying Notice 16th August, 2016.

Your Company is taking strategic steps of business restructuring and in the light of changing economic scenario your company in considering to sell its stake in its Subsidiary Viz Powertel Engineering Pvt Limited at a consideration of Rs. 22,99,500/- (Twenty Two Lakh Ninety Nine Thousand Five Hundred Only).

Presently your Company is holding 5110 Number of shares in Powertel Engineering Pvt Limited. By sale of

5110 Number of shares , Powertel Engineering Pvt Limited will no longer be the subsidiary of your company.

As per Section 180 of the Companies Act, 2013 Powertel Engineering Pvt Limited is considered as the undertaking of the Company. The Company will be going to be immensely benefited by sale of these shares.

In pursuance to the provisions of The Companies Act, 2013 Special Resolution as set out in the Accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the Resolution as a special Resolution.

None of the Directors and the Key managerial personnel, of the Company or their relatives are concerned or interested in the said special Resolution.

By Order of the Board of Directors
For KAISER CORPORATION LIMITED

16th August, 2016
Place: Mumbai

BHUSHANLAL ARORA
Managing Director

Registered Office:
2nd Floor, Plot No. 112, 13th Road,
MIDC, Andheri (East),
Mumbai- 400093.

General Instructions:

- ◆ Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through physical postal ballot shall be considered and vote cast through e-voting shall be treated as invalid.
- ◆ The notice of Postal Ballot is dispatched/e-mailed to the members whose names appear on the Register of Members as on 19th August, 2016 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the said date.

Process and manner for members opting for e-voting as under:

The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:

- (i) The e-voting period begins on 1st September, 2016 at 9.00 a.m. and shall end on 30th September, 2016, at 5.00 p.m. (IST) both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 19th August 2016 being the cut-off date/entitlement date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. In case of members receiving e-mail:
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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 first two letters of their name and the 8 digits of the sequence number in their PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account maintained with the DP of CDSL or with the Company records for the said demat account or folio in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) Click on the EVSN for Kaiser Corporation Limited. In case a Member opts for voting using the Ballot Form This Form should be completed and signed by the Member. In case of joint holdings, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his absence, by the next named Member.

In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to persons voting on the Postal Ballot form. Where the form has been signed by a representative of the President of India or the Governor of the State, a certified copy of the nomination should accompany the Postal Ballot Form. In case the Postal Ballot Form is signed by the Power of Attorney holder, it needs to be accompanied by a certified true copy of the Power of Attorney (POA). The registration number of the POA needs to be mentioned below the signature of the Power of Attorney holder.

- (a) The consent must be accorded by recording the assent in the Column FOR and dissent in the column AGAINST by placing a tick mark () in the appropriate column.
 - (b) The Member need not use all the votes nor needs to cast all the votes in the same way.
 - (c) Members are requested not to send any other paper/document along with the Postal Ballot Form in the enclosed postage prepaid self addressed envelope. If sent, the same paper/document would not be acted upon.
1. In the following cases, the Postal Ballot Form would be rejected.
 - a. Ballot cast on a plain paper instead of the pre-printed Postal Ballot Form.
 - b. Unsigned Postal Ballot Form.
 - c. Not ticked against FOR or AGAINST.
 2. Duly completed Postal Ballot Form should reach the scrutinizer not later than the close of working hours (17.00 hours) on 30th September, 2016. All postal Ballot Forms received after this date would be treated as if reply from such Member had not been received.
 3. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 30th September, 2016.
 4. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the

Member as on 19th August, 2016.

5. The Scrutinizer's decision on the validity of a Postal Ballot Form would be final.
6. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL <https://www.evotingindia.com> on 3rd October, 2016 and communicated to Stock Exchanges, where the shares of the Company are listed.
7. The self-addressed envelope bears the name & address of the Scrutinizer appointed by the Board of Directors of the Company.
8. The exercise of vote through Postal Ballot is not permitted through a proxy.
9. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of joint Shareholder(s).

By Order of the Board of Directors
For KAISER CORPORATION LIMITED

16th August, 2016
Place: Mumbai

BHUSHANLAL ARORA
Managing Director