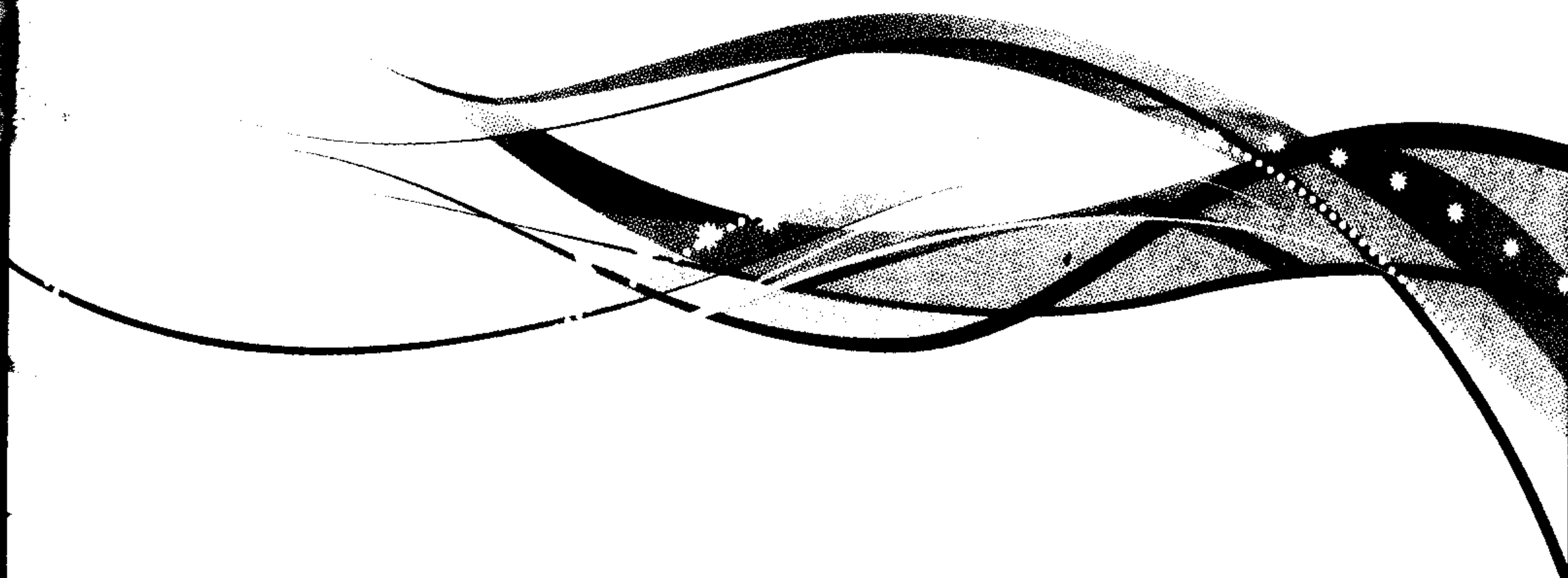




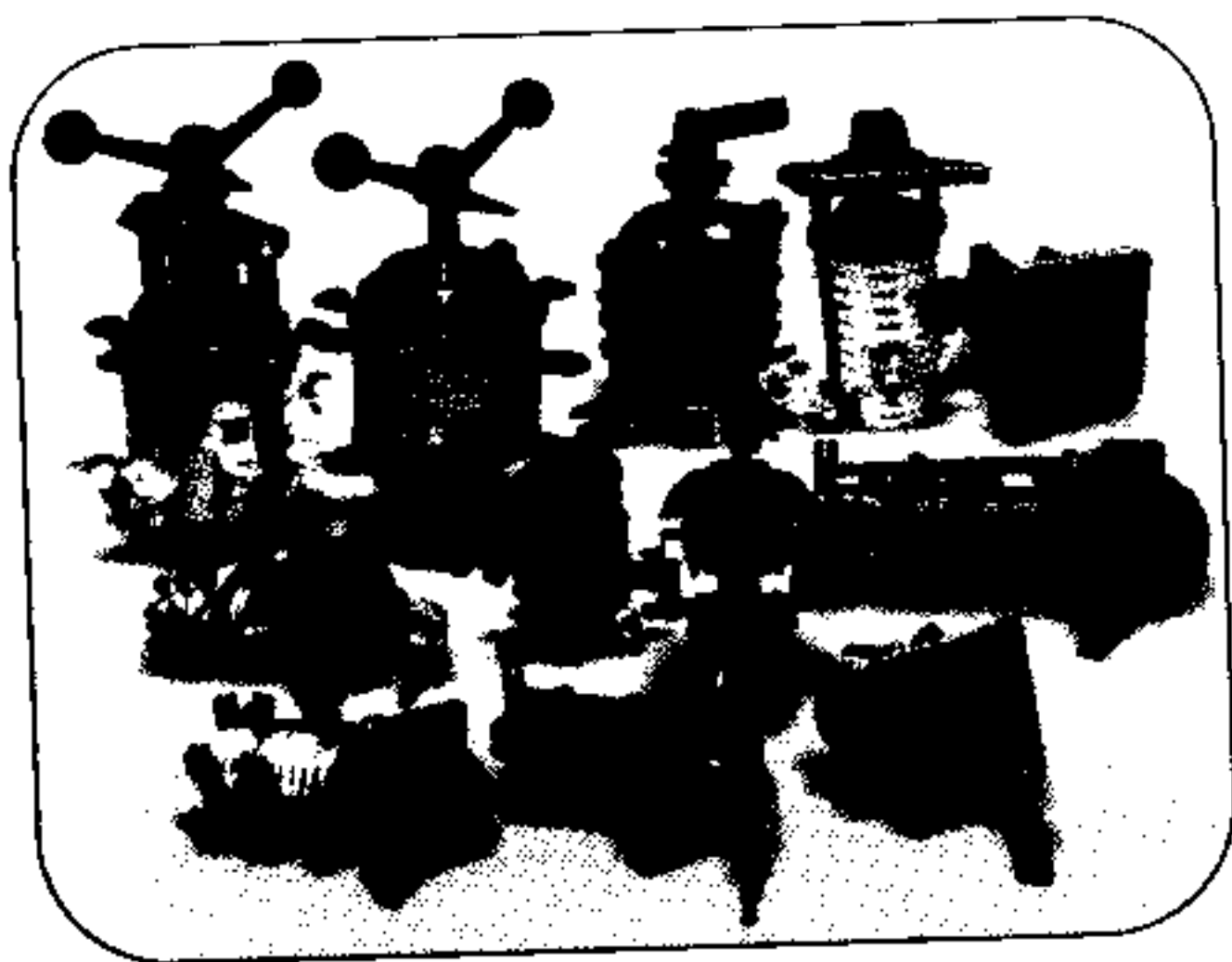
KAYCEE INDUSTRIES LIMITED

Kaycee for Commitment...

