



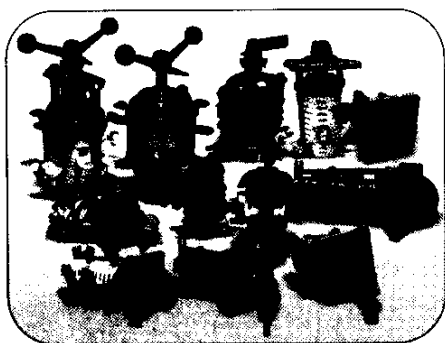
# 69th Annual Report 2011-12

**KAYCEE INDUSTRIES LIMITED**

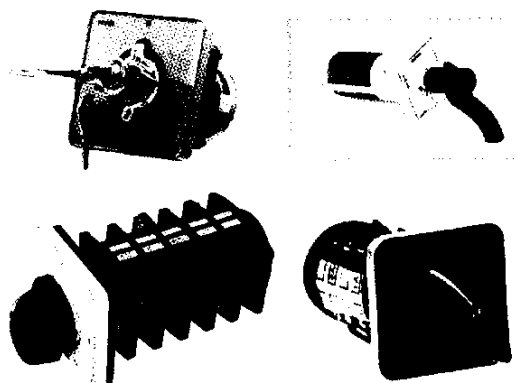
Kaycee for Commitment...

Kaycee for Quality...

