



KAYCEE INDUSTRIES LIMITED

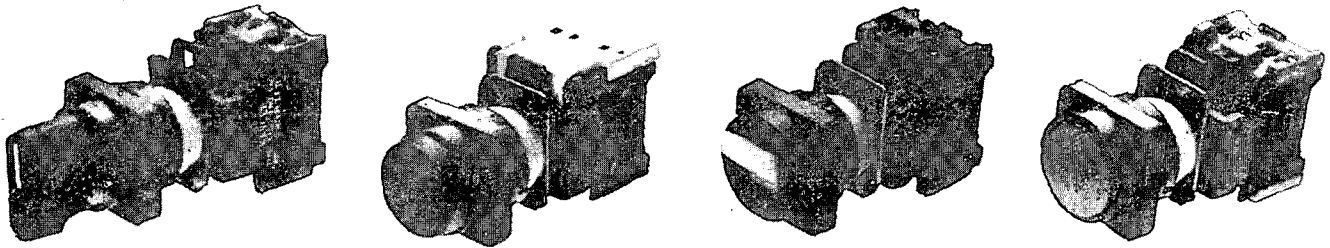
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64th ANNUAL REPORT

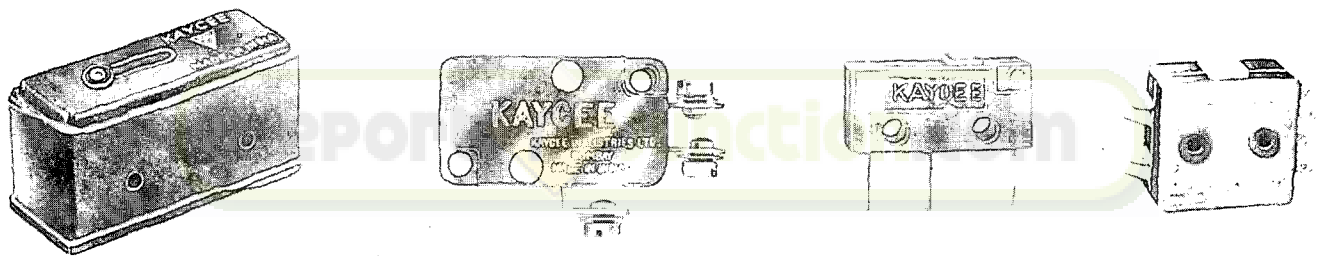
2006-2007

KAYCEE PRODUCTS

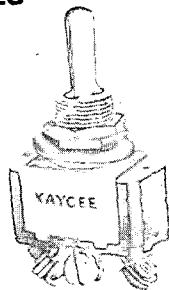
PUSH BUTTON - PILOT LAMPS - CONTROL UNITS



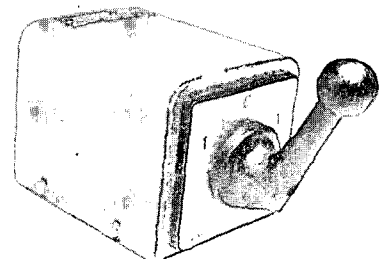
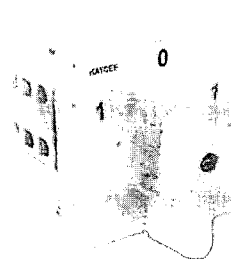
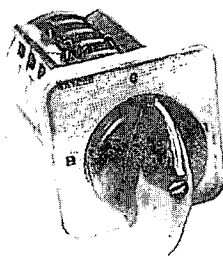
MICROSWITCHES



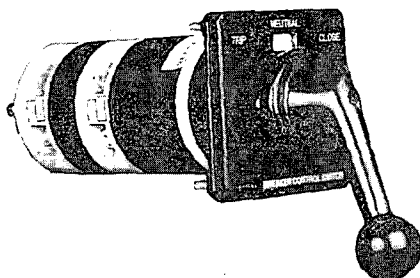
TOGGLE SWITCHES



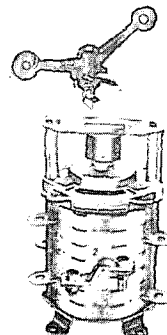
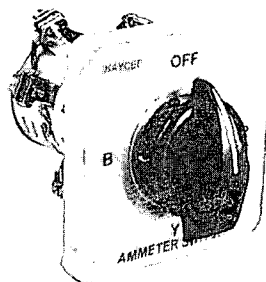
MOTOR CONTROL SWITCHES



BREAKER CONTROL SWITCHES



ROTARY SWITCHES





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

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REGISTERED OFFICE

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

FACTORY

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

NOTE :

64th Annual General Meeting at The Auditorium, The All India Plastics Manufacturers Association, A-52, Street No.1, MIDC, Andheri (East), Mumbai - 400 093 on Saturday, 29th September, 2007 at 11.00 a.m.