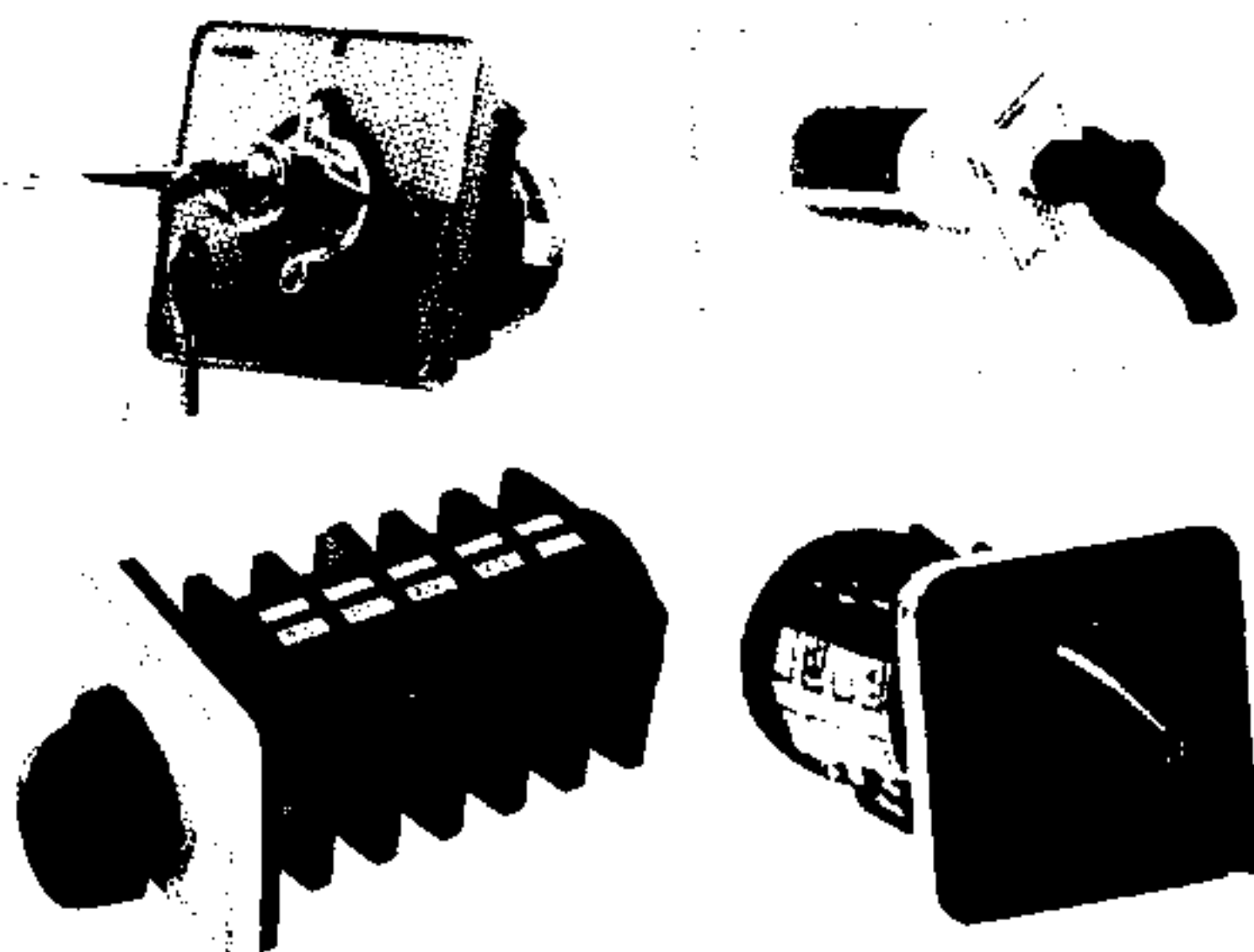
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