

## Notice to the Members

NOTICE is hereby given that the SEVENTY SECOND 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 Wednesday , the 30th September, 2015 at 1.30 P.M. to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date together with reports of Director's and Auditor's thereon.
2. To declare dividend on Equity Shares of the Company
3. To appoint a Director in place of Ms. Aarti Grover, Managing Director who retires by rotation and being eligible, offers herself for reappointment.
4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution to ratification of appointment of Auditors of the Company:

**"RESOLVED THAT** pursuant to provision of Section 139 of the Companies Act, 2013 and Rules made there under, the appointment of M/S. N.D. Kapur & Co., Chartered Accountant, Mumbai (Firm Registration No. 001196N), as Auditors of the Company approved in the Seventy first Annual General Meeting (AGM) held on 30<sup>th</sup> September, 2014 till the conclusion of Seventy-Fourth AGM be and is hereby ratified to hold office from the conclusion of the seventy-second AGM till the conclusion of Seventy-Third AGM and that Board of Directors of the Company be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with auditors and that such remuneration may be paid on progressive billing basis to be agreed upon between the Auditors and the Board of Directors."

### SPECIAL BUSINESS:

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

**"RESOLVED THAT** Mrs. Pramila Merani (DIN No. 07002974) who was as an Additional Director of the Company by the Board of Directors with effect from 30<sup>th</sup> September, 2014 and who holds office up to the date of the forthcoming Annual general Meeting under Section 161 of the Companies Act, 2013 ("the Act") and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provision of Section 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Pramila Merani (DIN No. 07002974), 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 who is eligible for



appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years from 30<sup>th</sup> September, 2014.”

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

**“RESOLVED THAT** Mrs. Savitri Lal Butani (DIN No. 07003047) who was as an Additional Director of the Company by the Board of Directors with effect from 30<sup>th</sup> September, 2014 and who holds office up to the date of the forthcoming Annual general Meeting under Section 161 of the Companies Act, 2013 (“the Act”) and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provision of Section 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Savitri Lal Butani (DIN No. 07003047), 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 who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years from 30<sup>th</sup> September, 2014.”

By Order of the Board of  
**Kaycee Industries Limited**  
Sd/-

**Kamaleshwari Bind**  
**Company Secretary & Compliance Officer**

Registered office :  
Old Kamani Chambers,  
32- Ramjibhai Kamani Marg,  
Ballard Estate, Mumbai- 400 001  
Dated : 13<sup>th</sup> August, 2015

**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/herself and such proxy need not be a member of the Company. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company not less than 48 Hours before the time for holding the aforesaid meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregated not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or members.

2. Information about the Directors proposed to be appointed/reappointed as stipulated under Clause 49 of Listing Agreement with the Stock Exchange in India, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors of the Company recommends the appointments/re-appointments of such Directors.
3. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members/Proxies should bring the enclosed Attendance slip duly filled in for attending the meeting along with a copy of the Annual Report. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold the shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.
6. Members who have shareholdings in multiple accounts in identical names or joint accounts in the same order are requested to send all the shares certificate(s) to the Registrar and Share Transfer Agents, Datamatics Financial Services Limited Plot No.A-16 & 17 part 'B' Cross Lane, MIDC Andheri (E), Mumbai 400 093 for consolidation of all such shareholdings into one account to facilitate better service.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 23<sup>rd</sup> September, 2015 to Wednesday, the 30<sup>th</sup> September, 2015 (both days inclusive).
8. The Dividend as recommended by the Board, if sanctioned at the Meeting, will be paid to those Members or their mandates whose names appear in the Register of Members on Wednesday, 30<sup>th</sup> September, 2015, for those holding shares in physical form. In respect of the shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership as per the details furnished by the Depositories for this purpose at the end of business hours on **23<sup>rd</sup> September, 2015**.
9. (a) Members are requested to notify change of address, if any, with PINCODE to the Company or to its Registrar and Share Transfer Agents quoting reference of their folio and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.