OFFICES

Bangalore, Kolkata, Delhi, Chennai, Guwahati



NOTICE

NOTICE is hereby given that the SIXTY-FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KAYCEE INDUSTRIES LIMITED will be held at **The Auditorium, The All India Plastics Manufacturers Association, A-52, Street No.1, MIDC, Andheri (East), Mumbai-400 093, on Saturday, the 29th September, 2007 at 11.00 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Balance Sheet as at 31st March, 2007 and the Profit and Loss Account for the year ended on that date together with reports of Directors' and Auditors' thereon.
2. To declare full and final dividend at 10% on Equity Shares , subject to approval of members.
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
Chairman

MUMBAI

DATED: 18th August, 2007

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, 2007.
3. The dividend on shares, as recommended by the Board, if sanctioned at the meeting will be paid to the shareholders, whose name appears on the Register of Members on 29th September, 2007.
4. Members are requested to promptly notify any change of address to the Registered Office of the Company.
5. 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.
6. *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.*

KAYCEE INDUSTRIES LIMITED**DIRECTORS' REPORT**

1. The Directors' have pleasure in presenting the 64th Annual Report and Audited Statement of Accounts for the year ended 31st March 2007.

2. FINANCIAL RESULTS:

(Rupees in Lakhs)

	2006-2007	2005-2006
Turnover (Net)	1666.54	1376.17
Operating Profit	111.99	37.53
Depreciation	17.93	14.36
Profit Before Taxation	94.06	23.17
Provision for taxation	32.52	(5.44)
Profit after Tax	57.14	26.44
Retained profit Brought forward	43.08	21.63
Transferred to General reserve	10.00	5.00
Proposed Dividend & Dividend Tax	5.96	-
Balance Retained In profit and loss account	84.26	43.08

3. Dividend

Considering the overall performance of the company your Directors are pleased to recommend equity dividend @ 10% (Rs. 10/- Per Share) for the year subject to approval of members in the Annual General Meeting.

4. Performance of the Company:

The company registered an overall improvement in production, sales volume and turnover during the year under review. Turnover increased by 21.10% from Rs.1376.17 Lacs to Rs.1666.54 Lacs. The company has shown a quantum jump in Net profit after tax from Rs.26.44 Lacs in the previous year to Rs.57.14 Lacs in the year under review.

With greater focus on Power Generation and more capacities being added in, we see a potential for good growth for the Companies Products. The Company expects good demand for its Products in the year 2007-08.

The Company has reported further improvement in its first quarter results for the period ending 30th June, 2007. The Net Sales have increased from Rs.329.04 Lacs in the corresponding quarter to Rs.417.99 Lacs. The Net Profit of the Company has also risen from Rs.6.30 Lacs to Rs.14.51 Lacs.

5. Rights Issue:

As noted in the earlier year, the company had come up with the Rights issue in the ratio of 1:1 at a premium of Rs.680 per share in May 2006 and it was fully subscribed by the shareholder. Your directors also take the opportunity to thank all the shareholders for their overwhelming response for the rights issue.

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.

**7. Deposits:**

The Company has not accepted any Deposits. Further no amount as deposit or interest was outstanding as of the balance sheet date.

8. Directors:

Mr. N.T.Nair retires at the ensuing annual general meeting in accordance with the Company's Act 1956 and Articles of association of the company. He being eligible, offer himself for reappointment.

9. Directors' Responsibility Statement:

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

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2007, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any.
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgment 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 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 provision 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, 2007 on a 'going concern' basis.

10. Secretarial Compliance Certificate:

As required under the provision of Section 383A of the Companies Act, 1956, the Secretarial Compliance Certificate is attached as per Annexure-I.

11. Auditor's report :

Auditors have referred to para 7 & 9 (a) as appearing in the Auditors report and in the opinion of the director these notes are self explanatory and require no further explanation.

12. Auditors:

M/s.N.D.Kapur & Co, Chartered Accountants, auditors of the company, hold office until the conclusion of the ensuing Annual General Meeting, They are eligible for re-appointment and have confirmed that if appointed, their appointment will be within the limits prescribed under Section 224 (1B) of the Companies Act, 1956.

Members are requested to appoint Auditors of the Company for the current year and 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.

KAYCEE INDUSTRIES LIMITED

The Company continues to lay emphasis on Human Resource Development, to make its employees attain high standards in efficiency and productivity. A number of training programs have been conducted for constantly upgrading their knowledge to ensure significant improvements in their performance and to equip them to deal with the ever changing competitive environment.

