



BOARD OF DIRECTORS

Aarti R. Grover	Managing Director
Raju Grover	Director
Sona Ramchandani	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 :

*71st 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 Tuesday 30th
September, 2014 at 1.30 P.M.*



NOTICE

NOTICE is hereby given that the SEVENTY FIRST 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 Tuesday , the 30th September, 2014 at 1.30 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Balance Sheet as at 31st March, 2014 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 consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, N.D. Kapur & Co., Chartered Accountants (Firm Registration No.001196N), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Seventy Fourth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

AS SPECIAL BUSINESS: -

5. APPOINTMENT OF MRS. SONA RAMCHANDANI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass with or without modification (s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mrs. Sona Ramchandani (DIN 05229003) , a non-executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold



office for five consecutive years from the date of this Annual General Meeting i.e. 30th September, 2014 till the conclusion of 76th Annual General Meeting to be held in the year 2019 not liable to retire by rotation .”.

By Order of the Board

Place: Mumbai
Date: 30th May, 2014

Raju Grover
Chairperson & Director

NOTES :

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 5 of the Notice, is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Register of Members and Transfer Books of the Company will be closed from 23rd September, 2014 to 30th September, 2014 both days inclusive.
4. If the Final Dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on between 1st October, 2014 to 5th October, 2014 as under:
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Tuesday, 30th September, 2014;
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Tuesday, 30th September, 2014;
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected



in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company.

6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Transfer Agent for assistance in this regard.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
9. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
11. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company, to be transferred to the IEPF established by the Central Government.

No claim shall lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2014, nor shall any payment be made in respect of such claim.

Members who have not yet encashed their dividend warrant(s)/ Demand Draft pertaining to the Final Dividend for the financial year 2006-07 onwards for the Company are requested to make their claims without any delay to the Company. It may be noted that the unclaimed Final Dividend for the financial year 2006-07 declared by the Company on 30th September, 2007 can be claimed by the shareholders by 30th October, 2014.

12. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories/the Company.
14. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 71st Annual General Meeting (AGM) by electronic means and

the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for e-voting are as under:

A. In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> 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 last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.



- (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) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for choosing Kaycee Industries Limited, name of Company.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- B) **In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**



Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- C) The voting period begins on Wednesday, 24th September, 2014 (9.00 a.m IST) and ends on Friday, 26th September, 2014 (6.00 p.m IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

E) For Members who wish to vote using ballot form:

- (i) Members may fill in the ballot form annexed to the Notice and submit the same in a sealed prepaid envelope addressed to the Scrutinizer, Mr. Aashit Doshi, Practising Company Secretary, Unit: Kaycee Industries Limited, Old Kamani chambers, 32-Ramjibhai Kamani Marg, Ballard Estate, Fort, Mumbai- 400 001 so as to reach by 6.00 p.m. on Friday, 26th September, 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
- (ii) Ballot Form received after Friday, 26th September, 2014 (6.00 p.m. IST) will be treated as invalid.
- (iii) Members have the option to request for physical copy of the Ballot Form by sending an e-mail to deepak_potdar@cms.co.in by mentioning their Folio / DP ID & Client ID.

A shareholder can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a shareholder casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- II. a) Mr. Aashit Doshi, Company Secretary in Practice (Membership No. FCS 28415), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- b) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- c) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.kayceeindustries.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

15. Notice of Annual General Meeting will be sent to those shareholders /beneficial owners, whose name will appear in the register of members/list of beneficiaries received from the depositories as on 22nd August, 2014.
16. The Investor may contact the Compliance Officer for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office of the Company or email their grievances/queries to the Compliance Officer at the following email address: deepak_potdar@cms.co.in

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****Item No: 5**

Mrs. Sona Ramchandani (DIN 05229003) was appointed as Director of the Company on 20/03/2012.

Mrs. Sona Ramchandani Director whose period of office is liable to determination by retirement of Director by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Under the Companies Act, 2013, it is required that Independent Directors not be liable to retire by rotation and be appointed for a fixed term. In terms of section 149 and other applicable provisions of the Act, Mrs. Sona Ramchandani being eligible and offering herself for appointment, is proposed to be appointed as an Independent Directors for a term up to the conclusion of 76th Annual General Meeting to be held in the year 2019.

Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors ("the Board") have reviewed the declaration made by her that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that she fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Hence, it is deemed fit to appoint her as Independent Directors on the Board of the Company. A copy of the draft letter for the appointment of Mrs. Sona Ramchandani as an Independent Directors setting out the terms and conditions is available for inspection by the Members at the Company's Registered office between 2.00 p.m. to 4.00 p.m. on any working day (Monday to Friday) of the Company upto the day previous to the date of Annual General Meeting.

Mrs. Sona Ramchandani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

The Company has received notice from a Member, along with the requisite deposit under Section 160 of the Companies Act, 2013, proposing her candidature for appointment as an Independent Directors of the Company.

Your Directors consider that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Sona Ramchandani as an Independent Director.

Accordingly, your Directors recommend the Resolution for the approval of the Members appointing Mrs. Sona Ramchandani as an Independent Directors of the Company for a period of five years, not liable to retire by rotation.

Except Mrs. Sona Ramchandani no Director, Key Managerial Personnel or their relatives, is in any way concerned or interested in the resolution at item no. 5 of the Notice.

Your Directors recommend the resolution at item no. 5 of the Notice.

By Order of the Board of Directors

RAJU GROVER
CHAIRPERSON & DIRECTOR

Registered Office:

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

E-mail: deepak_potdar@cms.co.in, Website: www.kayceeindustries.com

DIRECTORS' REPORT

1. The Directors' have pleasure in presenting the 71st Annual Report and Audited Statement of Accounts for the year ended 31st March 2014.

2. FINANCIAL RESULT:

Financial Results (Rupees in Lakhs)	2013-2014	2012-2013
Turnover (Net)	2490.36	2290.19
Operating Profit	98.69	121.32
Depreciation	36.92	29.72
Profit Before Taxation	61.76	91.60
Provision for taxation	19.25	26.00
Profit after Tax	43.18	60.65
Retained profit Brought forward	441.84	402.41
Transferred to General reserve	15	15
Proposed Dividend & Dividend Tax	7.37	6.21
Balance Retained In profit and loss account	462.65	441.84

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:

Due to the sluggish market conditions of the company, the profit was marginally lowered in this year. The company gear up in the coming years and expects also a good demand for its products in the year 2014-15.

Turnover increased by 8.74 % i.e. from Rs.2290.19 Lacs to Rs.2490.36 Lacs. The company has shown a Net profit after tax Rs.43.18 lacs and in the previous year it was Rs.60.65 lacs.

5. Pakistan Unit:

Pakistan Unit continues to be under the control and management of Pakistan Government. 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:

Mrs. Raju Grover retires by rotation at this Annual General Meeting in accordance with the Companies Act, 1956 and Articles of association of the company. She being eligible, offer herself for reappointment.



Appointment of Mrs. Sona Ramchandani as an Independent Directors, pursuant to Section 149 and 152 of the Companies Act, 2013, is proposed to be made at the forthcoming Annual General Meeting for a term of consecutive five year. Pursuant to section 149 and 152 of the Companies Act, 2013 Independent Directors will not be liable to retire by rotation.

8 Corporate Governance:-

Securities Exchange Board of India vide their Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 amended the clause 49 of listing agreement.

Therefore the Clause 49 will be applicable to all listed companies with effect from 1st October, 2014.

9. Cost Audit Compliance:

The cost audit for the year 2013-14 was conducted by the said cost auditor and all the compliances with respect to the Cost Audit were complied.

10. 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, 2014 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, 2014 on a 'going concern' basis.

11. 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

12. 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.

13. Auditors:

M/S N.D. Kapur & Co., Chartered Accountant (Firm Registration No.001196N), Chartered Accountants, Statutory Auditors of the Company retires at the ensuing Annual General meeting and are eligible for re-appointment. The Company has received a certificate from the Auditors to the effect that their appointment, if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013. The members are requested to appoint the Auditors and authorise the Board to fix their remuneration.