

KAYCEE INDUSTRIES LIMITED
CIN: L70102MH1942PLC006482

Board of Directors

Ms. Aarti Grover	-Managing Director
Mr. Chandra Prakash Jain	-Executive Director
Mrs. Raju Grover	-Non-executive Director
Mrs. Sona Ramchandani	-Non-executive Independent Director
Mrs. Pramila Merani	-Non-executive Independent Director
Mrs. Savitri Butani	-Non-executive Independent Director

Registered Office

Old Kamani Chmabers,
32- Ramjibhai Kamani Marg,
Ballard Estate, Mumbai- 400 001;
Contact: 022-22613521/22/23
Website : www.kayceeindustries.com

Factory Address

Plot No F-25,
Addl. Ambarnath Industrial Area,
Anand Nagar, Ambarnath(East),
Thane - 421502

Bankers

Saraswat Bank, Fort, Mumbai

Auditors

M/s. N.D Kapur & Co.,
Chartered Accountant,
65, Sonawala Building, 2nd Floor,
Apollo Street, Mumbai- 400 023

Registrar and Share Transfer Agent

Datamatics Financial Services Limited
Plot No. A-16 & 17, Part 'B' Cross Lane,
MIDC, Andheri(E), Mumbai- 400 093
Contact : 022-66712188
Website : www.datamatics .com

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**NOTICE TO THE MEMBERS**

NOTICE is hereby given that the SEVENTY FOURTH 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 Thursday , the 28th September, 2017 at 11.30 A.M to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including audited consolidated Financial Statements) for the Financial Year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.
2. To declare Final Dividend on Equity Shares for the Financial Year Ended 31st March, 2017
3. To re-appoint a Director in place of Mr. Chandra Prakash Jain (DIN 07337778), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration by passing the following resolution, with or without modification(s) as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. A R Sodha & Co., Chartered Accountants, ICAI Registration No. 110324W, be and are hereby appointed as the Statutory Auditors of the Company, in place of M/s. N.D.Kapur & Co, Chartered Accountants, Mumbai to hold office from the conclusion of 74th Annual General Meeting till the conclusion of 79th Annual General Meeting, subject to ratification by the shareholders at every Annual General Meeting to be held during the said period.

RESOLVED FURTHER THAT the Board of Directors or the Audit Committee thereof, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 94(1) and other applicable provisions of the Companies Act, 2013 read with rule 5 (2) of the Companies (Management and Administration) Rules, 2014, consent of the members of the Company be and is hereby accorded to maintain and keep the Company’s registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at the office of Company’s Registrar and Share Transfer Agent, viz., Datamatics Financial Services Limited, Plot No B-5, Part B Cross Lane, MIDC, Andheri (East), Mumbai, Maharashtra 400093 or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.

RESOLVED FURTHER THAT Mrs. Raju Grover, Director be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

By Order of the Board of
Kaycee Industries Limited

Aarti Grover
Managing Director
DIN: 02625342

Raju Grover
Director
DIN: 01584366

Place: Mumbai
Date: 14th August, 2017

**NOTE:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd September, 2017 to Thursday, 28th September, 2017 (both days inclusive).
5. The Final Dividend for the Financial Year ended 31st March, 2017, as recommended by the Board, if approved at the Annual General Meeting, will be paid to those Members whose name appears in the Register of Members of the Company as on the book closure dates.
6. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
7. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Datamatics Financial Services Limited / Investor Service/ Secretarial Department of the Company immediately.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository



Participant(s). Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' available on the website of the Company www.kayceeindustries.com to Datamatics Financial Services Limited or Investor Service/ Secretarial Department of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.

9. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s) shall be sent to their registered address. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
10. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 22nd September, 2017, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled/eligible to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9 a.m. on Monday, 25th September, 2017 and will end at 5 p.m. on Wednesday, 27th September, 2017. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Mr. Aashit Doshi, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

PROCEDURE FOR REMOTE E-VOTING

- (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 Reg 44 of SEBI (LODR), 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 74th 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 22nd September, 2017.
- (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 22nd September, 2017 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 25th September, 2017 at 9.00 a.m and ends on 27th September, 2017 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 22nd September, 2017 , 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.

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 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"> ● 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. ● 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 Rakesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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.

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 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.
- 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com
- The Company has appointed, Mr.Aashit Doshi, Practising Company Secretary (Membership No. FCS 9321) 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 Chairperson 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 and on the website of CDSL www.evoting.cdsi.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.
11. The route map of the venue of the AGM is given herein below. The prominent landmark near the venue is State Bank of India, Bhandup, Mumbai.





EXPLANATORY STATEMENT

Item no. 05

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.

Accordingly, the approval of the members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforementioned registers and documents at the office of the Registrar and Transfer Agent ("RTA"), Datamatics Financial Services Limited, Plot No B-5, Part B Cross Lane, MIDC, Andheri (East), Mumbai, Maharashtra 400093 or any other its office or place within the Mumbai city.

A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Maharashtra, Mumbai, as required under the said Section 94 (1) of the Companies Act, 2013. The Directors recommend the said resolution proposed vide Item No. 05 to be passed as Special Resolution by the members. None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the said resolution.