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. Acknowledgement:

Your Directors wish to place on record their sincere thanks to the Bankers and the Government Agencies for their support and look forward to their continued support in the future. Your Directors also wish to thank their Business constituents for their continued Co-operation given by them to the Company.

Your Directors express their deep appreciation for the devoted contribution made by employees at all levels, who through their competence, hard work, solidarity, cooperation and support have contributed their best efforts for continued progress of the Company. Employee relations continued to remain happy and cordial during the year.

And finally, the Directors acknowledge with gratitude the confidence which the shareholders reposed in them.



For and On behalf of the Board of Directors
KAYCEE INDUSTRIES LIMITED

Ramesh D. Grover
Chairman

MUMBAI

DATED: 18 August '2007



ANNEXURE I OF DIRECTORS' REPORT

SECRETARIAL COMPLIANCE CERTIFICATE

Registration No. of the Company: 11 - 6482

Authorised Share Capital: Rs. 97,50,000/-

Paid-up Share Capital: Rs. 50,97,000/-

To,
The Members
Kaycee Industries Limited
32, Ramjibhai Kamani Road
Ballard Estate, Mumbai - 400 001

We have examined the registers, books and papers of **M/s Kaycee Industries Limited** (the Company) as required to be maintained under The Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum & Articles of Association of the Company for the financial year ended **31st March, 2007**. 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 and 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 Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under, except as stated otherwise.
3. the Company being a public limited Company, has a paid-up Capital of Rest. 50,97,000/-.
4. the Board of Directors duly met 7 times on 20th April, 2006, 29th April, 2006, 19th June, 2006, 31st July, 2006, 18th August, 2006, 30th October, 2006 and 31st January, 2007 in respect of which meetings proper notices were given and signed 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 Section 154 of the Act.
6. the Annual General Meeting for the financial year ended on 31.03.2006 was held on 28.09.2006 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the minutes book maintained for the purpose.
7. no extra-ordinary general meeting was held during the year.
8. the Company has not advanced any loans or given any guarantees or provided any securities to its directors or persons or firms or Companies referred to under Section 295 of the Act.
9. the Company has complied with the provisions of Section 297 of the Act in respect of Contracts specified in that Section.
10. the Company has made necessary entries in the register maintained under Section 301 of the Act

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11. as there were no instances during the year falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. the Company has issued 2 duplicate share certificates containing 27 equity shares of the Company during the financial year after compliance with the provisions of the Act.
13. the Company has: -
 - i) Delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
 - ii) Not declared any dividend during the year.
 - iii) Has not paid any interim dividend during the year.
 - iv) Duly complied with the requirements of Section 217 of the Act.
14. the Board of Directors of the Company is duly constituted and no additional director(s), alternate director(s) or director(s) to fill the casual vacancy were appointed during the year.
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, 1956 are not applicable to it.
16. the Company has not appointed any sole-selling agents during the financial year.
17. the Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. the Directors have disclosed their interest in other firms, Companies to the Board of Directors pursuant to the provisions of the Act and rules made there under.
19. the Company has allotted 25,485 Equity Shares to the members of the Company on 19.06.2006 in a Right Issue of the Company during the financial year.
20. the Company has not bought back any Shares during the financial year.
21. there was no redemption of preference shares or debentures outstanding during the financial year.
22. there were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. the Company has complied with the provisions of Section 58A and 58AA read with Companies (Acceptance of deposits) Rules, 1975 / the applicable directions issued by the Reserve Bank of India / any other authority in respect of Deposits invited or accepted. The Company had filed the copy of the Statement in Lieu of Advertisement / necessary particulars as required, with the Registrar of Companies.
24. The Company has borrowed amount from its members, Banks and others during the financial year ended 31st March, 2007 under the provisions of Section 293 (1) (d) of the Act, within the borrowing limits as approved by the members of the Company in their meeting.
25. the Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.



26. the Company has not altered the provisions of the Memorandum with respect to the situation of the Company's registered office from one state to another during the year under scrutiny.
27. the Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. the Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. the Company has not altered the provisions of the Memorandum with respect to share capital of the Company for the year under scrutiny.
30. the Company has not altered its Articles of Association during the financial year.
31. as informed to us, there was no prosecution initiated against the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year for offence under the Act.
32. the Company has not received any money as security from its employees during the financial year.
33. the Company is generally regular in depositing both the employees' and employer's contribution to Provident Fund with the prescribed authorities pursuant to Section 418 of the Act.

For M Siroya and Company
Company Secretaries

Mukesh Siroya
Proprietor
CP No.: 4157

Place : Mumbai
Date : 18.08.2007