



KAYCEE INDUSTRIES LIMITED

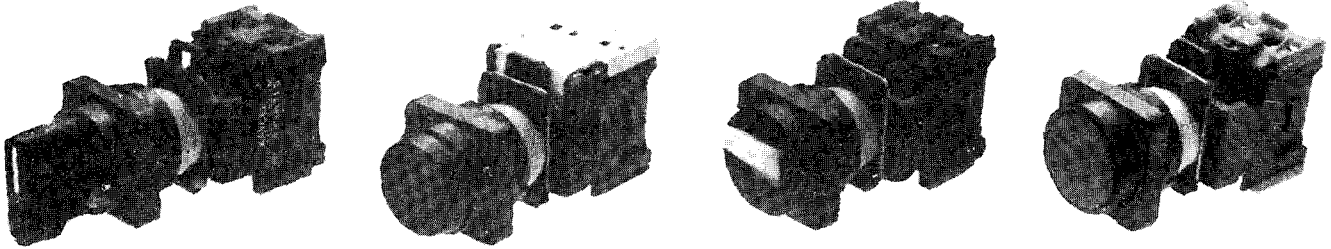


60th ANNUAL REPORT

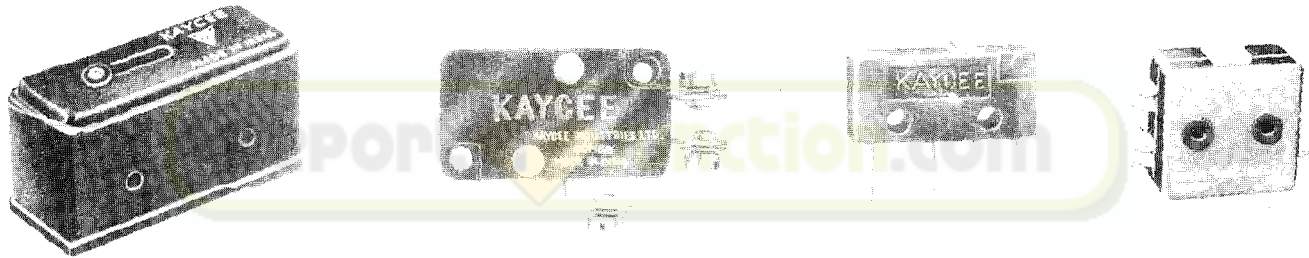
2002-2003

KAYCEE PRODUCTS

PUSH BUTTON - PILOT LAMPS - CONTROL UNITS



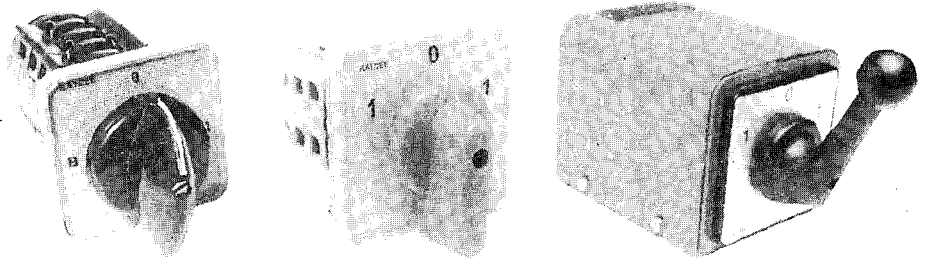
MICROSWITCHES



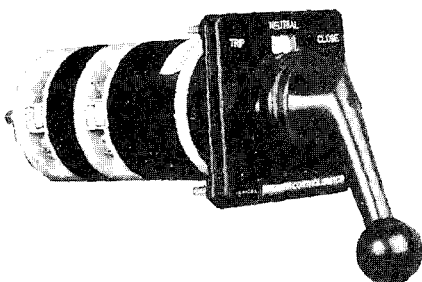
TOGGLE SWITCHES



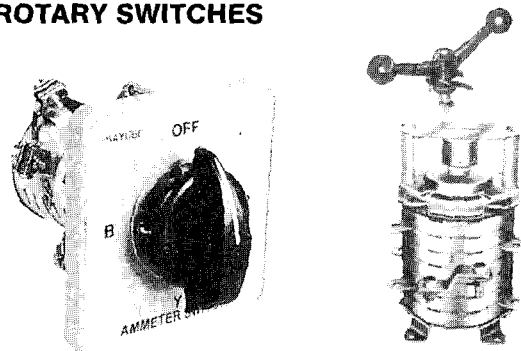
MOTOR CONTROL SWITCHES



BREAKER CONTROL SWITCHES



ROTARY SWITCHES





KAYCEE INDUSTRIES LIMITED

BOARD OF DIRECTORS

Ramesh D. Grover	<i>Director</i>
Varun K. Prasad	<i>Director</i>
S. Ramadorai	<i>Director</i>
N.T. Nair	<i>Director</i>

BANKERS

Central Bank of India

The Saraswat Co-operative Bank Ltd.