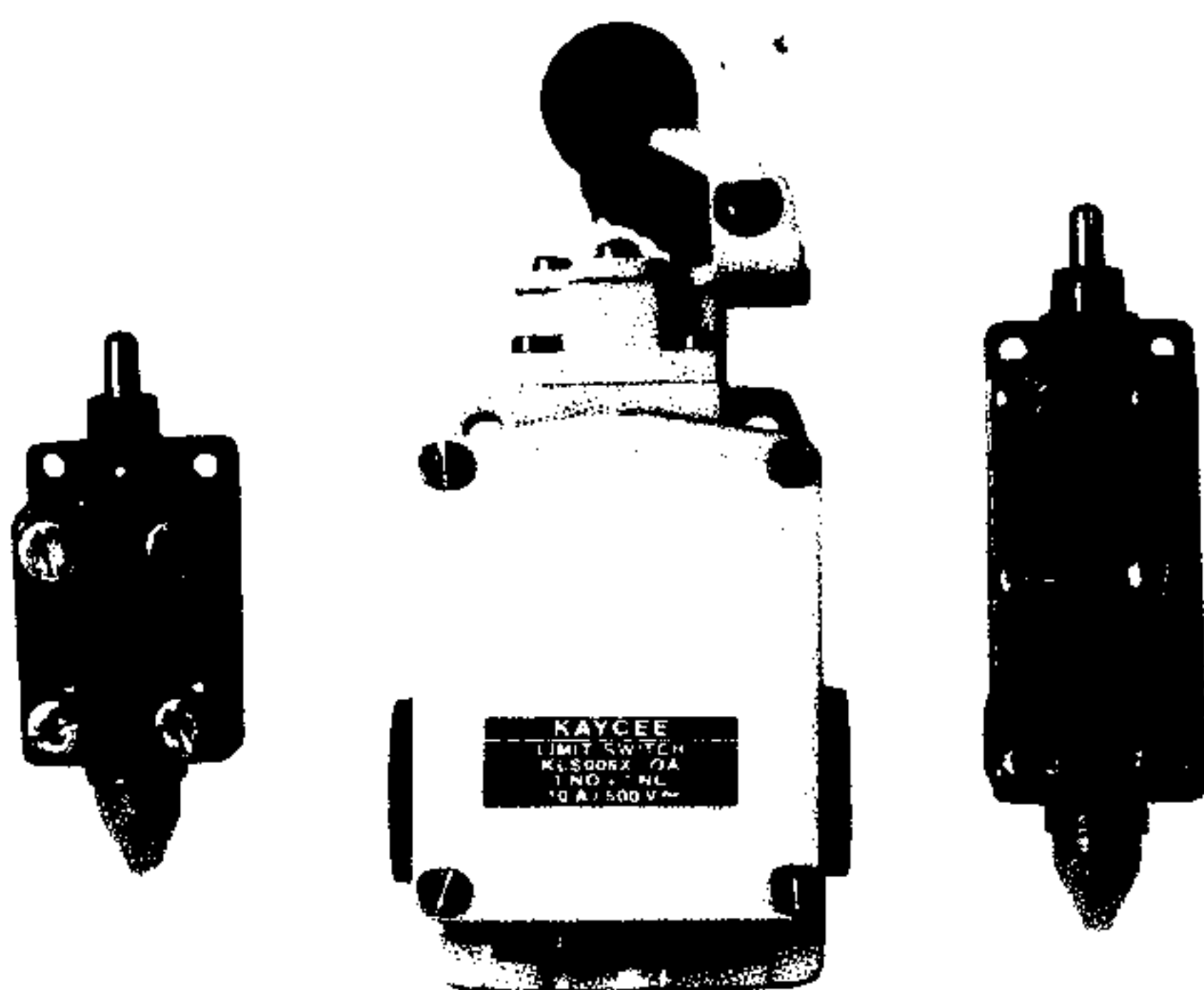
• ROTARY SWITCH •