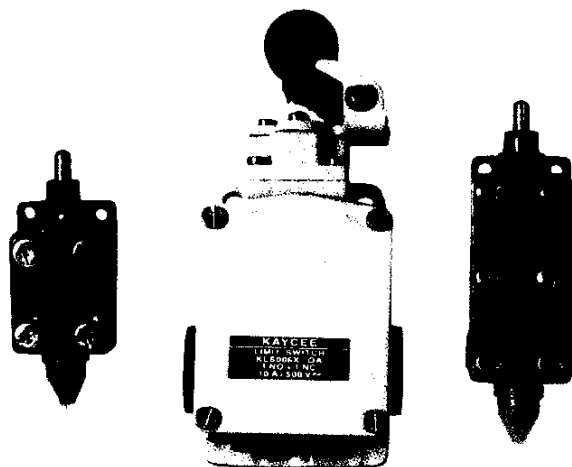
• ROTARY SWITCH •



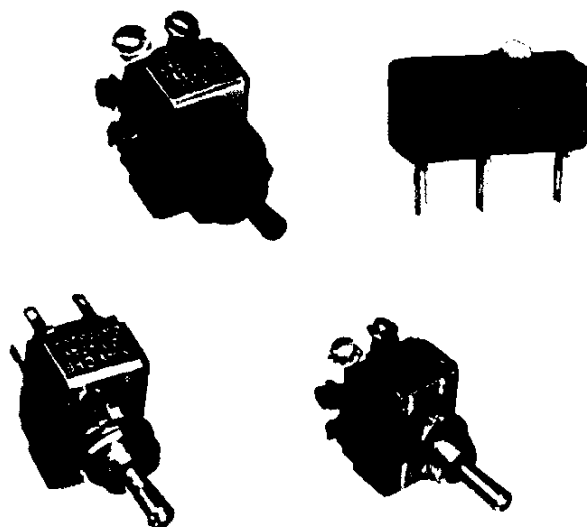
• CAM •



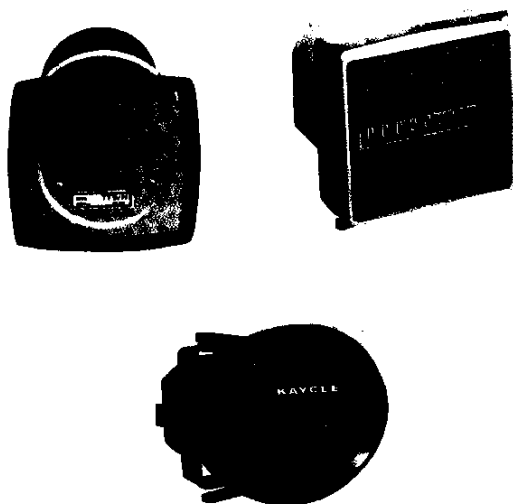
• LIMIT SWITCHES •



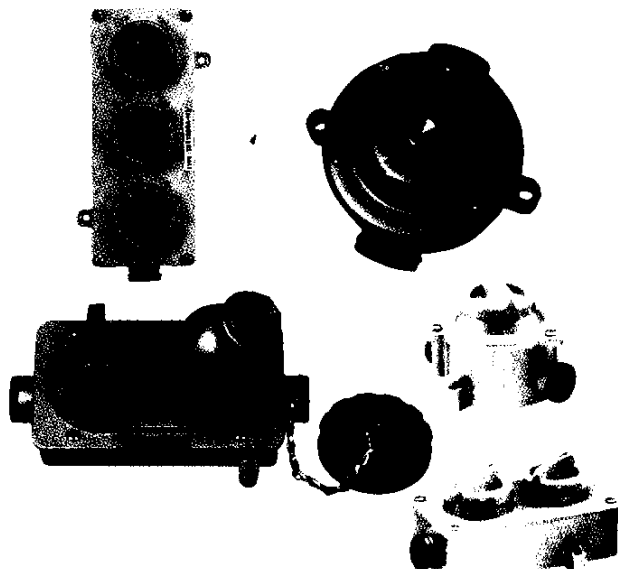
• TOGGLE SWITCHES •



• MINI TIME TOTALISERS •



• ROTARY TOGGLE SWITCHES •





**BOARD OF DIRECTORS**

Aarti R. Grover	Managing Director
Raju Grover	Director
Aaloke Ghosh	Director (till 02.04.2012)
Sona Ramchandani	Director (appointed w.e.f. 20.03.2012)

**BANKERS**

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

**AUDITORS**

N.D. Kapur & Co.  
Chartered Accountants  
65, Sonawala building, 2<sup>nd</sup> 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 :**

69<sup>th</sup> Annual General Meeting will be held at  
Jainam Banquet Hall, Jainam Arcade,  
B.M.T.Compund, 100, L.B.S.Marg, Bhandup (W),  
Mumbai- on Friday 28<sup>th</sup> September, 2012 at 1.30 P.M.



## NOTICE

NOTICE is hereby given that the SIXTY-NINTH 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 400 078, on Friday, the 28<sup>th</sup> September, 2012 at 1.30 P.M. to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt Balance Sheet as at 31<sup>st</sup> March, 2012 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:

5. To consider and pass with or without modification the following resolution as an Ordinary Resolution:

RESOLVED THAT Ms Aarti Grover, who was appointed as an additional director of the Company under Section 260 of the Companies Act, 1956 on 29.09.2011 be and is hereby appointed as a Director of the Company whose office shall not be considered for retirement by rotation pursuant to section 255 of the Companies Act, 1956.

6. To consider and pass with or without modification the following resolution as an Ordinary Resolution:

RESOLVED THAT Ms Sona P. Ramchandani, who was appointed as an additional director of the Company under Section 260 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company on 20.03.2012 whose period of office will be liable for retirement by rotation pursuant to section 255 of the Companies Act, 1956.

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

"RESOLVED that pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any modification (s) or re-enactment thereof) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into with the Stock Exchanges where the Equity Shares of the Company are listed and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI") and subject to the approvals, consents,



permissions and/or sanctions, as may be necessary of the appropriate authorities, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any as may be prescribed by any one or more or all of them in granting such approvals, consents permissions and/or sanction and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board of Directors or any committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), consent of the Company be and is hereby accorded and Board is hereby authorised to issue, offer and allot upto 2500 Equity Shares of the Company of face value of Rs.100/- each for cash at price of Rs.3525/- (including premium of Rs.3425/-) per equity shares aggregating to Rs.88,12,500/- on such further terms and conditions as may be finalised by the Board to following persons belonging to Promoter Group:-

	No. of Equity Shares
<b>Promoters Company</b>	
CMS Computers Limited	2500
<b>Total</b>	

RESOLVED FURTHER that the amount payable on such shares at the time of allotment shall be 100% of the issue price.