- (b) In case the mailing address mentioned in this Annual Report is with the PINCODE, members are requested to kindly inform their PINCODE immediately.
10. A member desirous of getting any information on the accounts or operations of the Company or share related matter is requested to forward his/her query(ies) to the Company at least Seven days prior to the meetings so that the required information can be made available at the meeting.
  11. Individual members can now take the facility of making nomination of their holding. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of Shares shall vest in the event of the death of the members and the joint-holder(s), if any. A minor can be a nominee provided the name of the guardian is given in the nomination form. Non-individuals including society, trust, body corporate, partnership firm, karta of Hindu undivided family, holder of Power of Attorney cannot nominate. For further details in this regard members may contact, Datamatics Financial Services Limited, Mumbai, the Registrar and Share Transfer Agents of the Company.
  12. In all correspondence with the Company or with its Registrar and Share Transfer Agents, members are requested to quote their folio number and in case their shares are held in dematerialized form, they must quote their Client ID and their DP ID Numbers.
  13. The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in Corporate Governance” allowing paperless compliance by Companies through electronic mode. Companies are now permitted to send various notices/documents to its members through electronic mode to the registered e-mail addresses of members. Keeping in view the underlying theme and the circular issued by MCA, the Company proposed to send all documents to members like General Meeting Notices (including AGM), Audited Accounts, Director Report, Auditors Report etc. to the members through e-mail. Members holding shares in dematerialized form are requested to register their e-mail ID with their Depository Participants and members holding shares in physical form are requested to register their e-mail ID with Registrar and Share Transfer Agents of the Company i.e , Datamatics Financial Services Limited, Plot No. A-16 & 17, part ‘B’ Cross lane, MIDC, Andheri (E), Mumbai- 400 093 for sending documents through e-mail.
  14. The Notice of the 72<sup>nd</sup> AGM and instruction for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose e-mail addresses are registered with the Company/ Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2014-2015 are being sent by permitted mode.
  15. Members may also note that the Notice of the 72<sup>nd</sup> AGM and the Annual Report 2014-2015 will be available on the Company’s website, [www.kayceeindustries.com](http://www.kayceeindustries.com).
  16. The Securities and Exchanges Board of India(SEBI) vide its Circular dated 21<sup>st</sup> March, 2013 has provided that companies making cash payments to their investors shall use approved electronic mode of payment such as ECS, NECS, NEFT etc. To enable usage of electronic payment instruments, companies are required to maintain requisite bank details of their investors. Therefore, members of the Company who hold shares in physical form are requested to submit the following information under their signatures to Registrar and Share transfer Agents of the Company i.e Datamatics Financial Services Limited for registering bank details if not already registered earlier:-



- a) Name of the sole/first joint-holder
  - b) Folio Number
  - c) Name of Bank
  - d) Address of the Bank branch with Pin code
  - e) Bank Account No.
  - f) Type of Bank Account whether saving or current
  - g) MICR Code and
  - h) IFSC Code
17. In terms of the provisions of Section 124 of the Companies Act, 2013 (corresponding to Section 205A of the Companies Act, 1956), the amount of dividend not encashed or claimed within 7 (Seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Government. Accordingly, the unclaimed dividend in respect of financial year 2007-08 is due for transfer to IEPF by October 2015. In terms of provisions of Section 124 of the Companies Act, 2013 (Corresponding to Section 205C of the Companies Act, 1956), no claim shall lie against the company for the said Fund after the said transfer.
18. All relevant documents referred in the Notice and statement will be available for inspection by the members at the Registered Office of the Company between 10 A.M to 4 P.M on any working day of the company up to the date of meeting.
19. **Information and other instructions relating to e-voting are as under :**
- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).
  - (ii) The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 72<sup>nd</sup> AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
- The Company has appointed Mr. Aashit Doshi, ACS, a Company Secretary in practice as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
- (iii) The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
  - (iv) **Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owner (in case of electronic shareholding) as on cut-off date i.e 23<sup>rd</sup> September, 2015.**

- (v) **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date , i.e 23<sup>rd</sup> September, 2015 only shall be entitled to avail the facility of remote e-voting/voting at the meeting.**

The instructions for shareholders voting electronically are as under:

The voting period begins on 27<sup>th</sup> September, 2015 at 9.00 a.m and ends on 29<sup>th</sup> September, 2015 by 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> September, 2015 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on Shareholders. Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Image Verification as displayed and Click on Login. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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"> <li>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 8 digits of the sequence number in the PAN Field. .</li> <li>In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

After entering these details appropriately, click on "SUBMIT" tab.

Members holding shares in physical form will then directly reach 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.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