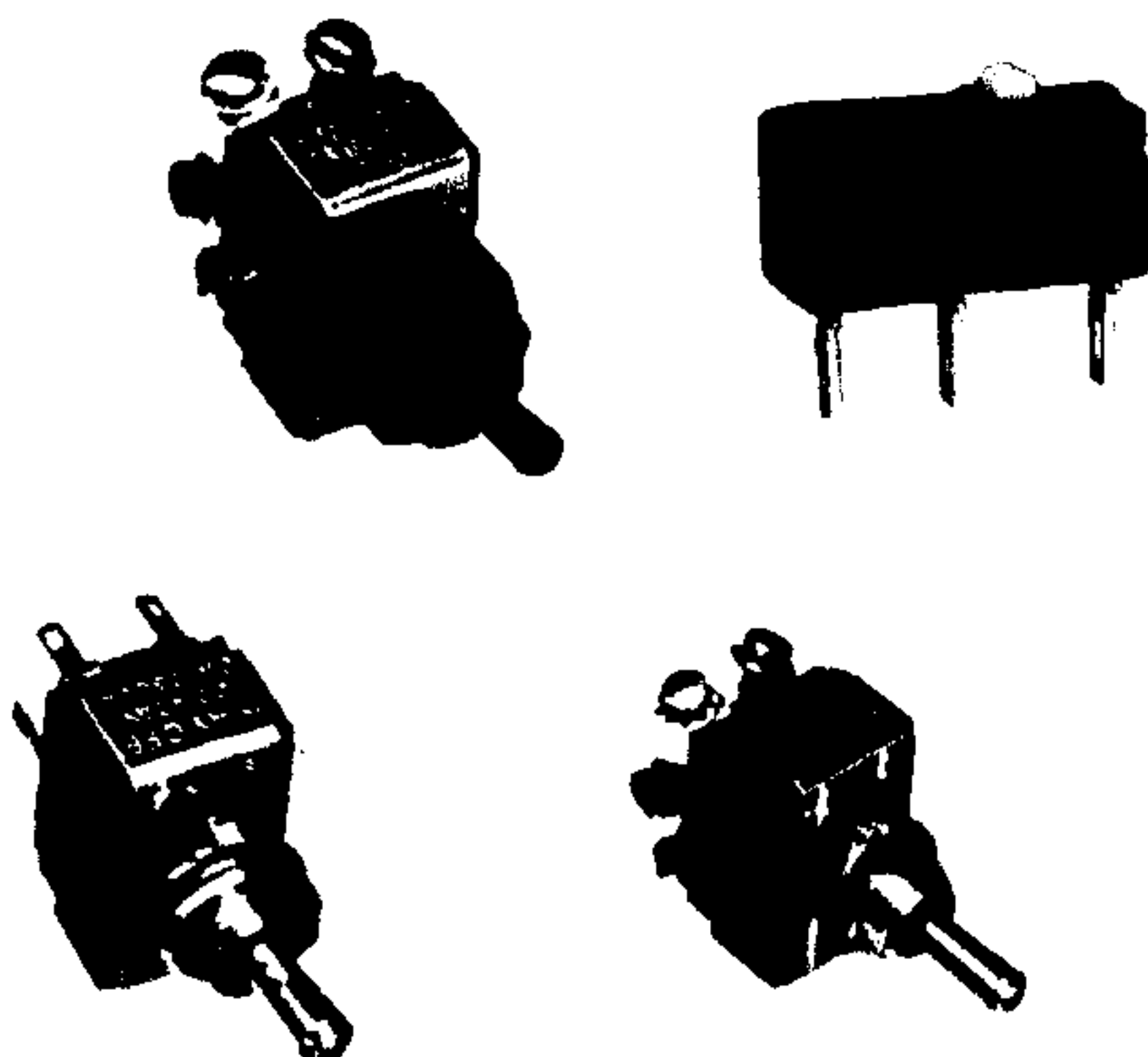
• CAM •



• LIMIT SWITCHES •



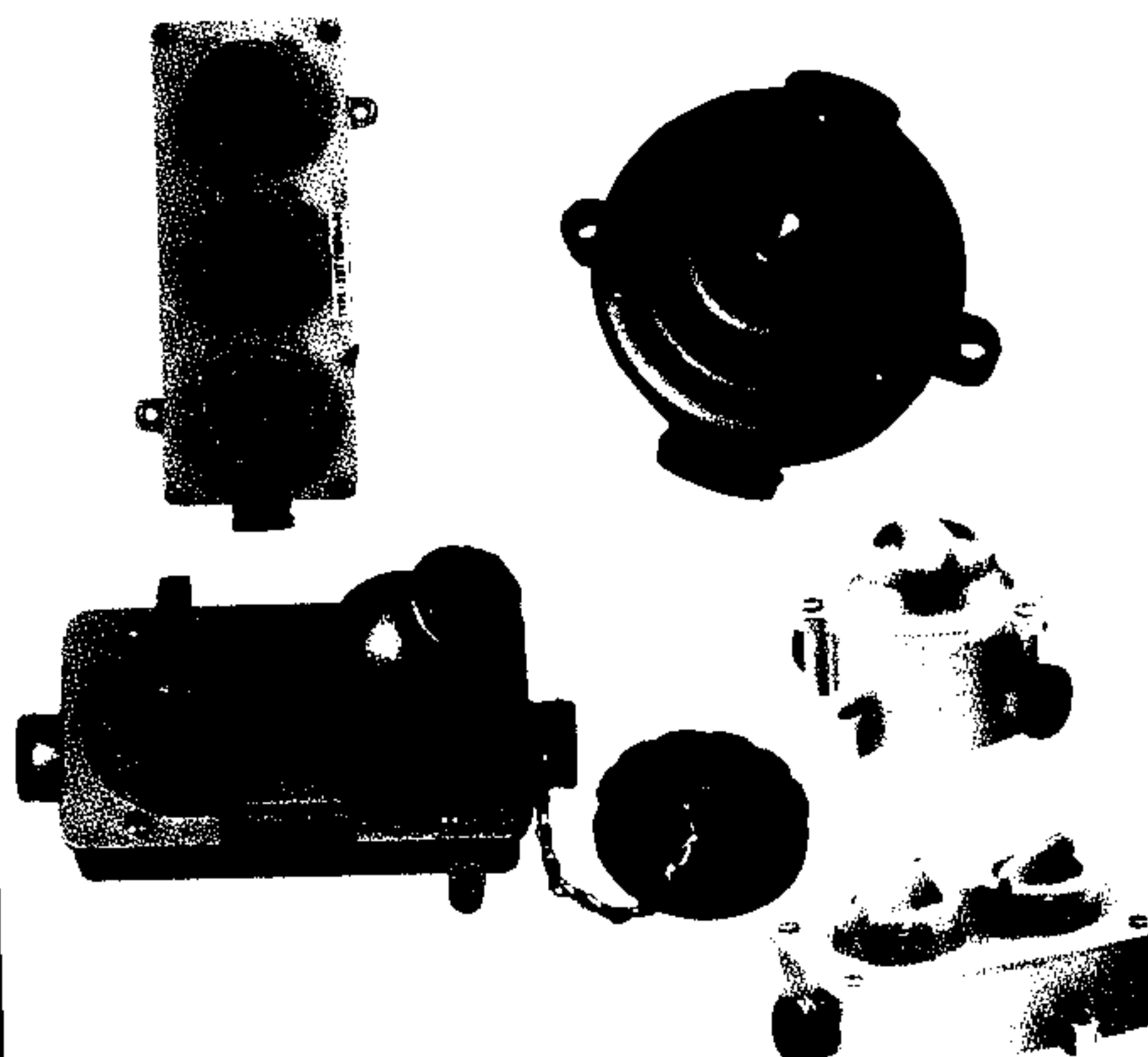
• TOGGLE SWITCHES •



• MINI TIME TOTALISERS •



• ROTARY TOGGLE SWITCHES •





BOARD OF DIRECTORS

Aarti R. Grover
Raju Grover
Aaloke Ghosh

Whole-Time Director
Director
Additional Director

BANKERS

Central Bank of India
The Saraswat Co-operative Bank Ltd.

AUDITORS

N.D. Kapur & Co.
Chartered Accountants
65, Sonawala building, 2nd floor,
Apollo street, Mumbai – 400 023.

