

Brand that sets
the standard



KAYCEE INDUSTRIES LTD.

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

Tel. : 0251 6940938, CIN No. : L70102MH1942PLC006482

Email : kayceeindltd@vsnl.com Web. : www.kayceeindustries.com

14.10.2016

Dept. of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai 400 001

Scrip Code No. 504084

SUB: SUBMISSION OF ANNUAL REPORT FOR THE YEAR 2015-2016

Dear Sir

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we enclose herewith Annual Report of the Company for the year 2015-2016 as approved and adopted in the 73rd Annual General Meeting of the Company held on 29th September, 2016.

Kindly take the above intimation on your record.

Thank you

Yours faithfully
For Kaycee Industries Limited




Kamalshwari Bind
Company Secretary & Compliance Officer

Encl: As above



Regd. Office : Old Kamani Chambers, 32, Ramjibhai Kamani Marg,
Ballard Estate, Mumbai - 400 001.



KAYCEE INDUSTRIES LIMITED
CIN: L70102MH1942PLC006482

Board of Directors

Ms. Aarti Grover	-Managing Director
Mr. Chandra Prakash Jain (w.e.f. 12/02/2016)	-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 THIRD 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 29TH September, 2016 at 11.00 A.M to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt Balance Sheet as at 31st March, 2016 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 Mrs. Raju Grover, Director who retires by rotation and being eligible, offer 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, 142 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 30th 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. Appointment of Mr. Chandra Prakash Jain as Executive Director of the Company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196,197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) and the Rules framed there under read with Schedule V to the Act, and subject to the approval of the Central Government, if required and such other authorities as may be necessary, consent of the Shareholders of the Company, be and is hereby accorded for appointment of Mr. Chandra Prakash Jain, as Executive Director (DIN : [07337778](#)) of the Company for a period of Three years with effect from 12th February, 2016 on a remuneration and such other terms and conditions hereinafter mentioned.

- a) Salary: Rs. 11, 88,342/- per month.
- b) Allowances & Perquisites:
 - i) Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, Watchman and personal attendant or House Rent Allowance in lieu thereof.



- ii) Medical benefits for self and family: Reimbursement of all expenses actually incurred in India and/or Abroad.
- iii) Leave travel concession for self, wife and minor children once a year.
- iv) Premium on personal accident insurance policy as per the Company's rules.
- v) Premium on medical insurance for self and family as per the Company's rules.
- vi) Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of Salary.
- vii) Gratuity not exceeding one half month's salary for each completed year of service.
- viii) Encashment of leave as per rules of the Company.
- xi) Free use of car with driver for official use.
- x) Free telephone facility at residence including mobile phone for official use.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorized to vary the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by any competent authority prescribed in the Act and rules as are applicable from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard."

6. Borrowing money(ies) for the purpose of business of the Company:

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

"RESOLVED THAT in supersession of the ordinary resolution passed by the Members of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 10 crore (Rupees Ten crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is



hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

7. Adoption of New Set of Articles of Association

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

“**RESOLVED FURTHER THAT** Ms. Aarti Grover, Managing Director of the Company, be and is hereby severally authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

8. Adoption of New Set Of Memorandum Of Association

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;

“**RESOLVED FURTHER THAT** Ms. Aarti Grover, Managing Director of the Company, be and is hereby severally authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office :
Old Kamani Chambers,
32- Ramjibhai Kamani Marg,
Ballard Estate, Mumbai- 400 001

By Order of the Board of
Kaycee Industries Limited

Sd/-

Dated: 12th August, 2016

Kamaleshwari Bind
Company Secretary & Compliance Officer

**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 equity shares 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. 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.
3. 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.
4. 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.
5. 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 23rd September, 2016 to Thursday, the 29th September, 2016 (both days inclusive).
7. 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 Thursday, 29th September, 2016, 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 **22nd September, 2016**.
8. (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.
9. 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 (7) days prior to the meetings so that the required information can be made available at the time of meeting.
10. 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.

11. 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.
12. 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.
13. The Notice of the 73rd 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 2015-2016 are being sent by permitted mode.
14. Members may also note that the Notice of the 73rd AGM and the Annual Report 2015-2016 will be available on the Company’s website, www.kayceeindustries.com.
15. The Securities and Exchanges Board of India(SEBI) vide its Circular dated 21st 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
16. 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 2008-09 is due for transfer to IEPF by October 2016. 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.

17. 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.

18. 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 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 73rd 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, 2016.**
- (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, 2016 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 26th September, 2016 at 9.00 a.m and ends on 28th September, 2016 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, 2016 , 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:

PAN	For Members holding shares in Demat Form and Physical Form
	<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 Ramesh 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 in instruction (iv).

After entering these details appropriately, click on “SUBMIT” tab.

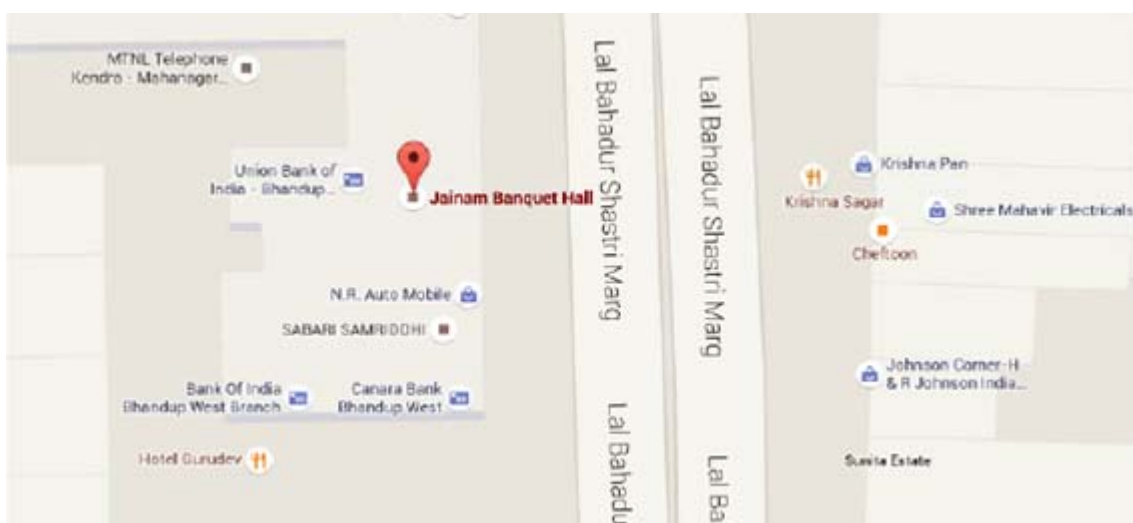
Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password 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 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. 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 (3) 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.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.
19. The route map of the venue of the AGM is given herein below. The prominent landmark near the venue is MTNL, Bhandup, Mumbai.



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

Particulars	Raju Grover	Chandra Prakash Jain
Date of Birth	80/09/1951	08/03/1960
Date of Appointment	31/07/2009	12/02/2016
Qualifications	B.A	B.Com & C.A Intern
Experience	More than 30 years	More than 30 years
Expertise in specific functional areas	Information Technology and Manufacturing	Information Technology and Manufacturing
Terms and condition of appointment / re-appointment along with remuneration to be drawn	NIL	Annexure
Relationship with other Directors, Manager and other KMP	Mother of Ms. Aarti Grover, Managing Director of the Company	NIL
No. of Board meeting attended during the year	7	3
Directorships held in other companies (excluding foreign companies)	1. CMS Computers Limited 2. CMS Traffic Systems Limited 3. CMS-DITL Limited 4. Systime Computers Limited 5. CMS –Ident Private Limited 6. G G Constructions Private Limited 7. Dynamic Hydro Machines Private Limited 8. New Video Private Limited 9. CMS Universal Solutions Private Limited 10. Acu Soft Technologies Private Limited 11. Jess Prasad Engineering & Metallurgical Services Private Limited 12. CMS Info Systems Limited 13. Money Ease Capital pvt. Ltd	NIL



	14.RDJ Constructions pvt. Ltd 15.Dominant Developers pvt. ltd 16.Datacom computer services pvt. ltd. 17.People Upliftment Foundation 18.ST Energy Solutions Private Limited 19.CMS IT Services Private Limited	
Memberships / Chairpersonships of Committees of the Company	Member of Nomination 1. Remuneration Committee 2. Audit Committee 3. Share Transfer- Cum-Shareholder Grievance Committee	NIL
Memberships / Chairpersonships of Committees of the other Company	NIL	NIL
Number of shares held in the Company	NIL	319

ANNEXURE TO THE NOTICE

Explanatory Statement

The following Explanatory statement relating to Special Business at item Nos. 5,6,7 and 8 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 Director of the company in its meeting held on 14th November, 2015 had appointed Mr. Chandra Prakash Jain as Additional Director of the company. Subsequently, Board of Director in its meeting held on 12th February, 2016 re-designated the directorship of Mr. Chandra Prakash Jain as Executive Director for a period of 3 years with effect from 12th February, 2016, subject to the approval of shareholders of the company. Pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and rules there under, he holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from a member pursuant to Section 160 of the Act proposing his candidature for the office of Director of the company along with the deposit of requisite amount.

The Brief profile of Mr. Chandraprakash Jain is as under:

Mr. Chandra Prakash Jain (DIN [07337778](#)), aged 55 years, holds Bachelor’s in Commerce and CA Intern. He has 30 years of experience in Information Technology and Manufacturing Industry with specific focus on electric and engineering instrument. He has handled various functions during his tenure including accounts, finance, international and Indian sales, Business development, supply chain management, among others. He has an inclusive management style and believes in vesting confidence and building competency in his team.



The Board considers that the appointment of Mr. Chandra Prakash Jain as a Executive Director of the company would be of immense benefit to the company. Accordingly, the Board of Directors recommends his appointment as Executive Director of the company for period of Three years with effect from 12th February, 2016.

A. Tenure of Appointment:

The appointment of Mr. Chandra Prakash Jain as Executive Director is for a period of Three year with effect from 12th February, 2016.

B. Nature of Duties:

Subject to the control and supervision of the Board of Directors, Mr. Chandra Prakash Jain , Executive Director shall be in charge of the management of the affairs of the Company and he shall perform such duties and exercise such powers as may be entrusted to him from time to time by the Board of Directors and shareholders except such matters which are specifically to be done by the Board of Directors under the Articles of Association of the Company or under the Companies Act, 2013 and the rules there under or under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Mr. Chandra Prakash Jain, Executive Director shall be liable to retire by rotation in accordance with Section 152 of the Companies Act, 2013 and the Articles of Association of the Company. There will be no break in his office as Executive Director in case he is re-appointed by the shareholders.

The appointment shall be terminable by either party by giving 3 months' written notice provided that the Company shall have the option to pay salary in lieu of notice for the full period of 3 months or for such period by which such notice falls short of 3 months.

C. Remuneration:

- a) Salary: Rs. 11, 88,342/- per month.
- b) Allowances & Perquisites:
 - i) Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, watchman and personal attendant or House Rent Allowance in lieu thereof.
 - ii) Medical benefits for self and family: Reimbursement of all expenses actually incurred in India.
 - iii) Leave Travel Concession for self, wife and minor children once a year.
 - iv) Premium on Personal accident insurance policy as per the Company's rules.
 - v) Premium on Medical Insurance for self and family as per the Company's rules.
 - vi) Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary.
 - vii) Gratuity not exceeding one half month's salary for each completed year of service.
 - viii) Encashment of leave as per rules of the Company.
 - ix) Free use of car with driver for official use.
 - x) Free telephone facility at residence including mobile phone for official use.

Considering the magnificent contribution made by Mr. Chandra Prakash Jain, Executive Director towards the growth of the Company, it is also proposed to pay salary to Mr. Chandra Prakash Jain, Executive Director as provided in the resolution under item no. 5 of the notice of this meeting.



Except Mr. Chandra Prakash Jain to whom the resolution relates & his relative (to the extent of their shareholding interest in the company), none of the Directors, Key managerial personnel and their relatives are concerned or interested financially or otherwise, in the resolution.

Your Director recommends the resolution for your approval as an Ordinary resolution.

Item No. 6

In view of the potential growth in business of the Company and anticipating the need of additional funds that may be required in the near future, it was considered essential to borrow monies from diverse sources for various business activities/initiatives undertaken by the Company, consequent to which the amount borrowed and outstanding could exceed the present limit. The Board accordingly recommends the revised limit to the extent of Rs. 10 Crore (Rupees Ten Crore only) under 180(1) (c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members. The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item 7 & 8

M/s. Kaycee Industries Limited was incorporated on 15th December, 1942, under the provisions of the Indian Companies Act, 1913.

The existing Memorandum and Articles of Association ("MOA & AOA") were based on the Indian Companies Act, 1913 and Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Indian Companies Act, 1913 and Companies Act, 1956 and which are no longer in force. The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed articles of association is available in the website of the company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department by writing with registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Registered Office :

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

Dated: 12th August, 2016

By Order of the Board of
Kaycee Industries Limited

Sd/-

Kamaleshwari Bind
Company Secretary & Compliance Officer



DIRECTORS' REPORT

The Members
Kaycee Industries Limited
 Mumbai

Your Directors have pleasure in presenting the 73rd Annual Report and Financial Statements for the Financial Year ended 31st March, 2016.

WORKING RESULTS

The Company's financial performance, for the year ended March 31, 2016 is summarized below:-

Financial Performance:

Particulars	2015-2016 (Rs.)	2014-2015 (Rs.)
Sales & Other Income	23,61,63,294	22,75,29,425
Profit before Depreciation	(13,05,319)	(89,64,720)
Less :Depreciation & Amortization	34,48,830	30,12,787
Profit/(Loss) Before Taxation	(21,43,511)	(119,77,507)
Less : Taxation	6,09,010	(5,79,993)
Profit/(Loss) after Taxation	(27,52,521)	(1,13,97,514)

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, 2016.

PERFORMANCE REVIEW

During the year under review, total income of the Company was Rs. 23, 61, 63,294 as against Rs. 22, 75, 29,425 in previous year ended 31st March, 2015. Net loss incurred during the year is reduced to Rs. 2,75,2,521 as against Net loss of Rs. 11,39,7,514 in the previous year. Your company suffering from loss due to low order received from clients and adverse and sluggish market conditions. Your Directors are putting in their best efforts to improve the performance of the Company.

The operational performance of the Company has been comprehensively covered in the Management Discussion and Analysis Report (**Annexure VI**)

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 to place tremendous importance on overall development of all its employees.

**TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

The unclaimed dividend amount aggregating to Rs. 14,940/- for the financial year on 31st March, 2008 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, 2016 and of the 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 and the Articles of Association of the Company, Mrs. Raju Grover, Director is liable to retire by rotation and being eligible, offers herself for re-appointment at the ensuing Annual General Meeting. Your Board recommends her re-appointment.

During the year company has appointed Mr. Chandra Prakash Jain as Additonal Director of the company and re-designated as Executive Director for the tenure of 3 years effective from 12th February, 2016, subject to approval of shareholders in the ensuing Annual General Meeting.

The Company has received declaration from all the Independent Directors of the Company, viz Mrs. Pramila Merani and Mrs. Savitri Butani confirming that they meet with the criteria of independence as prescribed under the Companies Act, 2013 and LODR Regulation.

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 |
| (3) | Mrs. Raju Grover | - | Non-executive Director |



- | | | | |
|-----|-----------------------|---|------------------------------------|
| (4) | Mrs. Sona Ramchandani | - | Non-executive Independent Director |
| (5) | Mrs. Pramila Merani | - | Non-executive Independent Director |
| (6) | Mrs. Savitri Butani | - | Non-executive Independent Director |
| (7) | Ms. Kamaleshwari Bind | - | Company Secretary (KMP) |
| (8) | Mr. Deepak Potdar | - | Chief Financial Officer (KMP) |

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company.

VARIOUS COMMITTEES OF THE BOARD AND THEIR COMPOSITIONS

A]	Audit Committee	Mrs. Sona Ramchandani - Chairperson Mrs. Raju Grover Mrs. Pramila Merani
B]	Nomination Remuneration Committee	Mrs. Raju Grover Mrs. Sona Ramchandani - Chairperson Mrs. Pramila Merani
C]	Share Transfer- Cum- Stakeholder Grievance Committee	Mrs. Sona Ramchandani - Chairperson Mrs. Raju Grover Mrs. Pramila Merani

NUMBER OF MEETINGS OF THE BOARD

During the FY 2015-16, seven meetings of the Board of Directors were held.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the proper performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairperson was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent Directors, performance of the Board as a whole and performance of the Chairperson was evaluated, taking into account the views of Executive Directors and Non-executive Directors. The same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and Individual Directors was also discussed.

EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration), 2014 is furnished in **Annexure II** and is attached to this Report.



INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

AUDITORS

At the Annual General Meeting held on 30th September, 2015; M/s. N.D .Kapur & Co., Chartered Accountant, were appointed as the Statutory Auditor of the Company to hold office till the conclusion of the 74th AGM of the Company to be held in the year 2017. Pursuant to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/ s. N.D .Kapur & Co., is placed for ratification by the members at the ensuing Annual General Meeting. The Company has received from M/s. N.D .Kapur & Co., a certificate to the effect that their proposed ratification, if made will be in accordance with Section 141 of the Companies Act, 2013. The Board recommends the ratification of appointment of statutory auditors for the financial year 2016-2017. The members are requested to appointed M/s. N.D .Kapur & Co., Chartered Accountant and authorize the Board to fix their remuneration.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The Contracts or Arrangements with related parties are done on arm's length and in ordinary course of business which are detailed in Note 25 in Notes to Accounts of the Financial Statements for the year ended 31st March, 2016. **(Annexure III)**

There are no contracts or arrangements entered into with related parties, except payment of managerial remuneration to Directors and Managing Director (MDs). Further, the policy on Related Party Transactions duly approved by the Board of Directors of the Company has been posted on the www.kayceeindustries.com.

SECRETARIAL AUDIT REPORT

The Board has appointed Mr. Aashit Doshi, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as **Annexure IV** to this Report.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not made any loans or advances or investments or provided securities to other bodies corporate during the year.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The particulars of employees required to be furnished pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as **Annexure V** to this Report. However, as per the provisions of Section 136 of the Companies Act, 2013, the Annual Report is being sent to all members of the Company.

During the year under review, none of the employees of the Company was in receipt of remuneration aggregating Rs. 1,02,00,000/- or more per annum, if employed throughout the year, or Rs. 8,50,000/- or more per month, in case employed for part of the year. Hence, there are no particulars to be annexed to this report as required under sub-rules 2 and 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has M/S. RDJ Construction Private Limited as Subsidiary Company.

M/s CMS Computers Limited and other group company of CMS group covered under the definition of Associate Companies. Furthermore, company is not having any joint venture.



CORPORATE GOVERNANCE

The Company is committed to good corporate governance in line with the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. However, since the Net worth and paid up capital of the Company is below Rs. 25 Crores and Rs 10 Crores respectively the Regulation 27 and Para C, D and E of Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 are not applicable and hence Corporate Governance Report does not forms part of the Annual Report. As good Corporate Governance the companies intimate to the Stock Exchange its non-applicability for each quarter.

MANAGEMENT DISCUSSIONS AND ANALYSIS

A brief note on Management Discussions and Analysis of the results for the year under review is given in **Annexure VI** which forms part of the Directors' Report.

CORPORATE RESPONSIBILITY STATEMENT (CSR)

Your Directors state that the provisions of Section 135 of the Companies Act, 2013 regarding the provisions Corporate Social Responsibility is not applicable to the Company as the Company is not falling under the said parameters.

VIGIL MECHANISM

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Task Force or to the Chairperson of the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report.
2. The Company does not have any Risk Management Policy as the element of risk threatening the Company's existence is very minimal.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
4. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank all employees of the Company for their hard work, dedication and commitment and appreciate the co-operation received from the Bankers and other Government authorities during the year under review.

For and on behalf of the Board

Sd/-

AARTI GROVER
Managing Director
DIN : 02625342

Sd/-

RAJU GROVER
Director
DIN : 01584366

Place: Mumbai
Dated: 12th August, 2016

**Form AOC - I**

(Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiary company

1.	Sl. No.	1
2.	Name of the subsidiary	RDJ Construction Private Limited
3.	Reporting period for the subsidiary concerned	01.04.2015 to 31.03.2016
4.	Reporting currency	Rupees
5.	Share capital	100,000/-
6.	Reserves & surplus	2,920,927/-
7.	Total assets	46,211,497/-
8.	Total Liabilities	43,190,570/-
9.	Investments	NIL
10.	Turnover	886,231/-
11.	Profit before taxation	(365,500)/-
12.	Provision for taxation	144,110/-
13.	Profit after taxation	(509,610)/-
14.	Proposed Dividend	NIL
15.	% of shareholding	99.90 %



PARTICULAR OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS OF THE COMPANIES) RULES, 2014.

In terms of Section 134 (3) (m) of the Companies Act, 2013 and the Companies (Accounts of Companies) Rule, 2014, your Directors furnish hereunder the additional information, which form part of the Directors' Report:

CONSERVATION OF ENERGY

General awareness is being brought about among the entire work force at Company's plant to reduce the consumption of energy in particular to avoid wastage.

POWER AND FUEL CONSUMPTION	CURRENT YEAR 31.03.2016	PREVIOUS YEAR 31.03.2015
a. Ambernath Factory		
Unit (KWH)	65192	26927
Total Amount (Rs.)	599210	304270
Rate/KWH (Average) Rs.	10.88	11.30
b. Bhandup Factory		
Unit (KWH)	Nil	161067
Total Amount (Rs.)	Nil	1446900
Rate/KWH (Average) Rs.	Nil	8.98

TECHNOLOGY ABSORPTION

The Company's manufacturing process is based on indigenous technology. The Company has not imported any technology during the year.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earning: Rs. 41, 10,661/-

Foreign Exchange Outgo: Rs. 87,288/-

By order of the Board
Kaycee Industries Ltd.

Sd/-

AARTI GROVER
Managing Director
DIN : 02625342

Sd/-

RAJU GROVER
Director
DIN : 01584366

Place: Mumbai
Dated: 12th August, 2016

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2016
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS :

I.	REGISTRATION & OTHER DETAILS	
1.	CIN	L70102MH1942PLC006482
2.	Registration Date	006482
3.	Name of the Company	KAYCEE INDUSTRIES LIMITED
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES
5.	Address of the Registered Office & contact details	OLD KAMANI CHAMBERS, 32-RAMJIBHAI KAMANI MARG, BALLARD ESTATE, MUMBAI-400001
6.	Whether listed Company	YES
7.	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	Datamatics Financial Services Limited Plot No.A-16 & 17 part 'B' Cross Lane, MIDCAndheri (E), Mumbai 400 093 Contact : 022-66712188

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

Sr.No.	Name and Description of Main Products/services	NIC Code of the Product/Service	%to total turnover of the Company
1	SWITCHES	27104	72.05%
2	COUNTERS	26519	10.38%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S.NO	Name And Address Of The Company	CIN/GIN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1.	RDJ Constructions Private Limited	U45200MH2000PTC125073	99.90%	9990	87(i)(ii)



**IV. (A) SHARE HOLDING PATTERN (Equity Share Capital Break Up as Percentage of Total Equity)
Category-wise Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31 March 2015)				No. of Shares held at the end of the year (As on 31 March 2016)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
A. Promoters									
(1) Indian	—	—	—	—	—	—	—	—	—
a) Individual/HUF	—	—	—	—	—	—	—	—	—
b) Central Govt	—	—	—	—	—	—	—	—	—
c) State Govt(s)	—	—	—	—	—	—	—	—	—
d) Bodies Corp.	45719	—	45719	72.0325	45601	—	45601	71.8465	-0.1859
e) Bank/FI	—	—	—	—	—	—	—	—	—
f) Any other	—	—	—	—	—	—	—	—	—
Total shareholding of Promoter (A)	45719		45719	72.0325	45601		45601	71.8465	-0.1859
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	—	—	—	—	—	—	—	—	—
b) Banks/FI	—	158	158	0.2489	—	158	158	0.2489	00
c) Central Govt	—	—	—	—	—	—	—	—	—
d) State Govt(s)	—	—	—	—	—	—	—	—	—
e) Venture Capital Funds	—	—	—	—	—	—	—	—	—
f) Insurance Companies	—	—	—	—	—	—	—	—	—
g) FIs	—	—	—	—	—	—	—	—	—
h) Foreign Venture Capital Funds(Specify)	—	—	—	—	—	—	—	—	—
Sub-total (B)(1):-	—	158	158	0.2489	—	158	158	0.2489	00
	—	—	—	—	—	—	—	—	—
2. Non-Instituions									
a) Bodies Corp.									
i) Indian	606	19	625	0.9847	605	19	624	0.9831	-0.0016
ii) Overseas	—	—	—	—	—	—	—	—	—
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	11260	4890	16150	25.4451	11272	4858	16130	25.4136	-0.0315
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	—	—	—	—	—	—	—	—	—
c) Others (specify)									
Non Resident Indians	2	644	646	1.0178	141	644	785	1.2368	0.2190
Non Resident Indians rept	172	0	172	0.2710	172	0	172	0.2710	00
Overseas Corporate bodies	—	—	—	—	—	—	—	—	—
Foreign Nationals	—	—	—	—	—	—	—	—	—
Clearing Members	—	—	—	—	—	—	—	—	—
Trusts	—	—	—	—	—	—	—	—	—
Foreign Bodies- DR	—	—	—	—	—	—	—	—	—
Sub-Total (B)(2):-	12040	5553	17593	27.7186	12190	5521	17711	27.9045	0.1859
Total Public Shareholding (B)=(B)(1)+(B)(2)	12040	5711	17751	27.9675	12190	5679	17869	28.1535	0.1859
c. Shares held by custodian for GDRs & ADRs	—	—	—	—	—	—	—	—	—
Grand Total (A+B+C)	57759	5711	63470	100	57791	5679	63470	100	00

B) SHAREHOLDING OF PROMOTER

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of Total shares of the Company	% of shares pledged/ encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pldeged/ encumbered to total shares	
1	CMS TRAFFIC SYSTEMS LIMITED	21656	34.1201	—	21656	34.1201	—	—
2	CMS COMPUTERS LIMITED	13769	21.6937	—	13769	21.6937	—	—
3	CMS COMPUTERS LIMITED	10294	16.2187	—	10176	16.0328	—	0.1859
	Total	45719	72.0325	—	45601	71.8466	—	0.1859

C) Change in Promoter's Shareholding (Please specify, if there is no change)

SN.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	45719	72.0325	45719	72.042
	3 rd April, 2015 (Decrease in promoters the shareholding)- Sale of shares – as per the instruction of SEBI	(140)	(0.221)	(140)	(0.221)
	11 th September, 2015 (Increase in Promoters the shareholding) Routine activity	22	0.35	22	0.35
	At the end of the year	45601	71.8466	45725	72.042

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, promoters and Holders of GDRs and ADRs):

S.N.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	JYOTI C JAIN	533	0.840	633	0.997
2.	CUSTODIAN OF ENEMY PROP FOR (I)	629	0.991	629	0.991
3.	ASLAM QADAR KHAN	330	0.520	330	0.520
4.	CHANDRA PRAKASH JAIN	319	0.503	319	0.503
5.	RAJ MOHINI	298	0.470	298	0.470
6.	ARUNA P CHOKSHI	124	0.195	215	0.339
7.	EKTA CHANDRAPRKASH JAIN	44	0.069	191	0.301
8.	VIJAYKUMAR BABULAL SHAH	95	0.150	189	0.298
9.	SANJAY KUMAR BATT A	171	0.269	171	0.269
10.	PIYUSH VASANTLAL VARAIYA	426	0.671	151	0.238



E) Shareholding of Directors and Key Managerial Personnel

SN.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Mr. Chandra Prakash Jain				
	At the beginning of the year	319	-	319	319
	Date wise Increase/Decrease in Promoters Shareholding during the bonus/sweat equity etc);				
	At the end of the year	319	—	319	319

V) INDEBTEDNESS- Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,76,76,565	20,00,000	Nil	Nil
ii) Interest due but not paid	0	0	Nil	Nil
iii) Interest accrued but not due	0	0	Nil	Nil
Total (i+ii+iii)			Nil	Nil
Change in Indebtedness during the financial year			Nil	Nil
*Addition	Nil	Nil	Nil	Nil
*Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i)Principal Amount	Nil	Nil	Nil	Nil
ii)Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS ANY KEY MANAGERIAL PERSONNEL:-
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		AARTI GROVER	DEEPAK POTDAR	KAMALESHWARI BIND	CHANDRA PRAKASH JAIN	
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income- tax Act, 1961	17,04,600	6,94,669	5,58,071	11,88,342	41,45,682
	(b) Value of perquisite u/s 17(2) Income-tax Act,1961	0	0	0		
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	0	0	0		
2	Stock Option					
3	Sweat Equity					
4	Commission -as % of profit- Others Specify					
5	Others, please specify Total (A) Ceiling as per the Act					

B. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mrs. Sona Ramchandani	Mrs. Pramila Merani	Mrs. Savitri Butani	
1	Independent Directors	NIL	NIL	NIL	NIL
	Fee for attending Board Committee meetings	—	—	—	
	Commission	—	—	—	
	Others, please specify	—	—	—	
	Total (1)				
2	Other Non-Executive Director	—	—	—	
	Fee for attending board committee meetings	—	—	—	
	Commission	—	—	—	
	Others, please specify	—	—	—	
	Total (2)	—	—	—	
	Total (B)= (1+2)	—	—	—	
	Total Managerial Remuneration	—	—	—	
	Overall Ceiling as per the Act	—	—	—	



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax act, 1961	-	5,58,071	6,94,669	12,52,740
	(b) Value of perquisite u/s 17(2) Income- tax at, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961				
2	Stock Option	—	—	—	—
3	Sweat Equity	—	—	—	—
4	Commission-as % of profit Others, specify	—	—	—	—
5	Others, please specify Total	— —	—	—	— —

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

TYPE	SECTION OF THE COMPANIES ACT	BRIEF DESCRIPTION	DETAILS OF PENALTY/PUNISHMENT/COMPOUNDING FEES IMPOSED	AUTHORITY (RD/NCLT/COURT)	APPEAL MADE, IF ANY (GIVE DETAILS)
COMPANY					
Penalty	NIL				
Punishment					
Compounding					
DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
OTHER OFFICER IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					



Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

- (a) Name(s) of the related party and nature of relationship:
- (b) Nature of contracts/arrangements/transactions:
- (c) Duration of the contracts / arrangements/transactions:
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (e) Justification for entering into such contracts or arrangements or transactions
- (f) Date(s) of approval by the Board:
- (g) Amount paid as advances, if any:
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:

2. Details of material contracts or arrangement or transactions at arm's length basis :

Particulars	Kay Management Person	Enterprises which are owned, or have significant influence of or are partner with Key Management Personnel and their relatives			Subsidiary Company
	Aarti Grover	CMS Traffic Systems Limited	CMS Computers Limited	Royal Virgo Travels	RDJ Construction Private Limited
Purchase & Service Expenses					
Interest Paid				2,60,000	
Reimbursement of Expenses		10,76,082	96,848		6,87,000
Service Charges					
Sales		21,81,598.40	78,46,702.89		
Commission					
Remuneration	17,04,600				
Rent Received			41,01,660		
Computer Maintenance Charge Paid					
Unsecured Loans					
Amount Paid as Advances, if any					
Date of Approved by the Board, if any					

By Order of the Board of
Kaycee Industries Limited

Sd/-
Aarti Grover
Managing Director
DIN: 02625342

Sd/-
Raju Grover
Director
DIN : 01584366

Place: Mumbai
Date: 12th August 2016



SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
KAYCEE INDUSTRIES LIMITED
Old Kamani Chambers
32-Ramjibhai Kamani Marg
Ballard Estate, Mumbai-400001.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KAYCEE INDUSTRIES LIMITED** having CIN: L70102MH1942PLC006482 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and
 - (c) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

As per the explanations given to me in the representations made by the management and relied upon by me, during the period under review, provisions of the following regulations / guidelines were not applicable to the Company:

- (i) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; and
- (ii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999



- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

I have also examined compliance with applicable clauses of the following:

- (i) Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India under the Companies Act, 2013.
- (ii) The Listing Agreement for Equity Shares entered into by the Company with Stock Exchange(s) for the period from 1st April, 2015 to 30th November, 2015 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1st December, 2015 to 31st March, 2016.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to this report to the extent applicable.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non – Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is generally given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

As per the explanations given to me in the representations made by the management and relied upon by me, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, however the same may be further strengthened.

As per the explanations given to me in the representations made by the management and relied upon by me, I further report that, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

Sd/-

Aashit Doshi
Practicing Company Secretary
ACS: 28415 CP: 10190

Date: 12/08/2016
Place: Mumbai



This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure "A"

To
The Members
KAYCEE INDUSTRIES LIMITED
Old Kamani Chambers
32-Ramjibhai Kamani Marg
Ballard Estate, Mumbai-400001

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Sd/-
Aashit Doshi
Practicing Company Secretary
ACS: 28415 CP: 10190

Date: 12/08/2016
Place: Mumbai



DETAILS OF THE REMUNERATION OF DIRECTORS, KMP'S AND EMPLOYEES

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16:

Sr. No.	Name of Director	Remuneration	Median Remuneration of Employees	Ratio
1	Ms. Aarti Grover Managing Director	1704600	256,628	6.64
2	Mr. Chandra Prakash Jain	1188342	352294	29.64

2. Percentage increase in remuneration of each Director in the financial year 2015-16:

Sr. No.	Name of Director	Designation	Percentage increase in remuneration
1	Ms. Aarti Grover	Managing Director	Nil
2	Mr. Chandra Prakash Jain	Executive Director	Nil

3. Percentage increase in the median remuneration of employees in the financial year 2015-16 is 22.01%
4. The number of permanent employees on the rolls of the Company, as on 31st March, 2016 is 110.
5. There are no employees of the Company who received remuneration in excess of the highest paid Director during the financial year 2015-2016.
6. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

By Order of the Board of
Kaycee Industries Limited

Sd/-
Aarti Grover
Managing Director
DIN: 02625342

Sd/-
Raju Grover
Director
DIN : 01584366

Place: Mumbai
Date: 12th August 2016



MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENT

The policy measures taken by the new Government is positively influencing the economy and the business of electrical distribution and other components industry will grow in the coming years. Looking into the various measures of Government, it seems that demand of Switches, counter and other electrical items by corporate both private and public sectors, will be in demand and will be chased by huge capacity. The manufacturing sector is waiting to happen in the coming years for larger capacity utilization for the manufacturing sectors.