AUDITORS

N.D. Kapur & Co.
Chartered Accountants

REGISTERED OFFICE

32, Ramjibhai Kamani Marg,
Ballard Estate, Mumbai – 400 001.

FACTORY

70, Lake Road, Bhandup,
Mumbai – 400 078.

NOTE :

60th Annual General Meeting at
LOTUS HALL, THE LOTUS SUITES,
Andheri – Kurla Road,
Kondivita Lane, Andheri (East),
Mumbai- 400 059.
on Monday, 29th September, 2003
at 11.00 a.m.

OFFICES

Bangalore, Kolkata, Delhi, Chennai



NOTICE

NOTICE is hereby given that the SIXTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF KAYCEE INDUSTRIES LIMITED will be held at **LOTUS HALL, THE LOTUS SUITES, Andheri – Kurla Road, Kondivita Lane, Andheri (East), Mumbai- 400 059**, on **Monday, the 29th September, 2003 at 11.00 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Balance Sheet as at 31st March, 2003 and the Profit and Loss Account for the year ended on that date together with reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. S. Ramadorai, Director who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. N.T. Nair, Director who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors to hold office from conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

For and on behalf of the Board

Ramesh D. Grover
Director

MUMBAI

DATED : 31ST JULY, 2003

NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be deposited with the Company not less than 48 hours before the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed on 29th day of September, 2003.
3. Members are requested to promptly notify any change of address to the Registered Office of the Company.

KAYCEE INDUSTRIES LIMITED

4. Members desiring any information about Accounts at the Meeting are requested to write to the Company at least seven days in advance of the Annual General Meeting.
5. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days between 11:00 a.m. and 1.00 p.m., except Saturday, Sunday and Public holidays, up to the date of the Annual General Meeting.





DIRECTORS' REPORT

1. The Directors' present their 60th Annual Report and Audited Statement of Accounts for the year ended 31st March 2003.

2. **FINANCIAL RESULTS:**

	2002-2003 Rupees	Previous Year Rupees
Turnover (Net)	8,65,92,470	8,41,19,950
Gross Profit /(Loss)	13,42,308	(3,58,331)
Depreciation	10,26,246	11,00,433
Profit / (Loss) before Taxation	3,16,062	(14,58,764)
Provision for Taxation	30,000	-
Balance Profit / (Loss)	2,86,062	(14,58,764)
Excess Provision for taxation of earlier years written back	56,417	-
Retained Profit brought forward	-	-
Balance transferred to General Reserve	-	(14,58,764)
Balance retained in Profit & Loss Account	3,42,479	-

3. **Dividend:**

The Directors do not recommend payment of Dividend for the year ended 31st March'2003

4. **Change In Management :**

The Directors are pleased to inform you that the management of the company has been taken over by M/s CMS Traffic Systems Limited and M/s Jess Prasad Engineering and Metallurgical Services Pvt. Ltd on 2nd July 2002 and has completed all the necessary formalities from various authorities for taking over the business.

5. **Performance of the Company :**

The Directors are pleased to report that on taking over the company the management had taken various measures to increase the sales as well as improve the quality of the product, resulting in an increased turnover of Rs 865.92 lacs as against Rs. 841.20 lacs in previous year.

6. **Pakistan Unit:**

Pakistan Unit continues to be under the control and management of Pakistan Government. A statement of assets and liabilities of the Factory as on 30th June, 1964 has been annexed to the Balance Sheet. Since 30th June, 1964 no further statement of accounts have been received from the unit.

KAYCEE INDUSTRIES LIMITED

7. Deposits:

Deposits totalling Rs. 15,000/- due for repayment as on 31.3.2003 remained unclaimed.

8. Directors:

Mr. Naresh Chandra, Chairman and Managing Director, Mr. Niraj Bajaj, Mr. A.K. Jalan, Mr. S.K. Nevatia and Mr. Sopan Agarwal resigned as the directors of the company w.e.f 2nd July 2002. The board would like to place on record its appreciation for the services rendered to the company during their association with the company.

Mr. S. Ramadorai and Mr N.T Nair, Directors retire at the ensuing annual general meeting in accordance with the Companies Act, 1956 and Articles of Association of the company. They being eligible, offer themselves for reappointment. The members are requested to reappoint Mr.S.Ramadorai and Mr N.T Nair as Directors of the company.

9. Directors' Responsibility Statement :

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed :

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2003, the applicable accounting standards had been followed along with proper explanations relating to material departures, other than provision of leave encashment as specified in AS-15 and non recognition of deferred tax assets as specified in AS-22 due to uncertainty of quantum of future profits.
- (ii) That the directors had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of the company at the end of the financial year and of the profit and loss of the company for the year under review;
- (iii) That the directors had taken proper and sufficient care 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 fraud and other irregularities;
- (iv) That the directors had prepared the accounts for the financial year ended 31st March, 2003 on a 'going concern' basis.