REGISTERAR AND SHARE TRANSFER AGENT

Datamatics Financial Services Limited
Plot No A-16 & 17 part 'B' cross lane, MIDC
Andheri (E), Mumbai – 400 093.

REGISTERED OFFICE

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

FACTORY

70, Lake Road, Bhandup(West),
Mumbai – 400 078.

OFFICES

Bangalore, Kolkata, Delhi, Chennai,
Indore, Nashik, Pune

NOTE :

68th Annual General Meeting will be held at
Jainam Banquet Hall, Jainam Arcade, B.M.T. Compound,
100, L.B.S. Marg, Bhandup (W),
Mumbai - on Thursday 29th September, 2011 at 1.30 P.M



NOTICE

NOTICE is hereby given that the SIXTY-EIGHTTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KAYCEE INDUSTRIES LIMITED will be held at *Jainam Banquet Hall, Jainam Arcade, B.M.T Compound, 100, L.B.S. Marg, Bhandup (W), Mumbai-400078*, on Thursday, the 29th September, 2011 at 1.30 p.m to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date together with reports of Directors' and Auditors' thereon.
2. To declare a dividend @ Rs.10 per share on paid up Equity Shares of the Company
3. To appoint a Director in place of Mrs. Raju Grover, Director who retires by rotation and being eligible, offers herself 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 authorize the Board to fix their remuneration.

SPECIAL BUSINESS:

1. To consider and pass with or without modification the following resolution as an ORDINARY RESOLUTION :

RESOLVED THAT Mr. Aaloke Ghosh, who was appointed as an additional director of company under section 260 of the Companies Act, 1956 be and is hereby appointed as a Director of the company whose office will be determined by the retirement of Directors by rotation pursuant to section 255 of the companies Act, 1956.

For and on behalf of the Board

Aarti . Grover
Director

Place: Mumbai

Date: 30th August 2011

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 from 20th September 2011 to 29th September 2011 (both days inclusive).
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 20th September 2011
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. to 1.00 p.m., except Saturday, Sunday and Public holidays, up to the date of the Annual General Meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF
THE COMPANIES ACT, 1956**

Appointment of Aaloke Ghosh as a Director of the Company

Mr. Aaloke Ghosh, in respect of whom the company has received a notice from its Shareholders proposing his candidature for the position of Directorship in the company. The Directors considered this matter and approved his appointment as an Additional Director and recommended for the shareholders' approval in the forthcoming AGM.

Aaloke Ghosh holds B.com (H), AICWA, ACS Degree in and has very rich experience in heading the business operations in the area of IT and IT enabled services. he has worked with SYSTIME and handled a special charge for a last two and a half year Currently he is heading the business operations in CMS Group of companies and contributing to its growth rate consistently and improving specific service area with sophisticated management processes.

The Directors of the Company have considered and approved his appointment and recommends for the shareholders' approval in this AGM

For and on behalf of the Board

Aarti Grover
Director

Mumbai
30th August, 2011

DIRECTORS' REPORT

1. The Directors' have pleasure in presenting the 68th Annual Report and Audited Statement of Accounts for the year ended 31st March 2011.

2. Financial Results:	(Rupees in Lakhs)	
	2010-2011	2009-2010
Turnover (Net)	2687.73	2552.10
Operating Profit	189.64	163.76
Depreciation	23.80	22.33
Profit Before Taxation	165.83	141.43
Provision for taxation	54.50	48.00
Profit after Tax	100.86	104.85
Retained profit Brought forward	257.18	178.17
Transferred to General reserve	20.00	20.00
Proposed Dividend & Dividend Tax	5.96	5.97
Balance Retained In profit and loss account	332.07	257.06

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 ensuing 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 5% i.e. from Rs.2552.10 Lacs to Rs.2687.73 Lacs. The company has shown a Net profit after tax Rs.100.86 and in the previous year it was Rs.104.96 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 it's product in the year 2011-12.

5. **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.