With the new Government at Centre, public sentiment has substantially improved. 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.

The new Government also taking new initiatives in the manufacturing sector and in the coming years the sector will grow exponentially and need to wait and watch for this phase and initiative of the Government.

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.

FINANCIAL PERFORMANCE & ANALYSIS

The total revenue of the Company during the year 2015-16 was Rs.2361.63 Lacs as compared to Rs. 2275.29Lacs for previous fiscal year. The net loss after tax during the current year was Rs. 275.25 Lacs as compared to net loss of Rs. 113.98 Lacs during the previous year.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed. The company continues to keep the internal control system intact and in tandem with the industry.

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 give the training to its employees on the products and components of the company.

RISK AND CONCERN

Considering the existing moderate growth and future positive medium to long term outlook due to steps taken on policy matters by the new government, situation is expected to revive in near future in the manufacturing sector. The major risk factors affecting the Company are over capacity in industry, increase in receivable positions due to delay in payment by certain customers, uncertainty in execution of low fixed price orders.

**OUTLOOK**

The Company expects further improvement in volume at available market prices. Currency fluctuation is also affecting margins since cost of raw material, being of import origin, is affected. Increasing competition, delay in implementation of announced projects and measures, high prices of major raw materials and other components will continue to impact realizations, both at gross and net level. Expected reduction in interest rate by banks and financial institution not moving at desired pace also delaying revival of stuck projects and takeoff of new projects recently announced. Your Company is always focused on cost control and productivity improvement areas to effectively fight competition. With new Government at the Centre taking positive steps in policy matters, revival of this phase is expected to increase in next 2 years period and outlook for long term seems positive for our Company.

The company also takes various measures to its productivity by implementing various innovative products and components to the end customers in the market and with this initiative the company can think of higher growth in the coming years. The company also took various initiative interacting with our customers and new customers to find out the performance and requirements of the company's products.

CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially, from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material costs and availability and changes in government regulations and tax structure, economic development within India and the countries with which the Company has business contacts and other factors such as litigation and industrial relations.

By Order of the Board of
Kaycee Industries Limited

Sd/-
Aarti Grover
Managing Director
DIN: 02625342

Sd/-
Raju Grover
Director
DIN : 01584366

Place: Mumbai
Date: 12th August 2016

**INDEPENDENT AUDITOR'S REPORT**

To
**THE MEMBERS OF
KAYCEE INDUSTRIES LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **KAYCEE INDUSTRIES LIMITED** ("the Company"), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the



financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i. there is no pending litigation as on 31 March 2016 and therefore the Company has not made any disclosure in this regard in its financial statements;
- ii. the Company did not have any long-term contracts including derivatives contracts and therefore no provision is required to be made in this regard;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For N. D. KAPUR & CO.
Chartered Accountants
Firm's Registration No: 001196N

Sd/-

S. K. AGRAWAL
Partner
Membership No. 13968

Mumbai
Dated: May 30, 2016

**Annexure - A to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventory has been physically verified by the respective Management of the Company at reasonable intervals during the year and no material discrepancies were noticed.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, and hence clause 3(iii) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- (iv) (a) the Company has not given any loan, including any loan represented by a book debt, to any of its directors or to any other person in whom the director is interested or given any guarantee or provided any security in connection with any loan taken by him/her or such other person in terms of Section 185 of Companies Act, 2013 during the financial year ended on 31-3-2016 and hence clause 3(iv) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- (b) the Company has neither made any investment nor given any loan to any person or other body corporate, nor given any guarantee or provide security in connection with a loan to any other body corporate or person, nor acquired by way of subscription, purchase or otherwise, the securities of any other body corporate, in terms of Section 186 of Companies Act, 2013 during the financial year ended on 31-3-2016 and hence clause 3(iv) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- (v) The Company has not accepted any deposits from the public and hence clause 3(v) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.



(vi) As informed to us, the maintenance of Cost Records has not been prescribed by Central Government under Section 148 of the Act for any of the goods sold or services rendered by the Company for the accounting year ended on 31st March 2016.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of duty of excise have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of the dues	Year	Forum where dispute is pending	Amount (Rs in lacs)
The Central Excise Act 1944	Excise Duty	2007-08	Superintendant of Excise	3.96

(viii) The Company defaulted in repayment of any loans or borrowings from any financial institution, banks or government during the year. The Company has not issued any debentures and therefore question of default in repayment of dues to debenture holders does not arise.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during accounting year ended on 31st March 2016.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.



- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For N. D. KAPUR & CO.
Chartered Accountants
Firm's Registration No: 001196N

Sd/-

S. K. AGRAWAL
Partner
Membership No. 13968

Mumbai
Dated: May 30, 2016

**Annexure - B to the Auditors' Report Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of KAYCEE INDUSTRIES LIMITED ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and



directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For N. D. KAPUR & CO.

Chartered Accountants

Firm's Registration No: 001196N

Sd/-

S. K. AGRAWAL

Partner

Membership No. 13968

Mumbai

Dated: May 30, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

	Note No.	31st March, 2016 Rupees	31st March, 2015 Rupees
I. EQUITY AND LIABILITIES			
1 SHAREHOLDERS' FUND :			
(a) Share Capital	1	6,347,000	6,347,000
(b) Reserves & Surplus	2	110,220,857	113,342,210
(c) Money received against share warrants		-	-
		116,567,857	119,689,210
2 SHARE APPLICATION MONEY PENDING ALLOTMENT :			
		-	-
3 NON- CURRENT LIABILITIES			
(a) Long term Borrowings	3	239,5920	2,000,000
(b) Deferred Tax Liabilities		-	-
(c) Other Long term Liabilities		-	-
(d) Long term Provisions	5	4,486,340	4,666,831
		6,882,260	6,666,831
4 CURRENT LIABILITIES			
(a) Short Term Borrowings	6	39,795,145	35,575,355
(b) Trade payables	7	49,672,390	41,156,830
(c) Other Current Liabilities	8	8,123,098	6,158,890
(d) Short Term Provisions	9	5,358,048	8,027,196
		102,948,681	90,918,271
TOTAL		226,398,797	21,7274,313
II. ASSETS			
1 NON CURRENT ASSETS			
(a) Fixed Assets			
(i) Tangible Assets	10	28,629,771	27,975,302
(ii) Intangible Assets		-	-
(iii) Capital Work in Progress		14,766,844	14,766,844
(iv) Intangible assets under development		-	-
(b) Non current Investment	11	109,900	109,900
(c) Deferred Tax Assets	4	326,514	935,524
(d) Long Term loans and Advances		-	-
(e) Other Non Current Assets	12	876,320	876,320
		44,709,349	44,663,890
2 CURRENT ASSETS			
(a) Current Investments		-	-
(b) Inventories	13	57,084,831	66,430,954
(c) Trade Receivables	14	103,115,255	90,874,702
(d) Cash and cash equivalents	15	11,641,602	6,124,779
(e) Short-term loans and advances	16	5,648,077	4,207,355
(f) Other current assets	17	4,199,683	4,972,633
		181,689,448	172,610,423
TOTAL		226,398,797	2,172,74,313

Notes Forming Part of the Accounts
In terms of our report attached.

1 TO 27

For and on behalf of the Board

For N.D KAPUR & CO.

Firm Registration No:001196N

Chartered Accountants

Sd/-

S.K.AGRAWAL

Partner

MUMBAI

Date: 30th May 2016

Sd/-

AARTI GROVER
Managing Director

Sd/-

Deepak Potdar
Chief Financial Officer

Sd/-

RAJU GROVER
Director

Sd/-

Kamleshwari Bind
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

	Note No.	31st March, 2016 Rupees	31st March, 2015 Rupees
A CONTINUING OPERATION			
1 Revenue from operations	18	230,053,953	224,309,525
2 Other Income	19	6,109,341	3,219,900
3 Total Revenue		236,163,294	227,529,425
4 Expenses			
(a) Cost of materials consumed	20	110,688,712	126,580,808
(b) Purchases of stock-in-trade	21	4,987,498	6,027,551
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	22	4,705,258	(11,481,847)
(d) Employee Benefit Expenses	23	55,609,777	59,140,406
(e) Finance cost	24	5,346,948	4,704,596
(f) Depreciation and Amortisation Expenses	10	3,448,830	3,012,787
(g) Other Expenses	25	53,519,780	51,522,631
Total Expenses		238,306,805	239,506,932
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		(2,143,511)	(11,977,507)
6 Exceptional items		-	-
7 Profit / (Loss) before extraordinary items and tax (5-6)		(2,143,511)	(11,977,507)
8 Extraordinary items		-	-
9 Profit / (Loss) before tax (7 - 8)		(2,143,511)	(11,977,507)
10 Tax Expenses			
(a) Current tax		-	-
(b) Prior Period		-	-
(c) Deferred Tax		609,010	(579,993)
11 Profit / (Loss) from continuing operations (9 - 10)		(2,752,521)	(11,397,514)
Earning per equity share of face value of Rs.100 each (Basic & Diluted)		(43.37)	(179.57)

Notes Forming Part of the Accounts
In terms of our report attached.

1 TO 27

For and on behalf of the Board

For N.D KAPUR & CO.

Firm Registration No:001196N

Chartered Accountants

Sd/-

S.K.AGRAWAL

Partner

MUMBAI

Date: 30th May 2016

Sd/-

AARTI GROVER

Managing Director

Sd/-

Deepak Potdar

Chief Financial Officer

Sd/-

RAJU GROVER

Director

Sd/-

Kamleshwari Bind

Company Secretary



CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2016

	2015-2016		2014-2015	
	RS	RS	RS	RS
A.				
Cash Flow From Operating Activities				
Net Profit/(Loss) Before Tax and extra Ordinary Items		(21,43,511)		(1,19,77,507)
Adjusted for				
Provision for Doubtful Debts	21,05,196		5,55,034	
Depreciation	34,48,830		30,12,787	
Interest received	(1,54,643)		(7,88,683)	
Dividend received	(1,500)		(1,000)	
Adjustment in Exchange Gain / Loss	(24,393)		(2,71,119)	
Rent Received	(54,75,000)		(24,00,000)	
(Profit)/Loss on Fixed Asset discarded	(4,20,472)		-	
Interest Charged	53,46,948	48,24,966	47,04,596	48,11,615
Operating profit before working capital changes		26,81,455		(71,65,891)
Adjustments for:				
Trade and other receivables	(1,43,85,474)		25,74,024	
Inventories	93,46,123		4,10,751	
Other current assets	(14,383)		-	
Trade payable / Other Liabilities	76,54,523	26,00,789	(59,62,978)	(29,78,203)
Cash generated from operations		52,82,244		(1,01,44,094)
Direct taxes Paid		(6,05,758)		2,47,458
Net cash flow before extra ordinary items		46,76,486		(9,896,636)
Prior Period items		-		-
NET CASH FROM OPERATING ACTIVITIES (A)		46,76,486		(98,96,636)
B.				
Cash flow from investing activities				
Inflow				
Interest received		1,54,643		7,88,683
Dividend received		1,500		1,000
Rent received		54,75,000		24,00,000
Outflow				
Purchase of fixed assets		(41,97,827)		(74,52,933)
Sale of Fixed Assets		5,15,000		-
NET CASH USED IN INVESTING ACTIVITIES (B)		19,48,316		(42,63,250)
C.				
Cash flow from financing activities				
Inflow				
Increase in bank borrowing -NET		46,15,708		75,10,258
Outflow				
Dividend and dividend tax paid		(3,68,832)		(7,37,649)
Interest paid		(53,46,948)		(47,04,596)
NET CASH USED IN FINANCING ACTIVITIES (C)		(11,00,072)		20,68,013
NET CHANGES IN CASH & CASH EQUIVALENTS (A+B+C)		55,24,729		(1,20,91,874)
CASH & CASH EQUIVALENTS-OPENING BALANCE		61,64,504		1,82,56,378
CASH & CASH EQUIVALENTS-CLOSING BALANCE		1,16,89,233		61,64,504

AS PER OUR REPORT OF EVEN DATE ATTACHED
FOR N.D KAPUR & CO.

Firm Registration No:001196N

Chartered Accountants

Sd/-

S.K.AGRAWAL

Partner

MUMBAI

Date: 30th May 2016

For and on behalf of the Board

Sd/-

AARTI GROVER

Managing Director

Sd/-

Deepak Potdar

Chief Financial Officer

Sd/-

RAJU GROVER

Director

Sd/-

Kamleshwari Bind

Company Secretary

Notes On Financial Statements for the Year ended 31st March 2016

Note : 1	As at 31st March 2016	As at 31st March 2015
SHARE CAPITAL		
AUTHORISED 97,500 Equity Shares of Rs. 100/- each	97,50,000	97,50,000
ISSUED, SUBSCRIBED AND PAID UP: 63,470 (P.Y 63,470) Equity Shares of Rs.100/- each Includes 3,125 Shares issued to erstwhile Deferred Shareholders pursuant to scheme of conversion sanctioned by Hon'ble Bombay High Court on 10th July, 1985.	63,47,000	63,47,000
a) Reconciliation of the number of equity shares and share capital: Issued, subscribed and fully paid up equity shares outstanding at beginning of the year Add: Shares issued during the year Issued, subscribed and fully paid up equity shares	63,470 - 63,470	63,470 - 63,470
b) Details of Shareholder Holding more than 5% Shares		
<u>Name of the Shareholder</u>		
No.of Shares Held % of Holding	Cms Traffic System Limited 21,656 34.12%	Cms Traffic System Limited 21,656 34.12%
<u>Name of the Shareholder</u>		
No.of Shares Held % of Holding	Cms Computers Limited 23,945 37.73%	Cms Computers Limited 24,063 37.91%
Note : 2	As at 31st March 2016	As at 31st March 2015
RESERVES AND SURPLUS		
Share Premium Account		
Opening Balance	57,374,552	5,73,74,552
Add : Share Premium Credited on Share Issue	-	-
Closing Balance	57,374,552	5,73,74,552
General Reserve		
Opening Balance	21,469,208	2,25,03,587
Less : Adjustment Related to Fixed Assets	-	10,34,379
Closing Balance	21,469,208	2,14,69,208
Profit and Loss Account		
Opening Balance	34,498,450	4,62,64,795
Add Profit/(Loss) for The year	(2,752,521)	(1,13,97,514)
	31,745,929	3,48,67,281
Less: Appropriations		
Transfer to General Reserve	-	-
Proposed Dividend on equity shares	317,350	3,17,350
Tax On dividend	51,482	51,482
Closing Balance	31,377,097	3,44,98,449
TOTAL	11,02,20,857	11,33,42,209

Notes On Financial Statements for the Year ended 31st March 2016

Note : 3	As at 31st March 2016	As at 31st March 2015
LONG TERM BORROWINGS		
Secured		
Vehicle Loan Mahindra & Mahindra Financial Services Ltd (Secured Against Mahindra Bolero Vehicle)	395,920	-
Unsecured		
Loan From Director	2,000,000	2,000,000
	2,395,920	2,000,000
The Company do not have Any long term borrowing In the form of Term loan , debentures and Bonds in the reported financials year		
Note : 4	As at 31st March 2016	As at 31st March 2015
DEFERRED TAX ASSET/LIABILITY (NET)		
(a) Deferred Tax Liabilities		
i) on Depreciation/amortisation of Fixed Assets	739,593	505,611
ii) on Provision for doubtful debts	-	-
iii) on Other Timing Difference	-	-
TOTAL	739,593	505,611
(b) Deferred Tax Assets		
i) on Provision for Gratuity & Leave encashment	1,066,107	1,269,629
ii) on Provision for doubtful debts	-	171,506
iii) on Other Timing Difference	-	-
TOTAL	1,066,107	1,441,135
TOTAL	326,514	935,524
Note : 5	As at 31st March 2016	As at 31st March 2015
LONG TERM PROVISIONS		
Provision for Employee Benefits		
Leave Encashment	2,750,182	3,240,511
Gratuity	1,736,158	1,426,320
TOTAL	4,486,340	4,666,831
Note : 6	As at 31st March 2016	As at 31st March 2015
SHORT TERM BORROWINGS		
SECURED LOANS :		
Working Capital loans from		
The Saraswat Co- Op Bank Ltd		
Cash Credit	37,280,645	3,723,547
ODBD	-	2,604,271
Central bank of India		
Cash Credit	-	26,226,191
ODBD	-	561,846
(Secured against hypothecation of Raw Materials Finished Goods, Semi-Finished Goods and Book Debts, block of assets of the Company including Factory Land and Building at Ambernath)	37,280,645	33,115,855
DEPOSITS :		
Unsecured (Dealer,Distributor & Stockist)	2,514,500	2,459,500
TOTAL	39,795,145	35,575,355