RESOLVED FURTHER that the relevant date for the purpose of calculating the issue price of the above mentioned equity share under Securities & Exchange Board of India (SEBI) (ICDR) Regulations, 2009 and amendments thereto.

RESOLVED FURTHER that all the equity shares to be allotted shall rank pari-passu in all respects, including entitlement for dividend, with the existing equity shares of the Company.

RESOLVED FURTHER that the equity shares already held by the proposed allottees (as per details given below) shall be under lock in from the relevant date i.e. 29<sup>th</sup> August, 2012 for a period of six months from the date of allotment of Shares:-

	No. of Equity Shares Already held
<b>Promoters</b>	
CMS Computers Limited	1269

RESOLVED FURTHER that the 2500 Equity Shares being allotted to Promoter group shall be locked-in from the date of allotment for such period as per the provisions of Securities & Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments thereto for Preferential issue.

RESOLVED FURTHER that for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board of Directors be and is hereby authorised



to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilising the issue proceeds of the Equity Shares of the Company, at its absolute discretion as deem fit and proper."

8. **To consider and pass with or without modification the following resolution as an SPECIAL RESOLUTION :**

**"RESOLVED THAT** in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the existing regulations for Preferential issue contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (hereinafter referred to as "the Regulations") and other applicable guidelines/regulations issued by the Securities and Exchange Board of India (SEBI) and subject to all necessary approvals, consents, permissions and/or sanction of the Government of India and any other statutory or regulatory authorities and other applicable laws and the provisions in the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to such terms and conditions as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted for the time being thereof) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to offer, issue and allot on a preferential basis upto 20,000 equity shares of the Face Value of Rs. 100/- at a price being not less than the price determined in accordance with the Regulations."

**"RESOLVED FURTHER THAT** equity shares so issued (i) shall rank pari passu in all respects with the existing equity shares of the Company including entitlement to dividend. (ii) The said equity shares shall be listed on the Bombay Stock Exchange Limited."

**"RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued, however, not exceeding 20,000 equity shares."

**"RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the equity shares, including reduction of the size of the issue, as it may deem expedient."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board or any Committee be and is hereby authorised on behalf of the Company to take all such actions and



do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including in relation to the issue or allotment of aforesaid securities and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of the issue proceeds, sign all documents and undertakings as may be required and generally to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board or any Committee in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board

Place: Mumbai

Date: 29<sup>th</sup> August, 2012

Aarti Grover  
Managing Director

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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts is annexed thereto.
3. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
4. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in order of the names will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 20<sup>th</sup> September, 2012 to 28<sup>th</sup> September, 2012 (both days inclusive).
6. 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 28<sup>th</sup> September, 2012.
7. Members are requested to promptly notify any change of address to the Registered Office of the Company.
8. 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.
9. 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.

For and on behalf of the Board

Aarti Grover  
Managing Director

Place: Mumbai

Date: 29<sup>th</sup>, August, 2012



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

**Item No. 5**

**Appointment of Ms Aarti Grover as a Director of the Company**

Ms Aarti Grover, was appointed as a Whole-time Director w.e.f. 01.10.2010 by the Board of Directors. The payment of remuneration to Ms Aarti Grover, as recommended by the Board was approved by the Special Resolution passed by the shareholders by Postal Ballot on 23.02.2011.

Ms Aarti Grover has now been re-designated as the Managing Director of the Company by the Board w.e.f. 14<sup>th</sup> August, 2012, on the same remuneration she is entitled to in terms of the shareholders resolution dated 23.02.2011.

Ms Aarti Grover in respect of whom the company has received a notice from its shareholders proposing her candidature for the position of Directorship in the Company.

The Directors of the Company has considered and approved her appointment and recommends for the shareholders approval in this AGM.

**Item No. 6.**

**Appointment of Ms Sona P.Ramchandani as a Director of the Company**

Ms Sona P.Ramchandani, in respect of whom the company has received a notice from its shareholders proposing her candidature for the position of Directorship in the company. The Directors considered this matter and approved her appointment as an Additional Director and recommended for the shareholders' approval in the forthcoming AGM.