6. **Deposits:**

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



7. Board of Directors:

The Board of Directors expresses its condolences on very sad and sudden demise of Mr. Ramesh D. Grover, our Chairman and Director on 5th March 2011. He had been the guiding force for the management as well as all the business operations of the company.

Mrs Raju Grover retires at the ensuing annual general meeting in accordance with the Companies Act, 1956 and Articles of association of the company. she being eligible, offer herself for reappointment.

Mr. Aaloke Ghosh, who was appointed as an additional director of company under section 260 of the Companies Act, 1956 be and is hereby appointed as a Director of the company whose office will be determined by the retirement of Directors by rotation pursuant to section 255 of the companies Act, 1956.

8. 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, 2011 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 judgments 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, 2011 on a 'going concern' basis.

9. 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

10. Auditor's report:

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

11. Auditors:

M/s.N.D.Kapur & Co, Chartered Accountants, auditors of the company, hold office until the Conclusion of the ensuing Annual General Meeting and are eligible for re-appointment and have confirm that if appointed,their appointment will be with in the limits prescribed under section



224(1B) of The Companies Act, 1956. Members are requested to appoint the Auditors of the company for the current year and fix their remuneration.

12. 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.

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 comparative environment.

13. 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.

14. 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 Director also wishes 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 competence, hard work, solidarity, co-operation and support have contributed their best efforts for continued progress of the Company. Employees relation continued to remain happy and cordial during the year.

And finally, the Directors acknowledge their gratitude the confidence which the share holders reposed in them.

For and On behalf of the Board of Directors

Aarti Grover
Director

MUMBAI
DATED: 30th August 2011



M Siroya and Company
Company Secretaries

C-1, First Floor, Everest Building, Opp. BMC School, Dattapada Road, Borivali (E), Mumbai - 400 066
Telefax: +91 22 28706523; Mobile: 93243 10151; E-mail: siroyam@rediffmail.com

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, Nicol Road, 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, 2011**. 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 not 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.
3. the Company being a public limited Company, has a paid-up Capital of Rs. 50,97,000/-.
4. the Board of Directors duly met 10 times on 29.04.2010, 15.07.2010, 31.07.2010, 30.08.2010, 01.10.2010, 30.10.2010, 24.11.2010, 31.01.2011, 23.02.2011 and 25.03.2011 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 from 20th September, 2010 to 29th September, 2010 (both days inclusive) in order to comply with the provisions of Section 154 of the Act.
6. the Annual General Meeting for the financial year ended on 31.03.2010 was held on 29.09.2010 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 though postal Ballot Process was carried out for appointment of Ms. Aarti Grover as a Whole Time Director, the results whereof were declared on 23rd February, 2011 in accordance with Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.



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.
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 not issued duplicate share certificates during the financial year.
13. the Company has: -
 - i) Delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
 - ii) Declared dividend during the year and complied with the provisions of the Act.
 - 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 Ms. Aarti Grover was appointed as an Additional Director on 8th September, 2010 and vacated office u/s. 260 on 29th September, 2010 (AGM) and was again appointed as an Additional Director and Whole Time Director ("WTD") of the company w.e.f. 1st October, 2010. Mr. Aaloke Ghose was appointed as an additional director of the Company w.e.f. 25th March, 2011. The Company has duly filed all forms except form - 32 for the change in designation of Ms. Aarti Grover for appointment as WTD .
15. the Company has appointed Ms. Aarti Grover as the Whole Time Director of the Company w.e.f. 1st October, 2010 for a period of 3 years and yet to file Form - 32 as Whole Time Director and Form - 25A for the approval of the Central Government.
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 Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act during the financial year except the approval of Central Government for the appointment of Ms. Aarti Grover as Whole Time Director of the Company, which is yet to be applied to MCA in requisite form 25A.
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 not allotted any Shares/debentures or other securities during the financial year.
20. the Company has not bought back any Shares during the financial year.