Notes On Financial Statements for the Year ended 31st March 2016

Note : 7	As at 31st March 2016	As at 31st March 2015
TRADE PAYABLES	49,672,390	41,156,830
TOTAL	49,672,390	41,156,830
<p>Note : As per the information available with the Company till date none of the suppliers have informed the company about their having registered themselves under the "Micro, Small and Medium Enterprises Development Act, 2006". As such, information as required under this Act, cannot be compiled and therefore, not disclosed for the year.</p>		

Note : 8	As at 31st March 2016	As at 31st March 2015
OTHER CURRENT LIABILITIES		
Outstanding Liabilities	3,244,647	2,385,654
Statutory Dues	2,683,646	1,233,003
Unclaimed Dividends	467,926	230,370
Unclaimed amount for fractional Share	664	664
Other Deposits	1,200,000	18,000
Advance From Customers	526,216	2,291,199
	8,123,098	6,158,890

Note : 9	As at 31st March 2016	As at 31st March 2015
SHORT TERM PROVISIONS		
Others :		
Provision for Employee Benefit	2,268,139	4,246,929
Provision for Excise duty	2,721,077	3,411,435
Proposed Dividend	317,350	317,350
Dividend Distribution tax on Proposed Dividend	51,482	51,482
	5,358,048	8,027,196

Notes On Financial Statements for the Year ended 31st March 2016											
Note No. 10 FIXED ASSETS											
Description of Assets	Gross Block				Depreciation				Net Block		
	Cost as on 1.4.2015 ₹	Additions ₹	Deductions ₹	As at 31.03.2016 ₹	As at 1.4.2015 ₹	Provided for the year ₹	Adjustment during the year ₹	As at 31.03.2016 ₹	As at 31.03.2016 ₹	As at 31.03.2015 ₹	
Tangible Assets :											
Land	29,618	-	-	29,618	-	-	-	-	-	29,618	29,618
Building (Bhandup & Ambernath)	15,670,462	1,684,938	-	17,355,400	5,338,360	461,856	-	5,800,217	11,555,183	10,332,102	10,332,102
Plant & Machinery	32,412,145	1,155,500	233,800	33,333,845	21,502,627	1,142,539	139,272	22,505,894	10,827,951	10,909,518	10,909,518
Computers	4,516,140	-	-	4,516,140	3,002,468	573,876	-	3,576,344	939,796	1,513,672	1,513,672
Furniture, Fitting & Office Equipment	9,469,260	786,197	-	10,255,457	5,814,186	980,461	-	6,794,647	3,460,810	3,655,075	3,655,075
Motor Vehicles	210,813	571,193	-	782,006	210,812	63,466	-	274,278	507,728	1	1
Electrical Fitting	3,261,922	-	-	3,261,922	1,726,605	226,632	-	1,953,237	1,308,685	1,535,317	1,535,317
SUB TOTAL (A)	65,570,360	4,197,827	233,800	69,534,387	37,595,058	3,448,830	139,272	40,904,616	28,629,771	27,975,302	27,975,302
Intangible Assets :											
SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-	-
Capital Work in Progress :											
Building under Construction (Refer Note)	14,766,844	-	-	14,766,844	-	-	-	-	14,766,844	14,766,844	14,766,844
SUB TOTAL (C)	14,766,844	-	-	14,766,844	-	-	-	-	14,766,844	14,766,844	14,766,844
SUB TOTAL A + B + C	80,337,204	4,197,827	233,800	84,301,231	37,595,058	3,448,830	139,272	40,904,616	43,396,615	42,742,146	42,742,146
Previous Year	72,884,270	7,452,933	-	80,337,205	33,547,891	3,012,788	1,034,380	37,595,059	42,742,146	39,336,380	39,336,380

Note : Additional Floor of the Building is completed since F.Y 2009-2010 and capitalisation pending for completion certificate to be received from B.M.C

Notes On Financial Statements for the Year ended 31st March 2016

Note : 11	As at 31st March 2016	As at 31st March 2015
NON CURRENT INVESTMENTS		
Investment (Unquoted) :		
Saraswat Bank (1000 Equity shares of Rs 10 each)	10,000	10,000
RDJ Constructions Pvt Ltd (Subsidiary) (9990 Equity Shares of Rs.10 Each)	99,900	99,900
	109,900	109,900

Note : 12	As at 31st March 2016	As at 31st March 2015
OTHER NON CURRENT ASSETS		
ASSETS & LIABILITIES IN PAKISTAN :	876,320	876,320
	876,320	876,320

Note : 13	As at 31st March 2016	As at 31st March 2015
INVENTORIES :		
(At cost or Net realisable value which ever is less)		
Raw Materials & Stores	12,989,035	16,408,765
Materials in process	8,420,929	6,908,536
Finished Goods	24,485,266	30,702,917
Trading Goods	11,189,601	12,410,736
	57,084,831	66,430,954

Note : 14	As at 31st March 2016	As at 31st March 2015
TRADE RECEIVABLES		
(Unsecured)		
Debts outstanding for a period exceeding six months from the date they were due for payment.		
Considered Good	17,010,716	16,148,295
Considered Doubtful	6,379,630	4,274,437
	23,390,346	20,422,732
Less: Provision for Doubtful Debts	6,379,630	4,274,437
	17,010,716	16,148,295
Others: Considered Good	86,104,539	74,726,407
	103,115,255	90,874,701

Note : 15	As at 31st March 2016	As at 31st March 2015
CASH AND CASH EQUIVALENTS :		
Cash in Hand	222,019	149,868
With Scheduled Banks :		
In Current Account	8,824,554	4,092,185
Bank Guarantee Margin	70,900	70,900
In Fixed Deposits under Lien	297,496	170,732
In Fixed Deposits against LC Margin	1,758,707	1,410,725
In Dividend Account	467,926	230,370
	11,641,602	6,124,780

Notes On Financial Statements for the Year ended 31st March 2016

Note : 16	As at 31st March 2016	As at 31st March 2015
SHORT TERM LOANS AND ADVANCES		
Unsecured, Considered Good		
Loans & Advances to employees (including Rs.1,00,000/- to Director)	110,000	107,600
Prepaid Expenses	353,382	382,576
Advance Tax	2,034,272	1,428,514
Other Receivable	2,618	-
<u>Balances with Govt Authorities :</u>		
Modvat	28,120	9,253
Service Tax	270,591	-
Excise Receivable	525,628	525,628
Central Excise Duty (PLA)	88,031	86,998
Sales Tax Receivable	2,235,435	1,666,786
	5,648,077	4,207,355
Note : 17	As at 31st March 2016	As at 31st March 2015
OTHER CURRENT ASSETS		
Accrued Interest on FD	47,631	39,725
<u>Sundry Deposits :</u>		
Unsecured ,Considered Goods	3,546,669	2,811,669
Advances to suppliers for Raw Material	53,601	1,245,944
Capital Advances	551,782	875,295
	4,199,683	4,972,633
Note : 18	As at 31st March 2016	As at 31st March 2015
SALES :		
Sale of Manufactured Goods	250,599,226	235,291,937
Less : Excise Duty	37,987,242	30,477,987
	212,611,984	204,813,950
Export Sale	4,311,421	7,559,745
Sale of Trading Goods	8,201,728	9,564,753
Repair Charges	209,744	416,129
Sale of Scrap	4,719,076	1,954,948
	230,053,953	224,309,525
Note : 19	As at 31st March 2016	As at 31st March 2015
OTHER INCOME :		
Interest from Bank on : Deposits	154,643	788,683
Dividend Income From : Shares	1,500	1,000
Other Non operating income Comprises :		
Rental Income	5,475,000	2,400,000
Interest From Customers	57,726	-
Interest on Refund on Property Tax	-	30,217
Profit On Sale of Fixed Assets	420,472	-
	6,109,341	3,219,900



Notes On Financial Statements for the Year ended 31st March 2016

Note : 20	As at 31st March 2016	As at 31st March 2015
Cost of Material Consumed:		
Opening Stocks Raw Materials & Stores:	16,408,765	25,978,773
Add: Raw Material & Stores Purchases	107,268,982	117,010,800
	123,677,747	142,989,573
Closing Stocks Raw Material & Stores	12,989,035	16,408,765
	110,688,712	126,580,808

Note : 21	As at 31st March 2016	As at 31st March 2015
Purchases of Stock in Trade		
Opening Stocks of Trading Goods	12,410,736	14,733,326
Add : Purchases	3,766,363	3,704,961
	16,177,099	18,438,287
Closing Stock	11,189,601	12,410,736
	4,987,498	6,027,551

Note : 22	As at 31st March 2016	As at 31st March 2015
Changes in Inventory of Finished goods, work-in-progress and stock in trade		
Opening Stocks :		
Materials in Process	6,908,536	4,246,354
Finished Goods	30,702,917	21,883,252
	37,611,453	26,129,606
Less : Closing Stocks :		
Materials in Process	8,420,929	6,908,536
Finished Goods	24,485,266	30,702,917
	32,906,195	37,611,453
	4,705,258	(11,481,847)

Note : 23	As at 31st March 2016	As at 31st March 2015
EMPLOYEE BENEFIT EXPENSES :		
Salaries, Wages, Bonus & Gratuity	49,201,219	51,406,562
Contribution to Provident & other funds & Schemes	2,705,216	2,654,175
Welfare Expenses	3,703,343	5,079,669
	55,609,777	59,140,406

Notes On Financial Statements for the Year ended 31st March 2016

Note : 24	As at 31st March 2016	As at 31st March 2015
FINANCE COST :		
Interest - Banks	3,824,855	3,556,880
Interest - Others	286,171	260,000
Bank Charges	1,235,923	887,716
	5,346,948	4,704,596

Note : 25	As at 31st March 2016	As at 31st March 2015
OTHER EXPENSES :		
Component Processing and other charges	23,476,443	14,183,782
Power, Fuel & Water Charges	836,683	2,207,162
Octroi, Transportation & Forwarding, etc.	3,306,375	3,309,162
Conveyance & Traveling	5,629,583	5,823,379
Printing & Stationery	419,275	424,358
Postage & Telephone	1,100,643	1,196,978
Cash Discount	1,801,913	1,500,651
Maintenance & Repairs :		
Machinery	86,857	76,278
Building	49,000	256,293
Others	983,896	1,554,483
	1,119,753	
Insurance & Keyman Insurance	755,050	2,225,123
Rent, Rates & Taxes	685,619	469,056
Indirect Taxes Paid	544,546	2,547,270
Discounts	4,256,713	4,212,304
Bad Debts & Misc Written Off	2,516,648	687,634
Legal & Professional Charges (Refer No.18 for Auditors Remuneration)	2,799,918	2,300,794
Advertisement & Publicity	89,645	92,280
Sales Commission	180,579	165,517
Sales Promotion	527,707	803,240
Miscellaneous Expenses	3,472,688	7,486,886
	53,519,780	51,522,630



NOTE NO. 26

NOTES FORMING PART OF THE ACCOUNTS

SIGNIFICANT ACCOUNTING POLICIES

1 Background

KAYCEE INDUSTRIES LIMITED is a manufacturing and trading company in the field of industrial switches, counters, water meters, electrical components, etc.

2 BASIS OF PREPARATION OF FINANCIAL STATEMENT

a) The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principal (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standard as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, and the provision of the Act.

b) Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the year. Actual results could differ from those estimates.

3 REVENUE RECOGNITION:

Revenue is recognised when the significant risks and rewards of ownership of the goods have been passed to the buyer and are recorded net of returns, trade discounts, rebates, sales tax & excise duty where ever applicable.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognised when the Company's right to receive dividend is established by the Balance Sheet date.

4 EMPLOYEE BENEFITS**I) Short Term Employees Benefits:**

All short term employee benefits such as salaries, wages, bonus, short term compensated absences, awards, ex gratia, performance pay, medical benefits, which fall due within 12 months of the period in which the employee renders the related service which entitles him to avail such benefits and non accumulating compensated absences are recognized on an undiscounted basis and charged to profit and loss account

II) Post Employment Benefit:**a) Defined Contribution Plan**

Company's contribution to the provident fund based on a percentage of salary is made to Provident Fund Trust, which are administered by the trustees.



b) Defined Benefit Plan

Gratuity:

The Company provides the gratuity benefit through annual contributions to a fund managed by the Life Insurance Corporation of India (LIC). Under this plan, the settlement obligation remains with the Company, although the Life Insurance Corporation of India administers the plan and determines the contribution premium on Projected Unit Credit Method, which is required to be paid by the Company and is debited to the profit and loss account on an accrual basis. Actuarial gains or losses arising during the year are recognized in the profit and loss account.

- c) Leave encashment is provided for on the basis of an actuarial valuation carried out by an Actuary at the end of each financial year and debited to the profit and loss account.

5 Inventories

Inventories of Raw Material, Components, Material in Process, Finished goods, Stores & Packing materials and traded goods are stated 'At Cost or Net Realizable value' whichever is lower.

Cost of inventories comprises of cost of purchase, cost of conversion and other cost incurred in bringing the inventory to their present location and condition.

Company uses FIFO method for valuation. Cost of finished goods includes excise duty.

6 Fixed Assets

Tangible Assets

Fixed assets are stated at cost less accumulated depreciation, amortization and impairment loss if any. The company capitalizes direct costs including taxes, duty, freight and incidental expenses attributable to the acquisition and installation of fixed assets. Capital work-in-progress is stated at cost.

Depreciation

Depreciation is provided using the straight-line value method in accordance with the schedule II of the Companies Act, 2013. Fixed assets with estimated useful life of less than 1 year & onetime use are fully depreciated in the year of acquisition. Depreciation on assets acquired or disposed off during the year is provided on a pro-rata basis from/up to the date of acquisition/disposal.

7 Depreciation

Depreciation on tangible asset is provided on the straight-line method over the useful lives of assets estimated by the Management, which is as per Schedule II of the Companies Act, 2013. Depreciation on assets purchased / sold during a period is proportionally charged. The Management estimates the useful lives of fixed assets as follows :-

	Years
Buildings	30
Plant and Machinery	15
Office equipment	5
Electrical fittings	10
Computer – Servers	5
Computer – Others	3
Furniture and Fixtures	10
Vehicles	6



8 Impairment Policy

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's net selling price or its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

9 Investments

Investments that are readily realizable and intend to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Long term investments are stated at cost less any diminution in their value, which is other than temporary. Current Investments are stated at lower of cost and market value. Unquoted long term investments are valued at lower of cost or latest available break up value.

10 Research and Development

Revenue expenditure on research and development is charged against the profit of the year in which it is incurred. Capital expenditure on research and development is shown as an addition to Fixed Assets.

11 Foreign currency transaction

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are restated at year-end rates. The exchange difference on restatement of monetary assets and liabilities and realized gains and losses on foreign exchange transactions other than those relating to fixed assets are recognized in the profit and loss account. Exchange difference in respect of liabilities incurred to acquire fixed assets is adjusted to the carrying amount of such Fixed assets.

12 Segment Reporting Policies

Identification of segment is based on the major manufacturing products.

13 Earnings per share

Basic and diluted earnings per share are calculated by dividing the net profit/ loss for the year by the weighted average number of equity shares outstanding during the period.

14 Provisions and contingent liabilities

A provision is recognized when the company has a present obligation resulting from past events and it is probable that an outflow of resources will be required to settle the obligation for which a reliable estimate can be made. Provisions are based on management's best estimate of the amount required to settle the obligation at the balance sheet date. Provisions are reviewed at each balance sheet date and adjusted to reflect revision in estimates

The company has decided to provide for doubtful debts if debtors remain outstanding above one year.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability



that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

15 Provision for Taxation

- a) Provision for Taxation comprises of current and deferred tax and includes any adjustments related to past periods in current and / or deferred tax adjustments that may become necessary due to certain developments or reviews during the relevant period.
- b) Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961.
- c) Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year. The tax effect is calculated on the accumulated timing differences at the end of the accounting period based on prevailing enacted or subsequently enacted tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date.
- d) Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date.

16 Company has not provided Liability towards pending C forms have not been provided on account of uncertainty.

17 Pakistan unit of the Company continues to be under the control of Pakistan Government. It has not been possible to establish any communication with the said unit so far. Therefore, statement of Assets and Liabilities as at 30th June 1964 based on the last reports received have been incorporated in the Balance sheet as pre devaluation rate of rate of exchange.