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

**Item No. 7.**

**Approval for Issue of Equity Shares to Promoters on Preferential basis**

It is necessary to issue fresh equity shares to meet business requirement of the company and to strengthen the Company's financial parameters. For these purposes, the Directors of the Company intend to mobilise funds through issue of equity shares to the persons belonging to Promoter Group on Preferential Basis in accordance with Securities & Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments thereto. The proceeds of the proposed issue shall also be utilised as owned fund (Shareholders Fund) for improving Debt: Equity ratio.

The Proposed Allottee shall pay Rs. 3525/- (including premium of Rs.3425/- ) per Equity Share, being 100% of the issue price in respect of the Equity Shares that may be allotted in accordance with the





Securities & Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments thereto on the date of allotment of Equity Shares.

The existing shareholding of the proposed allottees of the promoter group shall be locked-in from the relevant date and such lock-in would continue upto a period of six months from the date of allotment of the equity shares.

**Information as required under Regulation 73 of Securities & Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments thereto for issue of Equity Shares on Preferential basis:**

**a. Object of the Issue**

The proposed issue is to meet the business requirement of the company which would strengthen the Company's financial parameters. The proceeds of the proposed issue shall also be utilised as owned fund (Shareholders Fund) toward improving Debt: Equity ratio.

**b. Intention of the promoter(s) and others to subscribe**

The Company has received written consent from the promoter company towards their intention to subscribe proposed issue of Equity Shares of by the company.

**c. Pricing**

In compliance with the SEBI Pricing Norms, the price is arrived as under: on the basis of 29<sup>th</sup> August, 2012 being the relevant date.

Average of the weekly high & low of the closing prices during six months preceding the relevant date is Rs.3525. Average of the weekly high & low of the closing prices during two weeks preceding the relevant date is Rs.3254.50.

Higher of the above two is Rs.3525/- and price on which issue is made should not be lower than Rs.3525/- therefore the shares are issued at Rs.3525/- (including premium of Rs.3425/-) per equity shares.

The price above is determined on the basis of the quotes available on Bombay Stock Exchange Limited which recorded the highest trading volume during the last six months prior to the relevant date.

**d. Undertaking to pay Recomputed price of share**

(a) The company undertake that if required, the price of proposed shares shall be recomputed in view of the provisions of Securities & Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments thereto.

(b) If the amount payable on account of the re-computation of price is not paid within the stipulated time as mentioned in the Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottees.



**e. Shareholding Pattern of the Company before and after the issue:**

Sl. No.	Category	Pre Issue		Post Issue	
		No. of shares held	%	No. of shares held	%
1	Promoters Holding	32925	64.59	35425	66.25
2	Mutual Funds, Banks, Financial Institution, Insurance Companies, FIIs/ Foreign Companies	158	0.31	158	0.29
3	Bodies Corporate	668	1.31	668	1.24
4	Indian Public	16450	32.27	16450	30.77
5	NRI's/OCB's	769	1.52	769	1.45
6	Any Other				
	<b>GRAND TOTAL</b>	<b>50970</b>		<b>53470</b>	

**f. Proposed time within which the allotment shall be completed.**

The Board proposes to allot the equity shares within a period of 15 days from the date of passing of this resolution by the shareholders or within 15 days from the date of approval of any regulatory authority, whichever is later.

**g. The identity of the proposed allottees and the percentage of the preferential issue that may be held by them**

Sl. No.	Name of the Proposed Allottees	Pre-Issue Shareholding		Post Issue shareholding	
		No. of shares held	%	No. of shares held	%
1	CMS Computers Limited	1269	2.48	3769	7.04
	<b>TOTAL</b>				

**h. Consequential Changes in Voting Rights**

Voting rights will change in tandem with the shareholding pattern. However there shall not be any change in the management control of the company.

**i. Auditors' Certificate**

A certificate from M/s N.D.Kapur., Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in Securities & Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments thereto shall be placed before the meeting of the shareholders.

**j. Proposed allotment of shares as pari-passu**

The equity shares arising out of allotment pursuant to the resolution shall rank pari passu in all respect with the then existing Equity Shares of the company.