ADDITIONAL INFORMATION WITH REGARD TO DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE SEVENTY FOURTH ANNUAL GENERAL MEETING:

Particulars	Chandra Prakash Jain
Date of Birth	08/03/1960
Date of Appointment	12/02/2016
Qualifications	B.Com & C.A Intern
Experience	More than 31 years
Expertise in specific functional areas	Information Technology and Manufacturing
Terms and condition of appointment / re-appointment along with remuneration to be drawn	NIL
Relationship with other Directors, Manager and other KMP	NIL
No. of Board meeting attended during the year	5
Directorships held in other companies (excluding foreign companies)	NIL
Memberships / Chairpersonships of Committees of the Company	NIL
Memberships / Chairpersonships of Committees of the other Company	NIL
Number of shares held in the Company	319



DIRECTORS' REPORT

The Members
Kaycee Industries Limited
 Mumbai

Your Directors have pleasure in presenting the 74th Annual Report and Financial Statements for the Financial Year ended 31st March, 2017.

In line with the requirements of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Regulations'), this report covers the financial results and other developments during the Financial Year April 1, 2016 to March 31, 2017.

FINANCIAL HIGHLIGHTS:

Particulars	2016-2017 (Rs.)	2015-2016 (Rs.)
Sales & Other Income	24,43,69,029	23,61,63,294
Profit before Depreciation	(5,41,822)	(13,05,319)
Less :Depreciation & Amortization	32,56,027	34,48,830
Profit/(Loss) Before Taxation	27,14,205	(21,43,511)
Less : Taxation	37,06,623	6,09,010
Profit/(Loss) after Taxation	64,20,828	(27,52,521)

DIVIDEND

The Directors recommend payment of Dividend of Rs. 5/- Per equity share of Rs. 100 each, amounting to Rs. 3,17,350/- and Dividend distribution tax of Rs. 51,482/- there on equity shares, for the year ended March 31, 2017.

PERFORMANCE REVIEW

During the year under review, total income of the Company was Rs. 24, 43, 69,029 as against Rs. 23, 61, 63,294 in previous year ended 31st March, 2016. Net profit incurred during the year amounting to Rs. 64, 20,828 as against Net loss of Rs. 27, 52,521 in the previous year. Your company is recurring low profit due to sluggish market conditions. Your Directors are putting in their best efforts to improve the performance of the Company.

Measures taken by the new Government are positive for overall industrial sectors including electrical distribution and other components of industry .The situation is expected to improve and the initiatives and measures on policy matters will have its genuine effect in contribution to economic growth over next 2 years period and hence, medium to long term outlook seems positive, subject to future risks and uncertainties relating to general economic and industry conditions, currency exchange rates, interest rates, implementation of policies and other factors affecting the industry.

If the government's initiative shows positive in the next two years, then the company's revenue and profit will show a positive sign and it is good to the manufacturing industry and also to the company's progress.

RESERVES

No amount has been transferred in reserves during the current Financial Year.

DEPOSITS

The company has not accepted any deposits from the public during the year under report.



HUMAN RESOURCES

Your Directors wish to place on record their deep appreciation for its Human Resources. The Company continues its focus on development of human resource, which is one of its most critical assets. Learning, training and development has been strengthened to bring value addition in employees and to enhance team building and core competencies. The Company focuses on providing the employees friendly environment and culture and career growth opportunities. The Company also enhances the skills of the employees by providing various inputs and information's and also gives the training to its employees on the products and components of the company.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The unclaimed dividend amount aggregating to Rs. 16,270/- for the Financial Year on 31st March, 2009 was transferred to the Investor Education and Protection Fund established by the Central Government, for the Financial Year ended March 31, 2016, pursuant to Section 205C of the Companies Act, 1956.

DISCLOSURE OF PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The disclosure of particulars relating to conservation of energy and technology absorption and foreign exchange earnings and outgo as required by Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is given in **Annexure - I**.

DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 134 (5) OF THE COMPANIES ACT, 2013

The Directors confirm that:

- 1) In the preparation of the annual accounts, the applicable accounting standards have been followed by the Company;
- 2) Such accounting policies have been selected and consistently applied and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit/loss of the Company for the year ended on that date;
- 3) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the applicable provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) Annual accounts have been prepared on a going-concern basis;
- 5) Internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively.
- 6) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013, Mr. Chandra Prakash Jain, Executive Director is liable to retire by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting. Your Board recommends his re-appointment.

The Company has received declaration from all the Independent Directors of the Company, viz Mrs. Sona Ramchandani, Mrs. Pramila Merani and Mrs. Savitri Butani confirming that they meet with the criteria of independence as prescribed under the Companies Act, 2013 and Listing Obligation & Disclosure Requirement (LODR).

All the directors being appointed or re-appointed have confirmed that they are not disqualified from being appointed as Directors in terms of section 164 of the Companies Act, 2013.

The Composition of the Board and KMP as on date is as under:

- | | | | |
|-----|--------------------------|---|-------------------------|
| (1) | Ms. Aarti Grover | - | Managing Director (KMP) |
| (2) | Mr. Chandra Prakash Jain | - | Executive Director |