18 PAYMENT TO THE AUDITORS :

INCLUSIVE OF SERVICE TAX

	2015-2016 Rupees	2014-2015 Rupees
a As Audit Fee – Statutory	2,86,250	2,24,720
b In Other Capacities :		
i Certification	2,12,599	1,94,789
ii Provident Fund & Gratuity Audit	5,725	5,618
iii Tax Audit Fees	85,875	84,270
iv Vat Audit Fees	74,425	73,034
v Corporate Governance	57,125	-
vi Consolidated Balance Sheet	57,125	-
vii Expenses Reimbursed	22,500	32,500

19 MANAGERIAL REMUNERATION:

	2015-2016	2014-2015
Salary and Allowances	17,04,600	17,04,600
Contribution to Statutory Funds	1,44,000	1,44,000

Working Under Section 197 of Companies Act 2013 for FY 2015-16

	2015-2016 Rs.	2014-15 Rs.
Loss before tax	(21,43,511)	(11,977,507)
Limit Under Section 197 read with Clause A of Section II of Part II of Schedule V to the Companies Act 2013 - Effective capital -		
Share Capital	63,47,100	63,47,100
Reserves and surplus	11,02,20,857	11,33,42,210
long-term loans repayable after one year	20,00,000	20,00,000
Effective capital -	11,67,67,857	12,16,89,210
Limit on remuneration -	42,00,000	42,00,000

20 Details of Licensed and Installed Capacity, Production, Stock and Turnover.

20 A Licensed And Installed Capacity And Production:

	Licensed Capacity	Installed Capacity	Actual Production
a Rotary Switches	Not Specified	Not Specified	7,25,438 (7,36,473)
b Micro Switches	Not Specified	Not Specified	4,77,139 (4,81,994)
c Counters	Not Specified	Not Specified	80,973 (89,344)
d Water Meters	Not Specified	Not Specified	149 (847)

20 B Turnover

MANUFACTURED GOODS		2015-2016		2014-2015	
		Unit Nos.	Amount Rs.	Unit Nos.	Amount Rs.
a	Rotary Switch	7,45,650	17,45,90,242	7,33,926	17,04,20,801
b	Micro Switches	4,75,212	2,95,67,803	4,77,721	2,72,39,180
c	Counters	83,544	2,00,95,286	80,858	1,50,21,545
d	Water Meters	271	37,15,421	273	30,16,889
e	Others		2,69,41,895		2,71,53,267
f	Traded Goods	45,350	82,01,728	55,460	95,64,753
	Total		26,31,12,375		25,24,16,435

20 C OPENING STOCK AND CLOSING STOCK OF FINISHED GOODS:

		Opening Stock		Closing Stock	
		Qty Nos.	Value Rs.	Qty Nos.	Value Rs.
a	Rotary Switch	71,473 (68,926)	1,05,03,088 (90,88,493)	51,261 (71,473)	70,07,969 (1,05,03,088)
b	Micro Switches	38,282 (34,009)	21,75,465 (12,55,562)	40,209 (38,282)	15,48,278 (21,75,465)
c	Counters	10,442 (1,956)	20,88,277 (4,72,140)	7,871 (10,442)	8,54,763 (20,88,277)
d	Water Meters	821 (247)	91,84,337 (27,59,158)	699 (821)	80,54,098 (91,84,337)
e	Others	27,58,529 (40,83,634)	67,51,751 (83,07,899)	11,42,803 (27,58,529)	70,20,158 (67,51,751)

Previous year's Figures are given in brackets.

20 D DETAILS OF TRADING ITEMS :

		2015-2016		2014-2015	
		Unit Nos.	Amount Rs.	Unit Nos.	Amount Rs.
a	Opening Stock	80,722	1,24,10,736	1,09,171	1,47,33,326
b	Purchases	23,912	37,66,363	27,011	37,04,961
c	Turnover	45,350	82,01,728	55,460	95,64,573
d	Closing Stock	59,284	1,11,89,601	80,722	1,24,10,736

20 E DETAILS OF RAW MATERIALS & STORES CONSUMED :

		2015-2016		2014-2015	
		Unit Nos.	Amount Rs.	Unit Nos.	Amount Rs.
a	Bimetal Tips & Components	40,78,386	1,12,82,035	49,06,204	1,06,71,707
b	Copper & PB	5,826	34,23,223	4,885	29,86,346
c	Brass	3,008	11,18,511	8,011	7,42,692
d	Steel & Aluminium	50,757	33,57,465	32,158	24,60,506
e	Plastic Powder & Moulding Components	4,58,710	30,43,900	44,305	16,03,079
f	Motors	6,896	15,58,925	12,011	27,26,497
g	Others		8,69,04,653		10,53,89,981
	Total		11,06,88,712		12,65,80,808

20 F VALUE OF IMPORTS (C.I.F.):

		2015-2016	2014-2015
		Rupees	Rupees
a	Raw Materials	8,26,576	17,64,262
b	Finished Goods (Trading)	19,83,574	9,896

20 G CONSUMPTION OF RAW MATERIALS & STORES

		2015-2016		2014-2015	
		Percentage Of Total Consumption	Amount Rupees	Percentage of Total Consumption	Amount Rupees
a	Imported	0.69%	8,26,576	1.46%	17,64,262
b	Indegenous	99.31%	11,95,54,892	98.54%	11,93,62,250

21 EARNINGS IN FOREIGN CURRENCY :

		2015-2016	2014-2015
		Rupees	Rupees
a)	F.O.B. Value of Exports	41,10,661	74,05,065

22 EXPENDITURE IN FOREIGN CURRENCY :

		2015-2016	2014-2015
		Rupees	Rupees
a)	Foreign bank charges	56,529	50,447
b)	Brokerage & Commission	30,759	1,65,517

23 Employee Benefits

With effect from 1st April 2007, the company has adopted revised Accounting Standard 15 "Employee Benefits". Pursuant to the adoption, no adjustment was required to be made to general reserve of revised As -15 as the impact was insignificant.

As per Accounting Standard 15 "Employee Benefits", the disclosure of Employee benefits as defined in the Accounting Standard are given below:

I Defined Contribution Plan

Contribution to Defined Contribution Plan, Recognized as expenses for the year as under :

	2015-16	2014-15
	Rupees	Rupees
Employer's Contribution to Provident Fund	8,91,031	11,14,764
Employer's Contribution to Pension Fund	13,36,328	11,37,300

The Company's Provident Fund is Exempted under section 17 of Employees' Provident Fund Act, 1952. Condition of grant of exemption stipulates that the employer shall make good deficiency, if any, in the interest rate declared by the trust vis- a vis statutory rate.

II Defined Benefit Plans

Under both the Gratuity and Leave Encashment, The Present Value of Obligation is determined based on actuarial valuation using the projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

PARTICULARS	AS AT 31.03.2016		AS AT 31.03.2015	
	Gratuity Funded	Leave Encashment Unfunded	Gratuity Funded	Leave Encashment Unfunded
A. Changes in Present Value of obligation				
Present Value of Obligation	1,12,96,744	32,40,551	1,13,63,260	24,00,382
Interest Cost	9,03,740	2,57,948	9,09,061	1,90,830
Current Service Cost	13,22,780	4,42,551	19,08,681	4,18,617
Benefit Paid	29,98,114	12,27,269	23,95,219	10,23,731
Actuarial Gain/Loss on Obligations	460,658	(36,401)	489,039	(12,54,453)
Present Value of Obligation	1,00,64,492	27,50,182	1,12,96,744	32,40,551
B. Fair Value of Plan Assets	Gratuity Funded	Leave Encashment Unfunded	Gratuity Funded	Leave Encashment Unfunded
Fair Value of the Plan Assets	1,04,55,730	N.A	1,08,37,300	N.A
Expected return on Plan Assets	8,38,713	N.A	9,39,167	N.A
Contributions	13,86,191	N.A	10,74,482	N.A
Benefits Paid	29,98,114	N.A	23,95,219	N.A
Actuarial Gain/Loss on Plan Assets	NIL	N.A	NIL	N.A
Fair Value of the Plan Assets	96,82,520	N.A	1,04,55,730	N.A
C. Amount Recognized in the Balance Sheet	Gratuity Funded	Leave Encashment Unfunded	Gratuity Funded	Leave Encashment Unfunded
Present Value of Obligation	1,00,64,492	27,50,182	1,12,96,744	32,40,551
Fair Value of the Plan Assets	96,82,520	N.A	10,455,730	N.A
D. Reconciliation of Balance Sheet.	Gratuity Funded	Leave Encashment Unfunded	Gratuity Funded	Leave Encashment Unfunded
Present Value of Obligation	11,296,744	32,40,511	11,363,260	24,00,382
Total Expenses recognized in Profit & Loss A/c	1,739,158	7,36,940	1,426,320	18,63,860
Actuarial Gain/Loss	1,585,219	N.A	418,354	N.A
Employer's Contribution	13,86,191	12,27,269	107,4,482	10,23,731
Present Value of Obligation	1,00,64,492	27,50,182	1,12,96,744	32,40,511
E. Assumptions	Gratuity Funded	Leave Encashment Unfunded	Gratuity Funded	Leave Encashment Unfunded
Actuarial Return on Plan Asset	8,38,713	N.A	939,167	N.A
Mortality Table	LIC 2006-08 Ultimate	Indian Assured Life Mortality (2006-08)	LIC (2006-08) Ultimate	Indian Assured Life Mortality (2006-08)
Discount Rate	8%	7.96%	8%	7.95%
Expected Rate of Return on Plan Assets	8%	8%	8%	8%
Salary Escalation	4%	6%	4%	6%

Fair value of plan assets at the end of period Rs **96,82,520/-** is funded fully with Life Insurance Corporation of India

- 24** During the year, the company has taken physical verification of fixed assets and noted discrepancy of Rs Nil (W.D.V.) (P. Y Nil) of Fixed Assets and the same were adjusted and discarded in the books of accounts



25 Disclosure of Related Parties / Transactions With Related Parties:-

Relationship	Name of Related Party
Subsidiary company	RDJ Construction Private Limited
Group Companies (Enterprise over which Director and/or his relatives has significant influence)	CMS Traffic Systems Limited CMS Computers Limited Jess Prasad Engg. And Metallurgical Services Pvt. Ltd ST Energy Solution Private Limited CMS Engineering Services Private Limited G.G. Constructions Private Limited Datacom Computer Services Private Limited Dynamic Hydro Machines Private Limited Mailtek Services (India) Limited Netprint Solution India Private Limited New Video Private Limited Dominent Developers Pvt. Ltd. Acu-Soft Technologies Pvt. Ltd. CMS-DITL Ltd. Royal Virgo Travels Systime Computers Limited CMS Universal Solution P Ltd CMS Info System Ltd. Resergent Infotech Pvt.Ltd. People Upliftment Foundation Money ease Capital Pvt. Ltd. CMS I.T Services Pvt.Ltd
Key Management Personnel (KMP)	<p><u>Directors :</u> Mrs. Raju R. Grover Ms. Aarti R. Grover Mrs. Sona P. Ramchandani Mrs. Pramila Prakash Merani Mrs.Savitri Lal Butani Mr. Chandraprakash Jain (w.e.f 14/11/2015)</p> <p>Mr.Deepak Potdar (CFO) Miss. Kamaleshwari Bind (CS)</p>

Transactions during F.Y 2014-15 and 2015-16

Sr. No.	Name of the Related Party	Relationship	Nature	Amount Rs.	O/S as on 31.03.2016	
I Holding Companies						
1	CMS Traffic Systems Ltd.	Group Company	Sales	21,81,598.40 (47,39,747.83)	37,40,797.93 Dr.	
2	CMS Traffic Systems Ltd.	Group Company	Reimbursement Of Salary	10,76,082 (11,48,277)	(45,64,481.37) Dr.	
II Group Companies						
3	CMS Computers Limited	Group Company	Reimbursement of Elect. Chrgs	Nil (16,71,380)	34,18,287.96 Cr. (40,93,419.74) Cr.	
4	CMS Computers Limited	Group Company	Rent Received	41,01,660 (26,96,640)		
5	CMS Computers Limited	Group Company	Reimbursement of Water Charges	Nil (1,03,723)		
6	CMS Computers Limited	Group Company	Sales	78,46,702.89 (30,09,071.39)		
7	CMS Computers Limited	Group Company	Reimbursement Of Salary	96,848 (53,596)		
8	CMS Computers Limited	Group Company	Purchases	Nil (122,049)		
9	CMS Computers Limited	Group Company	Computer Maint.Chrgs Paid	Nil (49,276)		
10	Systime Computers System Limited	Group Company	-	-		Nil (339,657) Cr.
11	Royal Virgo Travels	Director's firm	Interest on Loan	260,000 (260,000)		2,000,000 Cr. (2000,000) Cr.
12	RDJ Construction Pvt. Ltd	Subsidiary Company	Reimbursement Of Salary	687,000 (Nil)		6,27,000 Dr. (Nil)
III Key management Person						
13	Ms. Aarti Grover	Managing Director	Salary & Perquisites	1,704,600 (17,04,600)	Nil (Nil)	
14	Mr. Deepak Potdar	Chief Financial Officer	Salary & Perquisites	6,94,669 (6,25,562)	Nil (Nil)	
15	Miss Kamaleshwari Bind	Company Secretary	Salary & Perquisites	5,58,071 (3,95,796)	Nil (Nil)	
Transaction during FY 2015-16						
Sr. No.	Name of the Related Party	Relationship	Nature	Amount Rs.	O/S as on 31.03.2016	
1	Mr. Chandraprakash Jain	Director	Salary & Perquisites	11,88,342	1,00,000 Dr.	
2	Mrs. Jyoti C. Jain	Spouse of Director	Professional Fees	3,45,420	1,72,710 Cr.	

- Related party relationship have been identified by the management and relied upon by the auditors

- 26** The equity shares of the company are listed in Bombay Stock Exchange and company has paid annual listing fees to the stock exchange for the year 2015-2016.
- 27** Segment wise Reporting as per Note No. 27.
- 28** During the year the Company has reviewed Accounts Receivable and made provision for doubtful debts Rs. 21,05,193. (P.Y.Rs 5,55,034).
- 29** In the opinion of the Board Current Assets, Loans & Advances have a value on realization in the ordinary Course of Business at least equal to the amount at which they are stated in accounts and all current liabilities have been provided for.



- 30** Sundry Debtors and Creditors are subject to confirmation and reconciliation, if any.
- 31.** Excise Receivable Rs.5,25,628/- Company had paid under dispute Rs 5,25,628/- towards F.Y 2003-2004 and Legal matter is going on.
- 32** Company has provided for bonus as per the Payment of Bonus Act, 2015 for F.Y 2015-2016. For F.Y 2014-2015, additional provision Rs.4,86,642/- is not made considering stay given by High Court of Kerala on 27.01.2016.
- 33** Previous Years figures have been regrouped / rearranged wherever necessary.

As per our report of even date attached

For and on behalf of the Board

For N.D KAPUR & CO.

Firm Registration No:001196N

Chartered Accountants

Sd/-

S.K.AGRAWAL

Partner

MUMBAI

Date: 30th May 2016

Sd/-

AARTI GROVER
Managing Director

Sd/-

RAJU GROVER
Director

Sd/-

Deepak Potdar
Chief Financial Officer

Sd/-

Kamleshwari Bind
Company Secretary

**NOTE NO. 27**

1. Segments have been identified in line with the accounting standard on segment reporting (AS-17) taking into account the organisation's product revenue.
2. The company recognise switches as primary segment.
3. Assets used in the company's business or liabilities contracted have not been identified to any of the reportable segments as assets are used interchangeably between segments.

Management believes that it is not practicable to provide segment disclosure relating to total assets and total liabilities, since a meaningful segregation of available data could be onerous.

SEGMENTWISE REPORTING

	2015-2016	2014-2015
1. Segment Reserve		
(Net Sale/ Income from)		
a. Segment - Switches	165,766,747	165,909,472
b. Segment - Counters	23,901,364	24,445,754
c. Segment - Others	40,385,842	33,954,299
TOTAL	230,053,953	224,309,525
Less : Intersegment Revenue	-	-
	230,053,953	224,309,525
2. Segment Results (Profit)(+)/Loss(-)		
before tax and interest from segment		
a. Segment - Switches	40,610,574	36,625,261
b. Segment - Counters	4,313,259	4,987,462
c. Segment - Others	12,842,217	7,509,553
TOTAL	57,766,050	49,122,276
Add : Other Income	6,109,341	3,219,900
Less : (I) Interest	5,346,948	4,704,596
(ii) Other unallocable expenditure	60,671,954	59,615,087
net off unallocable income		
Total Profit/(Loss) before Tax	(2,143,511)	(11,977,507)

For N.D KAPUR & CO.