10. Secretary's Responsibility Statement:

The Secretarial Compliance Certificate is attached as per Annexure-I

11. Auditors Report:

Auditors have referred to Note No. 20 and Note No. 23 as appearing in Schedule No.11, Notes forming part of the accounts. In the opinion of the Directors the notes are self explanatory and requires no further explanation.

12. Auditors:

You are requested to appoint Auditors for the year from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.



13. Particulars of Employees:

As none of the employees are in receipt of remuneration in aggregate of Rs. 24 lacs p.a. or more during the year and hence the particulars required under Section 217(2-A) of the Companies Act, 1956 is not furnished.

14. Environment safety and energy conservation:

As required by the Companies (Disclosure of the Particulars in the Report of Board of Directors) Rules 1988 the relevant data pertaining to conservation of energy and technology absorption are given in the prescribed format as an Annexure-II to this report.

15. Shares in Demat Form :

Since the volume of the company shares traded in Bombay Stock Exchange is very low, company has not made any arrangement of conversion of physical shares into demat form, the same will be done in due course of time.

16. Appreciation:

During the year relation with the employees were cordial.

On behalf of the Board of Directors



R. D GROVER
Director

V. K PRASAD
Director

S. RAMADORAI
Director

MUMBAI

DATED: 31st July 2003

KAYCEE INDUSTRIES LIMITED**ANNEXURE - I OF DIRECTORS'S REPORT****COMPLIANCE CERTIFICATE***(Pursuant to Section 383 A of the Companies Act, 1956)*

The Members,
KAYCEE INDUSTRIES LIMITED,
32, Ramjibhai Kamani Marg,
Ballard Estate,
Mumbai – 400 001.

Company's Registration No. : 11 - 6482
Authorised Share Capital : Rs. 97,50,000/-
Paid up Capital : Rs. 25,48,500/-

We have examined the registers, records, books and papers of M/s. KAYCEE INDUSTRIES LIMITED, Mumbai, as required to be maintained under the Companies Act, 1956 and the rules made there under and also the provisions contained in the Memorandum and the Articles of Association of the Company for the financial year ended 31st March, 2003.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its Officers and Agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in *Annexure 'A'* to this Certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in *Annexure 'B'* to this Certificate with the Registrar of Companies, Regional Directors, Central Government, Company law Board or other Authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company being a Limited Company, has paid up Capital of Rs.25,48,500/-.
4. The Board of Directors duly met 7 (Seven) times on 27.06.2002, 02.07.2002, 30.07.2002, 23.08.2002, 29.10.2002, 30.01.2003 and 31.03.2003 in respect of which Meetings, proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company had closed its Register of Members in order to comply with the Provisions of the Section 154 of the Act.
6. The Annual General Meeting for the financial year ended on 31st March, 2002 was held on 23rd August, 2002, after giving due notice to the Members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.



7. No Extra-Ordinary General Meetings was held during the financial year.
8. The Company has not advanced any Loans to its Directors and/or persons or Firms or Companies referred to in Section 295 of the Act.
9. The Company has complied with the Provisions of Sections 297 of the Act in respect of Contracts specified in that Section.
10. *There are transactions of purchase of goods and materials and sale of goods, materials and services made in pursuance of contracts or arrangements. The same are entered in the Register maintained under Section 301 of the Act.*
11. There is an appointment or contracts in respect of holding an office or place of profit pursuant to Section 314 of the Act and the Company has complied with the said Section.
12. The Board of Directors has not issued any Duplicate Share Certificates during the financial year.
13. The Company has :
 - a) transferred the Shares on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - b) not declared any dividend, thereof compliance with regards to the provisions of Section 205A of the Act in respect of declaration and payment of dividend is not applicable.
 - c) not paid any interim dividend, therefore there was no Unclaimed / Unpaid Dividend as are required to be transferred to Unpaid Dividend Account.
 - d) no Matured Deposits, Matured Debentures and the interest accrued thereon which have remained unclaimed or unpaid as are required to be transferred to Investor Education and Protection Fund. However the Company has an unpaid / unclaimed dividend amount which is required to be transferred to the Investor Education and Protection Fund. We have verified the required Form and the same will be filed shortly as assured by the Company.
 - e) duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There were appointments of Additional Directors and resignation of Directors and the necessary Form No.32 was filed with the Registrar of the Companies, Mumbai.
15. The Company has not paid any remuneration to its Directors, therefore, all the provisions of Sections 198 and 269 of the Act read with Schedule XIII to the Companies Act, are not applicable to it.
16. The Company has not appointed any Sole-Selling Agents during the financial year.