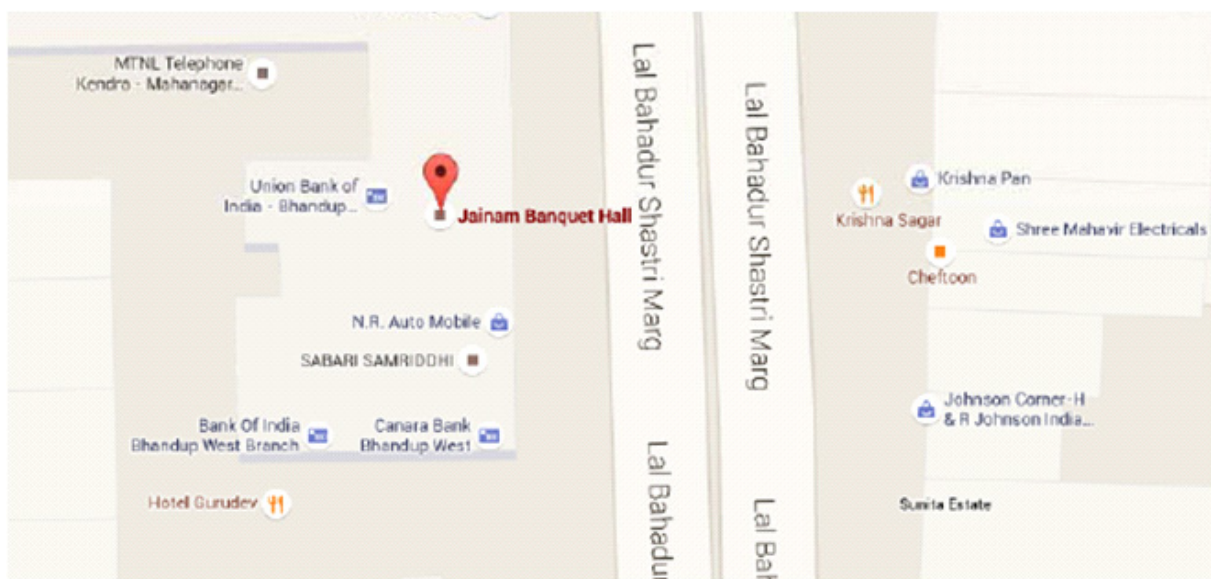
1. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
2. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
3. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
4. 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.
5. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
6. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
7. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- The Company has appointed, Mr.Aashit Doshi, Practising Company Secretary (Membership No. ACS 28415) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of

conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same

- The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kayceeindustries.com](http://www.kayceeindustries.com) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.
20. The route map of the venue of the AGM is given herein below. The prominent landmark near the venue is MTNL, Bhandup, Mumbai.





## **Annexure to the Notice**

### **Explanatory Statement**

The following Explanatory statement relating to Special Business at item Nos. 5 & 6 of the accompanying Notice sets out all material facts as required under section 102 of the Companies Act, 2013 ("the Act").

#### **Item No. 5**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Act, Mrs. Pramila Merani as an Additonal Director of the Company with effect from 30<sup>th</sup> September, 2014.

In terms of the provisions of Section 161 of the Act, Mrs. Pramila Merani will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of Mrs. Pramila Merani for the office of Director of the Company.

Mrs. Pramila Merani 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.

The Company has received a declaration from Mrs. Pramila Merani that she meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of Directors recommends appointment of Mrs. Pramila Merani as Independent Director for five consecutive years with effect from 30<sup>th</sup> September, 2014 subject to approval of members.

In terms of Section 149 and other applicable provisions of the Act, Mrs. Pramila Merani being eligible, is proposed for appointment as Independent Director for five consecutive years on the Board of the Company.

In the Opinion of the Board, Mrs. Pramila Merani fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Mrs. Pramila Merani is independent of the management.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Pramila Merani is recommended to be appointed as an Independent Director.

Except Mrs. Pramila Merani, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

#### **Item No. 6**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Act, Mrs. Savitri Butani as an Additonal Director of the Company with effect from 30<sup>th</sup> September, 2014.

In terms of the provisions of Section 161 of the Act, Mrs. Savitri Butani will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of Mrs. Savitri Butani for the office of Director of the Company.



Mrs. Savitri Butani 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.

The Company has received a declaration from Mrs. Savitri Butani that she meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of Directors recommends appointment of Mrs. Savitri Butani as Independent Director for five consecutive years with effect from 30<sup>th</sup> September, 2014 subject to approval of members.

In terms of Section 149 and other applicable provisions of the Act, Mrs. Savitri Butani being eligible, is proposed for appointment as Independent Director for five consecutive years on the Board of the Company.

In the Opinion of the Board, Mrs. Savitri Butani fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Mrs. Savitri Butani is independent of the management.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Savitri Butani is recommended to be appointed as an Independent Director.

Except Mrs. Savitri Butani, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

By Order of the Board of  
**Kaycee Industries Limited**

Sd/-  
**Kamaleshwari Bind**  
**Company Secretary & Compliance Officer**

Registered office :  
Old Kamani Chambers,  
32- Ramjibhai Kamani Marg,  
Ballard Estate, Mumbai- 400 001  
Dated : 13<sup>th</sup> August, 2015