Firm Registration No:001196N

Chartered Accountants

Sd/-

S.K.AGRAWAL

Partner

MUMBAI

Date: 30th May 2016

For and on behalf of the Board

Sd/-

AARTI GROVER
Managing Director

Sd/-

Deepak Potdar
Chief Financial Officer

Sd/-

RAJU GROVER
Director

Sd/-

Kamleshwari Bind
Company Secretary

**INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS**

**To the Members of
Kaycee Industries Limited**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Kaycee Industries Limited ("the Holding Company") and its subsidiary (collectively referred to as "the Company" or "the Group"), comprising of the consolidated balance sheet as at 31 March 2016, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the



assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company, as at 31 March 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary company incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31 March 2016 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and



- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. there is no pending litigation as on 31 March 2016 and therefore the Group has not made any disclosure in this regard in its financial statements;
 - ii. the Group did not have any long-term contracts including derivatives contracts and therefore no provision is required to be made in this regard;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For N. D. KAPUR & CO.
Chartered Accountants

Firm's Registration No: 001196N

Sd/-

S. K. AGRAWAL
Partner

Membership No. 13968

Mumbai

Dated: May 30, 2016

**ANNEXURE - A TO THE AUDITORS' REPORT****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of Kaycee Industries Limited ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For N. D. KAPUR & CO.
Chartered Accountants
Firm's Registration No: 001196N

Sd/-

S. K. AGRAWAL
Partner
Membership No. 13968

Mumbai
Dated: May 30, 2016



KAYCEE INDUSTRIES LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

	Note No.	31st March, 2016 Rupees	31st March, 2015 Rupees
I. EQUITY AND LIABILITIES			
1 SHAREHOLDERS' FUNDS :			
(a) Share Capital	1	6,347,100	6,347,100
(b) Reserves & Surplus	2	113,138,865	116,769,318
(c) Money received against share warrants		-	-
(d) Minority Interest		2,921	3,431
		119,488,885	123,119,848
2 SHARE APPLICATION MONEY PENDING ALLOTMENT :			
		-	-
3 NON- CURRENT LIABILITIES			
(a) Long term Borrowings	3	29,408,744	28,912,824
(b) Deferred Tax Liabilities		-	-
(c) Other Long term Liabilities		-	-
(d) Long term Provisions	5	4,486,340	4,666,831
		33,895,084	33,579,655
4 CURRENT LIABILITIES			
(a) Short Term Borrowings	6	39,795,145	35,575,355
(b) Trade payables	7	49,732,390	41,156,830
(c) Other Current Liabilities	8	24,076,844	14,892,598
(d) Short Term Provisions	9	5,522,047	8,065,197
		119,126,426	99,689,980
TOTAL			
		272,510,395	256,389,483
II. ASSETS			
1 NON CURRENT ASSETS			
(a) Fixed Assets			
(i) Tangible Assets	10	35,552,797	34,898,327
(ii) Intangible Assets		-	-
(iii) Capital Work in Progress		14,766,844	14,766,844
(iv) Intangible assets under development		-	-
(b) Non current Investment	11	10,000	10,000
(c) Deferred Tax Assets	4	326,514	935,524
(d) Long Term loans and Advances	12	25,916,153	26,316,153
(e) Other Non Current Assets	13	876,320	876,320
		77,448,628	77,803,168
2 CURRENT ASSETS			
(a) Current Investments		-	-
(b) Inventories	14	57,084,831	66,430,954
(c) Trade Receivables	15	103,115,255	90,874,702
(d) Cash and cash equivalents	16	24,659,749	11,959,835
(e) Short-term loans and advances	17	5,995,599	4,341,540
(f) Other current assets	18	4,206,333	4,979,283
		195,061,767	178,586,315
TOTAL			
		272,510,395	256,389,483

Notes Forming Part of the Accounts

1 TO 27

In terms of our report attached.

For N.D KAPUR & CO.

Firm Registration No:001196N

Chartered Accountants

Sd/-

S.K.AGRAWAL

Partner

MUMBAI

Date: 30th May 2016

For and on behalf of the Board

Sd/-

AARTI GROVER
Managing Director

Sd/-

Deepak Potdar
Chief Financial Officer

Sd/-

RAJU GROVER
Director

Sd/-

Kamleshwari Bind
Company Secretary

KAYCEE INDUSTRIES LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

	Note No.	31st March, 2016 Rupees	31st March, 2015 Rupees
A CONTINUING OPERATION			
1 Revenue from operations	19	230,053,953	224,309,525
2 Other Income	20	6,995,572	3,341,748
3 Total Revenue		237,049,525	227,651,273
4 Expenses			
(a) Cost of materials consumed	21	110,688,712	126,580,808
(b) Purchases of stock-in-trade	22	4,987,498	6,027,551
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	4,705,258	(11,481,847)
(d) Employee Benefit Expenses	24	56,296,777	59,140,406
(e) Finance cost	25	5,347,063	4,704,887
(f) Depreciation and Amortisation Expenses	10	3,448,830	3,012,787
(g) Other Expenses	26	54,084,398	51,549,160
Total Expenses		239,558,536	239,533,752
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		(2,509,011)	(11,882,479)
6 Exceptional items		-	-
7 Profit / (Loss) before extraordinary items and tax (5 - 6)		(2,509,011)	(11,882,479)
8 Extraordinary items		-	-
9 Profit / (Loss) before tax (7 - 8)		(2,509,011)	(11,882,479)
10 Tax Expenses			
(a) Current tax		164,000	38,000
(b) Prior Period		(19,890)	(269)
(c) Deferred Tax		609,010	(579,993)
11 Profit / (Loss) from continuing operations (9 - 10)		(3,262,131)	(11,340,217)
Less: Share of Minority Interest		(510)	57
Profit for the year (after adjustment of Minority Interest)		(3,261,621)	(11,340,274)
Earning per equity share of face value of Rs.100 each (Basic & Diluted)		(51.39)	(178.67)

Notes Forming Part of the Accounts
In terms of our report attached.

1 TO 27

For and on behalf of the Board

For N.D KAPUR & CO.

Firm Registration No:001196N

Chartered Accountants

Sd/-

S.K.AGRAWAL

Partner

MUMBAI

Date: 30th May 2016

Sd/-

AARTI GROVER
Managing Director

Sd/-

Deepak Potdar
Chief Financial Officer

Sd/-

RAJU GROVER
Director

Sd/-

Kamleshwari Bind
Company Secretary

CONSOLIDATED CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2016

	2015-2016		2014-2015	
	RS	RS	RS	RS
A.				
Cash Flow From Operating Activities				
Net Profit/(Loss) Before Tax and extra Ordinary Items		(2,509,011)		(11,882,479)
Adjusted for				
Accrued Interest	-		-	
Deffered Tax Liability	-		-	
Proposed Dividend	-		-	
Provision for Doubtful Debts	2,105,196		555,034	
Depreciation	3,448,830		3,012,787	
Interest received	(1,040,874)		(910,531)	
Dividend received	(1,500)		(1,000)	
Adjustment in Exchange Gain / Loss	(24,393)		(271,119)	
Rent Received	(5,475,000)		(2,400,000)	
(Profit)/Loss on Fixed Asset discarded	(420,472)			
Interest Charged	5,346,948	3,938,735	4,704,596	4,689,767
Operating profit before working capital changes		1,429,724		(7,192,711)
Adjustments for:				
Trade and other receivables	(14,198,811)		10,535,193	
Inventories	9,346,123		410,751	
Other current assets	(14,383)		-	
Trade payable / Other Liabilities	15,060,561	10,193,489	2,749,725	13,695,669
Cash generated from operations		11,623,214		6,502,958
Direct taxes Paid		(749,868)		209,727
Net cash flow before extra ordinary items		10,873,346		6,712,685
Prior Period items		-		-
NET CASH FROM OPERATING ACTIVITIES (A)		10,873,346		6,712,685
B.				
Cash flow from investing activities				
Inflow				
Interest received		1,040,874		910,531
Dividend received		1,500		1,000
Rent received		5,475,000		2,400,000
Outflow				
Purchase of fixed assets		(4,197,827)		(14,375,957)
Sale of Fixed Assets		515,000		
NET CASH USED IN INVESTING ACTIVITIES (B)		2,834,547		(11,064,426)
C.				
Cash flow from financing activities				
Inflow				
Increase in borrowing -NET		4,715,708		3,496,688
Increase in Share Capital		-		-
Share Premium Account		-		-
Outflow				
Dividend and dividend tax paid		(368,832)		(737,649)
exchange rate difference		-		-
Interest paid		(5,346,948)		(4,704,596)
NET CASH USED IN FINANCING ACTIVITIES (C)		(1,000,072)		(1,945,557)
NET CHANGES IN CASH & CASH EQUIVALENTS (A+B+C)		12,707,820		(6,297,299)
CASH & CASH EQUIVALENTS-OPENING BALANCE		11,999,560		18,296,859
CASH & CASH EQUIVALENTS-CLOSING BALANCE		24,707,381		11,999,560

AS PER OUR REPORT OF EVEN DATE ATTACHED
FOR N.D KAPUR & CO.

Firm Registration No:001196N

Chartered Accountants

Sd/-

S.K.AGRAWAL

Partner

MUMBAI

Date: 30th May 2016

For and on behalf of the Board

Sd/-

AARTI GROVER
Managing Director

Sd/-

Deepak Potdar
Chief Financial Officer

Sd/-

RAJU GROVER
Director

Sd/-

Kamleshwari Bind
Company Secretary

Consolidated Notes On Financial Statements for the Year ended 31st March 2016

Note : 1	As at 31st March 2016	As at 31st March 2015
SHARE CAPITAL AUTHORISED 98,500 Equity Shares of Rs. 100/- each	9,850,000	9,850,000
ISSUED, SUBSCRIBED AND PAID UP: 63,471 (P.Y 63,471) Equity Shares of Rs.100/- each Includes 3125 Shares issued to erstwhile Deferred Shareholders pursuant to scheme of conversion sanctioned by Hon'ble Bombay High Court on 10th July, 1985.	6,347,100	6,347,100
a) Reconciliation of the number of equity shares and share capital: Issued, subscribed and fully paid up equity shares outstanding at beginning of the year Add: Shares issued during the year Issued, subscribed and fully paid up equity shares outstanding at end of the year	63,471 - 63,471	63,471 - 63,471
b) Details of Shareholder Holding more than 5% Shares <u>Name of the Shareholder</u> No.of Shares Held % of Holding <u>Name of the Shareholder</u> No.of Shares Held % of Holding	Cms Traffic System Limited 21,656 34.12% Cms Computers Limited 23,945 37.73%	Cms Traffic System Limited 21,656 34.12% Cms Computers Limited 24,063 37.91%
Note : 2	As at 31st March 2016	As at 31st March 2015
RESERVES AND SURPLUS		
Share Premium Account Opening Balance Add : Share Premium Credited on Share Issue Closing Balance	57,374,552 - 57,374,552	57,374,552 - 57,374,552
General Reserve Opening Balance Less : Adjustment Related to Fixed Assets Closing Balance	21,469,208 - 21,469,208	22,503,587 1,034,379 21,469,208
Capital Reserve	1	1
Profit and Loss Account Opening Balance Add Profit/(Loss) for The year Less: Appropriations Transfer to General Reserve Propossed Dividend on equity shares Tax On dividend Closing Balance Less: Adjustment for Minority Interest Closing Balance	37,928,986 (3,261,621) 34,667,365 - 317,350 51,482 34,298,533 3,429 34,295,104 113,138,865	49,638,035 (11,340,274) 38,297,761 - 317,350 51,482 37,928,929 3,372 37,925,557 116,769,318

Consolidated Notes On Financial Statements for the Year ended 31st March 2016

Note : 3	As at 31st March 2016	As at 31st March 2015
LONG TERM BORROWINGS		
Secured	395,920	-
Vehicle Loan Mahindra & Mahindra Finance Services Ltd (Secured against Mahindra Bolero Vehicle)		
Unsecured		
Loan From Directors & Relatives	28,912,824	28,912,824
Loan From Associate Companies	100,000	-
	29,408,744	28,912,824

The Company do not have Any long term borrowing In the form of Term loan , debentures and Bonds in the reported financial year.

Note : 4	As at 31st March 2016	As at 31st March 2015
DEFERRED TAX ASSET/LIABILITY (NET)		
(a) Deferred Tax Liabilities		
i) on Depreciation/amortisation of Fixed Assets	739,593	505,611
ii) on Provision for doubtful debts	-	-
iii) on Other Timing Difference	-	-
TOTAL	739,593	505,611
(b) Deferred Tax Assets		
i) on Provision for Gratuity & Leave encashment	1,066,107	1,269,629
ii) on Provision for doubtful debts	-	171,506
iii) on Other Timing Difference	-	-
TOTAL	1,066,107	1,441,135
	326,514	935,524

Note : 5	As at 31st March 2016	As at 31st March 2015
LONG TERM PROVISIONS		
<u>Provision for Employee Benefits</u>		
Leave Encashment	2,750,182	3,240,511
Gratuity	1,736,158	1,426,320
	4,486,340	4,666,831

Note : 6	As at 31st March 2016	As at 31st March 2015
SHORT TERM BORROWINGS		
SECURED LOANS :		
Working Capital loans from The Saraswat Co- Op Bank Ltd		
Cash Credit	37,280,645	3,723,547
ODBD	-	2,604,271
Central bank of India		
Cash Credit	-	26,226,191
ODBD	-	561,846
Cash Credits against hypothecation of Raw Materials, Finished Goods, Semi-Finished Goods and Book Debts, block of assets of the Company including Factory Land, and Building at Ambarnath	37,280,645	33,115,855
DEPOSITS :		
Unsecured (Dealer,Distributor & Stockist)	2,514,500	2,459,500
	39,795,145	35,575,355


Consolidated Notes On Financial Statements for the Year ended 31st March 2016

Note : 7	As at 31st March 2016	As at 31st March 2015
TRADE PAYABLES	49,732,390	41,156,830
TOTAL	49,732,390	41,156,830
Note : As per the information available with the Company till date none of the suppliers have informed the company about their having registered themselves under the "Micro, Small and Medium Enterprises Development Act, 2006". As such, information as required under this Act, cannot be compiled and therefore, not disclosed for the year.		

Note : 8	As at 31st March 2016	As at 31st March 2015
OTHER CURRENT LIABILITIES		
Outstanding Liabilities	3,298,392	2,419,362
Statutory Dues	2,683,646	1,233,003
Unclaimed Dividends	467,926	230,370
Unclaimed amount for fractional Share	664	664
Other Deposits	1,200,000	18,000
Advance From Customers	526,216	2,291,199
Advance against Property	15,900,000	8,700,000
	24,076,844	14,892,598

Note : 9	As at 31st March 2016	As at 31st March 2015
SHORT TERM PROVISIONS		
Others :		
Provision for Employee Benefit	2,268,138	4,246,930
Income Tax	164,000	38,000
Provision for Excise duty	2,721,077	3,411,435
Proposed Dividend	317,350	317,350
Dividend Distribution tax	51,482	51,482
	5,522,047	8,065,197

Consolidated Notes On Financial Statements for the Year ended 31st March 2016											
Note No. 10											
FIXED ASSETS											
Description of Assets	Gross Block					Depreciation			Net Block		
	Cost as on 1.4.2015 ₹	Additions ₹	Deductions ₹	As at 31.03.2016 ₹	As at 1.4.2015 ₹	Provided for the year ₹	Adjustment during the year ₹	As at 31.03.2016 ₹	As at 31.03.2016 ₹	As at 31.03.2015 ₹	
Tangible Assets :											
Land	6,952,643	-	-	6,952,643	-	-	-	-	6,952,643	6,952,643	
Building (Bhandup & Ambernath)	15,670,462	1,684,938	-	17,355,400	5,338,360	461,856	-	5,800,216	11,555,184	10,332,101	
Plant & Machinery	32,412,145	1,155,500	233,800	33,333,845	21,502,627	1,142,539	139,272	22,505,894	10,827,951	10,909,519	
Computers	4,516,140	-	-	4,516,140	3,002,468	573,876	-	3,576,344	939,796	1,513,671	
Furniture, Fitting & Office Equipment	9,469,260	786,197	-	10,255,457	5,814,186	980,461	-	6,794,647	3,460,810	3,655,073	
Motor Vehicles	210,813	571,193	-	782,006	210,812	63,466	-	274,278	507,728	1	
Electrical Fitting	3,261,922	-	-	3,261,922	1,726,605	226,632	-	1,953,237	1,308,685	1,535,319	
SUB TOTAL (A)	72,493,385	4,197,828	233,800	76,457,413	37,595,058	3,448,830	139,272	40,904,616	35,552,797	34,898,327	
Intangible Assets :											
SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-	
Capital Work in Progress :											
Building under Construction (Refer Note)	14,766,844	-	-	14,766,844	-	-	-	-	14,766,844	14,766,844	
SUB TOTAL (C)	14,766,844	-	-	14,766,844	-	-	-	-	14,766,844	14,766,844	
SUB TOTAL A + B + C	87,260,229	4,197,828	233,800	91,224,257	37,595,058	3,448,830	139,272	40,904,616	50,319,641	49,665,171	
Previous Year	72,884,271	14,375,957	-	87,260,228	33,547,891	3,012,788	1,034,380	37,595,059	49,665,171	39,336,380	

Note : Additional Floor of the Building of Holding Company is completed since F.Y 2009-2010 and capitalisation pending for completion certificate to be received from B.M.C.



Consolidated Notes On Financial Statements for the Year ended 31st March 2016

Note : 11	As at 31st March 2016	As at 31st March 2015
NON CURRENT INVESTMENTS		
Investment (Unquoted) :		
Saraswat Bank (1000 Equity shares of Rs 10 each)	10,000	10,000
	10,000	10,000

Note : 12	As at 31st March 2016	As at 31st March 2015
LONG TERM LOANS AND ADVANCES		
Advance against Property	25,316,153	26,316,153
Other Loans	600,000	-
	25,916,153	26,316,153

Note : 13	As at 31st March 2016	As at 31st March 2015
OTHER NON CURRENT ASSETS		
ASSETS & LIABILITIES IN PAKISTAN :	876,320	876,320
	876,320	876,320

Note : 14	As at 31st March 2016	As at 31st March 2015
INVENTORIES		
(At cost or Net realisable value which ever is less)		
Raw Materials & Stores	12,989,035	16,408,765
Materials in process	8,420,929	6,908,536
Finished Goods	24,485,266	30,702,917
Trading Goods	11,189,601	12,410,736
	57,084,831	66,430,954

Note : 15	As at 31st March 2016	As at 31st March 2015
TRADE RECEIVABLES		
(Unsecured)		
Debts outstanding for a period exceeding six months from the date they were due for payment.		
Considered Good	17,010,716	16,148,295
Considered Doubtful	6,379,630	4,274,437
	23,390,346	20,422,732
Less: Provision for Doubtful Debts	6,379,630	4,274,437
	17,010,716	16,148,295
Others: Considered Good	86,104,539	74,726,407
	103,115,255	90,874,702

Consolidated Notes On Financial Statements for the Year ended 31st March 2016

Note : 16	As at 31st March 2016	As at 31st March 2015
CASH AND CASH EQUIVALENTS :		
Cash in Hand	246,161	173,666
With Scheduled Banks :		
In Current Account	8,912,202	3,293,779
Bank Guarantee Margin	70,900	70,900
In Fixed Deposits under Lien	13,203,853	6,780,395
In Fixed Deposits against LC Margin	1,758,707	1,410,725
In Dividend Account	467,926	230,370
	24,659,749	11,959,835

Note : 17	As at 31st March 2016	As at 31st March 2015
SHORT TERM LOANS AND ADVANCES		
Unsecured, Considered Good		
Loans & Advances to employees (Including Rs.1,00,000/- to Director)	110,000	107,600
Prepaid Expenses	353,382	382,576
Other Recoverable	2,618	-
Advance Tax	2,034,272	1,428,514
<u>Balances with Govt Authorities :</u>		
Modvat	28,120	9,253
Service Tax	270,591	-
Excise Receivable	525,628	525,628
Central Excise Duty (PLA)	88,031	86,998
Sales Tax Receivable	2,235,435	1,666,786
Other Advances	347,522	134,185
	5,995,599	4,341,540

Note : 18	As at 31st March 2016	As at 31st March 2015
OTHER CURRENT ASSETS		
Accrued Interest on FD	47,631	39,725
<u>Sundry Deposits :</u>		
Unsecured ,Considered Goods	3,546,669	2,811,669
Advances to suppliers for Raw Material	53,601	1,245,944
Capital Advance	551,782	875,295
Miscellaneous Expenditure	6,650	6,650
	4,206,333	4,979,283

Note : 19	As at 31st March 2016	As at 31st March 2015
SALES :		
Sale of Manufactured Goods	250,599,226	235,291,937
Less : Excise Duty	37,987,242	30,477,987
	212,611,984	204,813,950
Export Sale	4,311,421	7,559,745
Sale of Trading Goods	8,201,728	9,564,753
Repair Charges	209,744	416,129
Sale of Scrap	4,719,076	1,954,948
	230,053,953	224,309,525



Consolidated Notes On Financial Statements for the Year ended 31st March 2016

Note : 20	As at 31st March 2016	As at 31st March 2015
OTHER INCOME :		
Interest from Bank on :		
Deposits	1,039,859	910,531
Dividend Income From :		
Shares	1,500	1,000
Other Non operating income Comprises :		
Rental Income	5,475,000	2,400,000
Interest From Customers	57,726	-
Interest on Refund of Property Tax	-	30,217
Profit on sale of Fixed Assets	420,472	-
Interest on IT Refund	1,015	-
	6,995,572	3,341,748
Note : 21	As at 31st March 2016	As at 31st March 2015
Cost of Material Consumed:		
Opening Stocks Raw Materials & Stores:	16,408,765	25,978,773
Add: Raw Material & Stores Purchases	107,268,982	117,010,800
	123,677,747	142,989,573
Closing Stocks Raw Material & Stores	12,989,035	16,408,765
	110,688,712	126,580,808
Note : 22	As at 31st March 2016	As at 31st March 2015
Purchases of Stock in Trade		
Opening Stocks of Trading Goods	12,410,736	14,733,326
Add : Purchases	3,766,363	3,704,961
	16,177,099	1,84,38,287
Closing Stock	11,189,601	12,410,736
	4,987,498	6,027,551
Note : 23	As at 31st March 2016	As at 31st March 2015
Changes in Inventory of Finished goods, work-in-progress and stock in trade		
Opening Stocks :		
Materials in Process	6,908,536	4,246,354
Finished Goods	30,702,917	21,883,252
	37,611,453	26,129,606
Less :Closing Stocks :		
Materials in Process	8,420,929	6,908,536
Finished Goods	24,485,266	30,702,917
	32,906,195	37,611,453
	4,705,258	(11,481,847)

Consolidated Notes On Financial Statements for the Year ended 31st March 2016

Note : 24	As at 31st March 2016	As at 31st March 2015
EMPLOYEE BENEFIT EXPENSES :		
Salaries, Wages, Bonus & Gratuity	49,888,219	51,406,562
Contribution to Provident & Other funds & Schemes	2,705,216	2,654,175
Welfare Expenses	3,703,342	5,079,669
	56,296,777	59,140,406

Note : 25	As at 31st March 2016	As at 31st March 2015
FINANCE COST :		
Interest - Banks	3,824,855	3,556,880
Interest - Others	286,171	260,000
Bank Charges	1,236,037	888,007
	5,347,063	4,704,887

Note : 26	As at 31st March 2016	As at 31st March 2015
OTHER EXPENSES :		
Component Processing and other charges	23,476,443	14,183,782
Power, Fuel & Water Charges	836,683	2,207,162
Octroi, Transportation & Forwarding, etc.	3,306,375	3,309,162
Conveyance & Traveling	5,629,583	5,824,549
Printing & Stationery	419,275	424,358
Postage & Telephone	1,100,643	1,196,978
Cash Discount	1,801,913	1,500,651
Maintenance & Repairs :		
Machinery	86,857	76,278
Building	49,000	256,293
Others	983,896	1,554,483
Insurance & Keyman Insurance	755,050	2,225,123
Rent, Rates & Taxes	696,535	471,943
Indirect Taxes Paid	544,546	2,547,270
Discounts	4,256,713	4,212,304
Bad Debts & Misc Written Off	2,516,648	687,634
Legal & Professional Charges (Refer No.18 for Auditors Remuneration)	2,953,619	2,323,266
Advertisement & Publicity	89,645	92,280
Sales Commission	580,579	165,517
Sales Promotion	527,707	803,240
Miscellaneous Expenses	3,472,688	7,486,887
	54,084,398	51,549,160

**NOTE NO. 27****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016****SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS****1 BASIS OF PREPARATION OF FINANCIAL STATEMENT**

- a) The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principal (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standard as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, and the provision of the Act.
- b) Use of estimates
The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the year. Actual results could differ from those estimates.
- c) All the assets and liabilities have been classified as current or non-current, wherever applicable as per the operating cycle of the company as per the guidance as set out in the schedule III to the Companies Act, 2013.

2 PRINCIPLES OF CONSOLIDATION

The consolidated financial statements relate to Kaycee Industries Limited ('the Company') and its subsidiary companies, associates and joint ventures. The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiary company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 – 'Consolidated Financial Statements' notified by the Companies (Accounting Standards) Rules, 2006 read with Rule 7 to the Companies (Accounts) Rules 2014 in respect of Section 133 of the Companies Act, 2013" .
- b) Minority Interest's share of net profit of subsidiary for the year is identified and adjusted in order to arrive at the net income attributable to shareholders of the Company.
- c) Minority Interest's share of net assets of subsidiary is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- d) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

3 REVENUE RECOGNITION:

Revenue is recognised when the significant risks and rewards of ownership of the goods have been passed to the buyer and are recorded net of returns, trade discounts, rebates, sales tax & excise duty where ever applicable.



Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognised when the Company's right to receive dividend is established by the Balance Sheet date.

4 **EMPLOYEE BENEFITS**

I) **Short Term Employees Benefits:**

All short term employee benefits such as salaries, wages, bonus, short term compensated absences, awards, ex gratia, performance pay, medical benefits, which fall due within 12 months of the period in which the employee renders the related service which entitles him to avail such benefits and non accumulating compensated absences are recognized on an undiscounted basis and charged to profit and loss account

II) **Post Employment Benefit:**

a) **Defined Contribution Plan**

Company's contribution to the provident fund based on a percentage of salary is made to Provident Fund Trust, which are administered by the trustees.

b) **Defined Benefit Plan**

Gratuity:

The Company provides the gratuity benefit through annual contributions to a fund managed by the Life Insurance Corporation of India (LIC). Under this plan, the settlement obligation remains with the Company, although the Life Insurance Corporation of India administers the plan and determines the contribution premium on Projected Unit Credit Method, which is required to be paid by the Company and is debited to the profit and loss account on an accrual basis. Actuarial gains or losses arising during the year are recognized in the profit and loss account.

c) Leave encashment is provided for on the basis of an actuarial valuation carried out by an Actuary at the end of each financial year and debited to the profit and loss account.

5 **Inventories**

Inventories of Raw Material, Components, Material in Process, Finished goods, Stores & Packing materials and traded goods are stated 'At Cost or Net Realizable value' whichever is lower.

Cost of inventories comprises of cost of purchase, cost of conversion and other cost incurred in bringing the inventory to their present location and condition.

Company uses FIFO method for valuation. Cost of finished goods includes excise duty.

6 **Fixed Assets**

Tangible Assets

Fixed assets are stated at cost less accumulated depreciation, amortization and impairment loss if any.

The company capitalizes direct costs including taxes, duty, freight and incidental expenses attributable to the acquisition and installation of fixed assets. Capital work-in-progress is stated at cost.

Depreciation

Depreciation is provided using the straight-line value method in accordance with the schedule II of the Companies Act, 2013. Fixed assets with estimated useful life of less than 1 year & onetime use are fully depreciated in the year of acquisition. Depreciation on assets acquired or disposed off during the year is provided on a pro-rata basis from/up to the date of acquisition/disposal.

7 **Depreciation**

Depreciation on tangible asset is provided on the straight-line method over the useful lives of assets estimated by the Management, which is as per Schedule II of the Companies Act, 2013. Depreciation on assets purchased / sold during a period is proportionally charged. The Management estimates the useful lives of fixed assets as follows:-



	Years
Buildings	30
Plant and Machinery	15
Office equipment	5
Electrical fittings	10
Computer – Servers	5
Computer – Others	3
Furniture and Fixtures	10
Vehicles	6

8 **Impairment Policy**

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's net selling price or its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

9 **Investments**

Investments that are readily realizable and intend to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Long term investments are stated at cost less any diminution in their value, which is other than temporary. Current Investments are stated at lower of cost and market value. Unquoted long term investments are valued at lower of cost or latest available break up value.

10 **Research and Development**

Revenue expenditure on research and development is charged against the profit of the year in which it is incurred. Capital expenditure on research and development is shown as an addition to Fixed Assets.

11 **Foreign currency transaction**

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are restated at year-end rates. The exchange difference on restatement of monetary assets and liabilities and realized gains and losses on foreign exchange transactions other than those relating to fixed assets are recognized in the profit and loss account. Exchange difference in respect of liabilities incurred to acquire fixed assets is adjusted to the carrying amount of such Fixed assets .

12 **Segment Reporting Policies**

Identification of segment is based on the major manufacturing products.

13 **Earnings per share**

Basic and diluted earnings per share are calculated by dividing the net profit/ loss for the year by the weighted average number of equity shares outstanding during the period.

14 **Provisions and contingent liabilities**

A provision is recognized when the company has a present obligation resulting from past events and it is probable that an outflow of resources will be required to settle the obligation for which a reliable estimate can be made. Provisions are based on management's best estimate of the amount required to settle the obligation at the balance sheet date. Provisions are reviewed at each balance sheet date and adjusted to reflect revision in estimates.

The company has decided to provide for doubtful debts if debtors remain outstanding above one year.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of

resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

15 Provision for Taxation

- a) Provision for Taxation comprises of current and deferred tax and includes any adjustments related to past periods in current and / or deferred tax adjustments that may become necessary due to certain developments or reviews during the relevant period.
- b) Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961.
- c) Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year. The tax effect is calculated on the accumulated timing differences at the end of the accounting period based on prevailing enacted or subsequently enacted tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date.
- d) Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date.

16 Holding Company has not provided Liability towards pending C forms have not been provided on account of uncertainty.

17 Pakistan unit of the Company continues to be under the control of Pakistan Government. It has not been possible to establish any communication with the said unit so far. Therefore, statement of Assets and Liabilities as at 30th June 1964 based on the last reports received have been incorporated in the Balance sheet as pre devaluation rate of rate of exchange.

18 **PAYMENT TO THE AUDITORS :** INCLUSIVE OF SERVICE TAX.

	2015-2016 Rupees	2014-2015 Rupees
a As Audit Fee – Statutory	3,06,288	2,47,192
b In Other Capacities :		
i Certification	2,12,599	1,94,789
ii Provident Fund & Gratuity Audit	5,725	5,618
iii Tax Audit Fees	85,875	84,270
iv Vat Audit Fees	74,425	73,034
v Corporate Governance	57,125	-
vi Consolidated Balance Sheet	57,125	-
vii Expenses Reimbursed	22,500	32,500

19 **MANAGERIAL REMUNERATION:**

	2015-2016	2014-2015
Salary and Allowances	17,04,600	17,04,600
Contribution to Statutory Funds	1,44,000	1,44,000

Working Under Section 197 of Companies Act 2013

	2015-2016 Rs.	2014-15 Rs.
Loss before tax	(25,09,011)	(1,18,82,479)
Limit Under Section 197 read with Clause A of Section II of Part II of Schedule V to the Companies Act 2013 - Effective capital -		
Share Capital	63,47,100	63,47,100
Reserves and surplus	11,31,38,863	11,67,69,316
long-term loans repayable after one year	2,94,08,744	2,89,12,824
Effective capital -	14,88,94,707	15,20,29,240
Limit on remuneration -	42,00,000	42,00,000

20 Details of Licensed and Installed Capacity, Production, Stock and Turnover.

20 A Licensed And Installed Capacity And Production:

	Licensed Capacity Nos.	Installed Capacity Nos.	Actual Production Nos.
a Rotary Switches	Not Specified	Not Specified	7,25,438 (7,36,473)
b Micro Switches	Not Specified	Not Specified	4,77,139 (4,81,994)
c Counters	Not Specified	Not Specified	80,973 (89,344)
d Water Meters	Not Specified	Not Specified	149 (847)

20 B TURNOVER:

	2015-2016		2014-2015	
	Unit Nos.	Amount Rs.	Unit Nos.	Amount Rs.
MANUFACTURED GOODS.				
a Rotary Switch	7,45,650	17,45,90,242	7,33,926	17,04,20,801
b Micro Switches	4,75,212	2,95,67,803	4,77,721	2,72,39,180
c Counters	83,544	2,00,95,286	80,858	1,50,21,545
d Water Meters	271	37,15,421	273	30,16,889
e Others		2,69,41,895		2,71,53,267
f Traded Goods	45,350	82,01,728	55,460	95,64,753
Total		26,31,12,375		25,24,16,435

20 C OPENING STOCK AND CLOSING STOCK OF FINISHED GOODS :

	Opening Stock		Closing Stock	
	Qty Nos.	Value Rs.	Qty Nos.	Value Rs.
a Rotary Switch	71,473 (68,926)	1,05,03,088 (90,88,493)	51,261 (71,473)	70,07,969 (1,05,03,088)
b Micro Switches	38,282 (34,009)	21,75,465 (12,55,562)	40,209 (38,282)	15,48,278 (21,75,465)
c Counters	10,442 (1,956)	20,88,277 (4,72,140)	7,871 (10,442)	8,54,763 (20,88,277)
d Water Meters	821 (247)	91,84,337 (27,59,158)	699 (821)	80,54,098 (91,84,337)
e Others	27,58,529 (40,83,634)	67,51,751 (83,07,899)	11,42,803 (27,58,529)	70,20,158 (67,51,751)

Previous year's Figures are given in brackets.

20 D DETAILS OF TRADING ITEMS :

	2015-2016		2014-2015	
	Unit Nos.	Amount Rs.	Unit Nos.	Amount Rs.
a Opening Stock	80,722	1,24,10,736	1,09,171	1,47,33,326
b Purchases	23,912	37,66,363	27,011	37,04,961
c Turnover	45,350	82,01,728	55,460	95,64,573
d Closing Stock	59,284	1,11,89,601	80,722	1,24,10,736

20 E DETAILS OF RAW MATERIALS & STORES CONSUMED :

	2015-2016		2014-2015	
	Unit Nos.	Amount Rs.	Unit Nos.	Amount Rs.
a Bimetal Tips & Components	40,78,386	1,12,82,035	49,06,204	1,06,71,707
b Copper & PB	5,826	34,23,223	4,885	29,86,346
c Brass	3,008	11,18,511	8,011	7,42,692
d Steel & Aluminium	50,757	33,57,465	32,158	24,60,506
e Plastic Powder & Moulding Components	4,58,710	30,43,900	44,305	16,03,079
f Motors	6,896	15,58,925	12,011	27,26,497
g Others		8,69,04,653		10,53,89,981
Total		11,06,88,712		12,65,80,808

**20 F VALUE OF IMPORTS (C.I.F.):**

	2015-2016 Rupees	2014-2015 Rupees
a Raw Materials	8,26,576	17,64,262
b Finished Goods (Trading)	19,83,574	9,896

20 G CONSUMPTION OF RAW MATERIALS & STORES

	2015-2016		2014-2015	
	Percentage Of Total Consumption	Amount Rupees	Percentage of Total Consumption	Amount Rupees
a Imported	0.69%	8,26,576	1.46%	17,64,262
b Indegenous	99.31%	11,95,54,892	98.54%	11,93,62,250

21 EARNINGS IN FOREIGN CURRENCY :

	2015-2016 Rupees	2014-2015 Rupees
a) F.O.B. Value of Exports	41,10,661	74,05,065

22 EXPENDITURE IN FOREIGN CURRENCY :

	2015-2016 Rupees	2014-2015 Rupees
a) Foreign bank charges	56,529	50,447
b) Brokerage & Commission	30,759	1,65,517

23 Employee Benefits

With effect from 1st April 2007, the company has adopted revised Accounting Standard 15 "Employee Benefits". Pursuant to the adoption, no adjustment was required to be made to general reserve of revised As -15 as the impact was insignificant. .

As per Accounting Standard 15 "Employee Benefits", the disclosure of Employee benefits as defined in the Accounting Standard are given below:

I Defined Contribution Plan

Contribution to Defined Contribution Plan, Recognized as expenses for the year as under :

	2015-16 Rupees	2014-15 Rupees
Employer's Contribution to Provident Fund	8,91,031	11,14,764
Employer's Contribution to Pension Fund	13,36,328	11,37,300

The Company's Provident Fund is Exempted under section 17 of Employees' Provident Fund Act, 1952. Condition of grant of exemption stipulates that the employer shall make good deficiency, if any, in the interest rate declared by the trust vis- a vis statutory rate.

II Defined Benefit Plans

Under both the Gratuity and Leave Encashment, The Present Value of Obligation is determined based on actuarial valuation using the projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

PARTICULARS	AS AT 31.03.2016		AS AT 31.03.2015	
	Gratuity Funded	Leave Encashment Unfunded	Gratuity Funded	Leave Encashment Unfunded
A. Changes in Present Value of obligation				
Present Value of Obligation	11,296,744	32,40,551	11,363,260	2,400,382
Interest Cost	9,03,740	2,57,948	909,061	190,830
Current Service Cost	13,22,780	4,42,551	1,908,681	418,617
Benefit Paid	29,98,114	12,27,269	2,395,219	1,023,731
Actuarial Gain/Loss on Obligations	460,658	(36,401)	489,039	(1,254,453)
Present Value of Obligation	10,064,492	27,50,182	11,296,744	3,240,551
B. Fair Value of Plan Assets	Gratuity Funded	Leave Encashment Unfunded	Gratuity Funded	Leave Encashment Unfunded
Fair Value of the Plan Assets	10,455,730	N.A	10,837,300	N.A
Expected return on Plan Assets	8,38,713	N.A	939,167	N.A
Contributions	13,86,191	N.A	1,074,482	N.A
Benefits Paid	2,998,114	N.A	2,395,219	N.A
Actuarial Gain/Loss on Plan Assets	NIL	N.A	NIL	N.A
Fair Value of the Plan Assets	96,82,520	N.A	10,455,730	N.A
C. Amount Recognized in the Balance Sheet.	Gratuity Funded	Leave Encashment Unfunded	Gratuity Funded	Leave Encashment Unfunded
Present Value of Obligation	10,064,492	27,50,182	11,296,744	3,240,551
Fair Value of the Plan Assets	96,82,520	N.A	10,455,730	N.A
D. Reconciliation of Balance Sheet.	Gratuity Funded	Leave Encashment Unfunded	Gratuity Funded	Leave Encashment Unfunded
Present Value of Obligation	11,296,744	32,40,511	11,363,260	2,400,382
Total Expenses recognized in Profit & Loss A/c	1,739,158	7,36,940	1,426,320	1,863,860
Actuarial Gain/Loss	1,585,219	N.A	418,354	N.A
Employer's Contribution	13,86,191	12,27,269	1,074,482	1,023,731
Present Value of Obligation	10,064,492	27,50,182	11,296,744	3,240,511
E. Assumptions	Gratuity Funded	Leave Encashment Unfunded	Gratuity Funded	Leave Encashment Unfunded
Actuarial Return on Plan Asset	8,38,713	N.A	939,167	N.A
Mortality Table	LIC (2006-08) Ultimate	Indian assured lives mortality 2006-08 Ultimate	LIC (2006-08) Ultimate	Indian assured lives mortality 2006-08 Ultimate
Discount Rate	8%	7.96%	8%	7.95%
Expected Rate of Return on Plan Assets	8%	8%	8%	8%
Salary Escalation	4%	6%	4%	6%



Fare value of plan assets at the end of period Rs 96,82,520/- is funded fully with Life Insurance Corporation of India

- 24 During the year, the company has taken physical verification of fixed assets and noted discrepancy of Rs Nil (W.D.V.) (P. Y Nil) of Fixed Assets and the same were adjusted and discarded in the books of accounts
- 25 Disclosure of Related Parties / Transactions With Related Parties:-

Relationship	Name of Related Party
Subsidiary company	RDJ Construction Private Limited
Group Companies	CMS Traffic Systems Limited
Subsidiary company	RDJ Construction Private Limited
Group Companies	CMS Traffic Systems Limited
(Enterprise over which Director and/or his relatives has significant influence)	CMS Computers Limited
	Jess Prasad Engg. And Metallurgical Services Pvt. Ltd
	ST Energy Solution Private Limited
	CMS Engineering Services Private Limited
	G.G. Constructions Private Limited
	Datacom Computer Services Private Limited
	Dynamic Hydro Machines Private Limited
	Mailtek Services (India) Limited
	Netprint Solution India Private Limited
	New Video Private Limited
	Dominant Developers Pvt. Ltd.
	Acu-Soft Technologies Pvt. Ltd.
	CMS-DITL Ltd.
	Royal Virgo Travels
	Systime Computers Limited
	CMS Universal Solution P Ltd
	CMS Info System Ltd.
	Resergent Infotech Pvt.Ltd.
	People Upliftment Foundation
	Money ease Capital Pvt. Ltd.
	CMS I.T Services Pvt.Ltd
	Computer Maintanance Services(Prop.Mrs.Raju Grover)
Key Management Personnel (KMP) Of Holding Company	Directors : Mrs. Raju R. Grover Ms. Aarti R. Grover Mrs. Sona P. Ramchandani Mrs. Pramila Prakash Merani Mrs.Savitri Lal Butani Mr. Chandraprakash Jain (w.e.f 14/11/2015) Mr.Deepak Potdar (CFO) Miss. Kamaleshwari Bind (CS)
Key Management Personnel (KMP) Of Subsidiary Company	Directors : Mrs. Raju R. Grover Ms. Aarti R. Grover

Transactions during F.Y 2014-15 and 2015-16

Sr. No.	Name of the Related Party	Relationship	Nature	Amount Rs.	O/S as on 31.03.2016	
I Holding Companies						
1	CMS Traffic Systems Ltd.	Group Company	Sales	21,81,598.40 (47,39,747.83)	37,40,797.93 Dr.	
2	CMS Traffic Systems Ltd.	Group Company	Reimbursement Of Salary	10,76,082 (11,48,277)	(45,64,481.37) Dr.	
II Group Companies						
3	CMS Computers Limited	Group Company	Reimbursement of Elect. Chrgs	Nil (16,71,380)	34,18,287.96 Cr. (40,93,419.74) Cr.	
4	CMS Computers Limited	Group Company	Rent Received	41,01,660 (26,96,640)		
5	CMS Computers Limited	Group Company	Reimbursement of Water Charges	Nil (1,03,723)		
6	CMS Computers Limited	Group Company	Sales	78,46,702.89 (30,09,071.39)		
7	CMS Computers Limited	Group Company	Reimbursement Of Salary	9,684 (53,596)		
8	CMS Computers Limited	Group Company	Purchases	Nil (122,049)		
9	CMS Computers Limited	Group Company	Computer Maint.Chrgs Paid	Nil (49,276)		
10	Systime Computers System Limited	Group Company	-	-		Nil (339,657) Cr.
11	Royal Virgo Travels	Director's firm	Interest on Loan	260,000 (260,000)		2,000,000 Cr. (2000,000) Cr.
12	RDJ Construction Pvt. Ltd	Subsidiary Company	Reimbursement Of Salary	687,000 (Nil)		6,27,000 Dr. (Nil)
13	Computer Maintenance Services	Group Company	Loan Taken	Nil (Nil)	2,69,12,824 Cr. (2,69,12,824) Cr.	
14	G G Constructions P Ltd	Group Company	Loan Taken	1,00,000 (Nil)	1,00,000 Cr. (Nil)	
III Key management Person						
15	Ms. Aarti Grover	Managing Director	Salary & Perquisites	1,704,600 (17,04,600)	Nil (Nil)	
16	Mr. Deepak Potdar	Chief Financial Officer	Salary & Perquisites	6,94,669 (6,25,562)	Nil (Nil)	
17	Miss Kamalshwari Bind	Company Secretary	Salary & Perquisites	5,58,071 (3,95,796)	Nil (Nil)	
Transactions during F.Y 2015-16						
Sr. No.	Name of the Related Party	Relationship	Nature	Amount Rs.	O/S as on 31.03.2016	
1	Mr. Chandraprakash Jain	Director	Salary & Perquisites	11,88,342	1,00,000 Dr.	
2	Mrs.Jyoti C.Jain	Spouse of Director	Professional Fees	3,45,420	1,72,710 Cr.	

- Related party relationship have been identified by the management and relied upon by the auditors

26 The equity shares of the company are listed in Bombay Stock Exchange and company has paid annual listing fees to the stock exchange for the year 2015-2016.

27 Segment wise Reporting as per Note No. 34.

28 During the year the Company has reviewed Accounts Receivable and made provision for doubtful debts Rs. 21,05,193. (P.Y.Rs 5,55,034).



- 29 In the opinion of the Board Current Assets, Loans & Advances have a value on realization in the ordinary Course of Business at least equal to the amount at which they are stated in accounts and all current liabilities have been provided for.
- 30 Sundry Debtors and Creditors are subject to confirmation and reconciliation, if any.
31. Excise Receivable Rs.5,25,628/- Company had paid under dispute Rs 5,25,628/- towards F.Y. 2003-2004 and Legal matter is going on.
- 32 Holding Company has provided for bonus as per the Payment of Bonus Act, 2015 for F.Y. 2015-2016. For F.Y 2014-2015, additional provision Rs.4,86,642/- is not made considering stay given by High Court of Kerala on 27.01.2016.
- 33 Previous Years figures have been regrouped / rearranged wherever necessary.

DISCLOSURE IN TERMS OF SCHEDULE III OF THE COMPANIES ACT, 2013.

Particulars	Net Assets (i.e. Total assets minus total liabilities)		Share in profit/(loss)	
	As a % of consolidated net assets	Amount	As a % of consolidated profit/loss	Amount
1. Parent: Kaycee Industries Limited	97.4718%	11,64,67,957	84.3780%	(27,52,521)
2. Subsidiary –RDJ Construction Private Limited	2.5257%	30,18,006	15.6064%	(5,09,100)
Add/(Less): Minority interest in subsidiary	0.0025%	2,921	0.0156%	(510)
Total	100.0000%	11,94,88,884	100.0000%	(32,62,131)

As per our report of even date attached

For N.D KAPUR & CO.
Firm Registration No:001196N
Chartered Accountants
Sd/-
S.K.AGRAWAL
Partner
MUMBAI
Date: 30th May 2016

For and on behalf of the Board

Sd/-	Sd/-
AARTI GROVER Managing Director	RAJU GROVER Director
Sd/-	Sd/-
Deepak Potdar Chief Financial Officer	Kamleshwari Bind Company Secretary



Form AOC - I

(Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiary company

1.	Sl. No.	1
2.	Name of the subsidiary	RDJ Construction Private Limited
3.	Reporting period for the subsidiary concerned	April 2015 to March 2016
4.	Reporting currency	Indian Rupees
5.	Share capital	100,000/-
6.	Reserves & surplus	29,20,927/-
7.	Total assets	4,62,11,497/-
8.	Total Liabilities	4,31,90,570/-
9.	Investments	NIL
10.	Turnover	8,86,231/-
11.	Profit before taxation	(3,65,500)/-
12.	Provision for taxation	1,44,110/-
13.	Profit after taxation	(5,09,610)/-
14.	Proposed Dividend	NIL
15.	% of shareholding	99.90 %

For and on behalf of the Board

Sd/-

AARTI GROVER
Managing Director

Sd/-

Deepak Potdar
Chief Financial Officer

Sd/-

RAJU GROVER
Director

Sd/-

Kamleshwari Bind
Company Secretary

Mumbai

Date : 30th May, 2016

**NOTE NO. 34**

1. Segments have been identified in line with the accounting standard on segment reporting (AS-17) taking into account the organisation's product revenue.
2. The company recognise switches as primary segment.
3. Assets used in the company's business or liabilities contracted have not been identified to any of the reportable segments as assets are used interchangeably between segments.

Management believes that it is not practicable to provide segment disclosure relating to total assets and total liabilities, since a meaningful segregation of available data could be onerous.

SEGMENTWISE REPORTING

	2015-2016	2014-2015
1. Segment Revenue		
(Net Sale/ Income from)		
a. Segment - Switches	165,766,747	165,909,472
b. Segment - Counters	23,901,364	24,445,754
c. Segment - Others	40,385,842	33,954,299
TOTAL	230,053,953	224,309,525
Less : Intersegment Revenue	-	-
	230,053,953	224,309,525
2. Segment Results (Profit)(+)/Loss(-) before tax and interest from segment		
a. Segment - Switches	40,610,574	36,625,261
b. Segment - Counters	4,313,259	4,987,462
c. Segment - Others	12,842,217	7,509,553
TOTAL	57,766,050	49,122,276
Add : Other Income	6,995,572	3,341,748
Less : (I) Interest	5,347,063	4,704,887
(ii) Other unallocable expenditure net off unallocable income	61,923,570	59,641,616
Total Profit/(Loss) before Tax	(2,509,011)	(11,882,479)

For N.D KAPUR & CO.
Firm Registration No:001196N
Chartered Accountants

Sd/-
S.K.AGRAWAL
Partner

MUMBAI
Date: 30th May 2016

For and on behalf of the Board

Sd/-
AARTI GROVER
Managing Director
Sd/-
Deepak Potdar
Chief Financial Officer

Sd/-
RAJU GROVER
Director
Sd/-
Kamleshwari Bind
Company Secretary



KAYCEE INDUSTRIES LIMITED

Address: OLD KAMANI CHAMBERS, 32-RAMJIBHAI KAMANI MARG, BALLARD ESTATE,
MUMBAI-400001

CIN : L70102MH1942PLC006482 Contact : 22 2261 3521, www.kayceeindustries.com;
Email: complianceofficer@cms-kaycee.co.in; cs_legal@cms.co.in

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint Shareholders may obtain additional slip on request

NAME AND ADDRESS OF SHAREHOLDERS

Folio No	
DP ID	
Client ID	
No. of Shares	

I hereby record my presence at the 73rd Annual General Meeting of the Company held on Thursday, 29th day of September, 2016 at 11.00 a.m at Jainam Banquet Hall, Jainam Arcade, B.M.T. Compound, 100, L.B.S. Marg, Bhandup (W), Mumbai 400 078.

Signature of Shareholder or proxy *

*Strike out whichever is not applicable

KAYCEE INDUSTRIES LIMITED

Address: OLD KAMANI CHAMBERS, 32-RAMJIBHAI KAMANI MARG, BALLARD ESTATE, MUMBAI-400001
CIN : L70102MH1942PLC006482 Contact : 22 2261 3521, www.kayceeindustries.com;
Email: complianceofficer@cms-kaycee.co.in; cs_legal@cms.co.in

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :	
Registered Address:	
Email Id :	
Folio No. / Client Id :	
DP ID :	

I/We, being the member(s) of equity shares of Kaycee Industries Limited, hereby appoint

1. Name: _____ Email Id: _____
Address : _____
Signature: _____ or failing him / her

2. Name: _____ Email Id: _____
Address : _____
Signature: _____ or failing him / her

3. Name: _____ Email Id: _____
Address : _____
Signature: _____ or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 73rd Annual General Meeting of the Company to be held on Thursday, the 29th September, 2016 at Jainam Banquet Hall, Jainam Arcade, B.M.T. Compound, 100, L.B.S. Marg, Bhandup (W), Mumbai 400 078 at 11.00 a.m and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions
1.	Approve and Adopt Balance Sheet as at 31st March, 2016 and the Profit and Loss Account for the year ended on that date together with reports of Director's and Auditor's thereon.
2.	Declaration of Dividend
3.	Reappointment of Mrs. Raju Grover, who retires by rotation
4.	Appointment of M/s. N.D. Kapur & Co., as Statutory Auditor of the Company
5.	Appointment of Mr. Chandra Prakash Jain as Executive Director
6.	To revise in the borrowing limit U/s. 180(1)(c)
7.	To Adopt the New Sets of Articles of Association
8.	To Adopt the New Sets of Memorandum of Association

Signed thisday of2016

.....
Signature of shareholder

.....
Signature of proxy holder(s)

Please
affix Re.1/-
revenue
stamp and

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



: NOTES :