

Brand that sets
the Standard



KAYCEE INDUSTRIES LTD.

Regd. Off.: Old Kamani Chamber, 32, Ramjibhai Kamani Road, Ballard Estate, Mumbai-400 001.
Tel.: +91-22-2261 3521 / 22 / 23 • Fax : +91-22-2261 6106 • Email : kayceeindltd@vsnl.com
Web : www.kayceeindustries.com • CIN No. : L70102MH1942PLC006482

Date : 05.01.2018

BSE Limited
Floor 25, P J Towers
Dalal Street
Mumbai- 400 001

Dear sirs,

Sub : Disclosure of :

i) Combined voting Results of the Business transacted at the National Company Law Tribunal convened Meeting of the equity shareholders of Kaycee Industries Limited ("the Company") held on Thursday, 4th January, 2018 and

ii) Combined voting Result pursuant to Securities and Exchange Board of India circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 (SEBI Circular)

Ref: Regulation 44 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Pursuant to the Order dated 24th November, 2017 passed by the National Company Law Tribunal, a meeting of equity shareholders of the Company was held on Thursday 4th January, 2018 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.

Further, pursuant to the provisions of Section 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 and Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also provided facility of postal ballot and e-voting to its equity shareholders for approval of the Scheme.

Accordingly, voting by equity shareholders of the Company for approval of the Scheme has been carried out through (i) Postal ballot; (ii) e-voting; and (iii) physical voting at the venue of the meeting which was held on 4th January , 2018.

Further, in terms of the SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March, 2017, the Scheme is also required to be approved by the Public Shareholders of the Company and accordingly, voting by Public



KAYCEE IND. LTD.
ISO 9001 : 2008
FILE NO : 20001525QM08



FACTORY : PLOT NO. F-25, ADDITIONAL AMBERNATH INDL.AREA, ANAND NAGAR,
MIDC, AMBERNATH (E), DIST. THANE - 421 502 • TEL.: (0251) 2621138
FACTORY : 70, LAKE ROAD, BHANDUP, MUMBAI - 400 078.

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shareholders of the Company has been carried out through (i) Postal ballot; and (ii) e-voting, to the Scheme.

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please find enclosed the following disclosures:-

a. In terms of the Companies Act, 2013 and NCLT Order- voting results of the business transacted through (i) Postal ballot; (ii) e-voting ; and (iii) physical voting at the venue of the meeting along with the Scrutinizer's Report- Annexure A

b. In terms of the SEBI Circular- voting results of the Public Shareholders, along with a separate Scrutinizer's Report- Annexure B.

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by the NCLT Order and the SEBI Circular.

This is for your information please.

Thank you,

Yours Faithfully,

For Kaycee Industries Limited

Kamaleshwari Bind
Company Secretary



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KAYCEE IND. LTD.
ISO 9001 : 2008
FILE NO : 20001525QM08

Voting Results

	Kaycee Industries Limited
Date of AGM/EGM	04.01.2018
Total number of shareholders on record date	1472
No. of shareholders present in the meeting either in person or through proxy	
Promoters and promoter Group :	01
Public :	41
No. of Shareholders attended the meeting through Video Conferencing	Not applicable
Promoters and Promoters Group :	0
Public :	0

Consolidated Members Category Wise Voting Report KAYCEE INDUSTRIES LIMITED

Item No. 1		Approval of Scheme of Arrangement between Kaycee Industries Limited (Demerged Company) and RDJ Constructions Private Limited (Resulting Company) and their respective shareholders and creditors						
Resolution required: Special / Ordinary		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45899	45899	100.00	45899	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Ballot Form at meeting		0	0.00	0	0	0.00	0.00
	Total		45899	100.00	45899	0	100.00	0.00
Public-	E-Voting	158	0	0.00	0	0	0.00	0.00



Institutions	Postal Ballot		0	0.00	0	0	0.00	0.00
	Ballot Form at meeting		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0	0
Public- Non Institutions	E-Voting		2285	13.12	2285	0	100.00	0.00
	Postal Ballot		472	2.71	472	0	100.00	0.00
	Ballot Form at meeting	17413	161	0.92	161	0	100.00	0.00
	Total		2918	16.76	2918	0	100.00	0.00
Total		63470	48817	76.91	48817	0	100.00	0.00

Ranajit Kumar





AASHIT DOSHI

B.Com, CS, LL.B

Practicing Company Secretary

Add: B/16, Krupali, Saibaba Nagar, Borivali West, Mumbai - 92

Report of Scrutinizer

[Pursuant to Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

Mr. Chandra Prakash Jain

Chairman appointed for the meeting

Kaycee Industries Limited

Old Kamani Chambers, 32 Ramjibhai Kamani Marg,

Ballard Estate, Mumbai- 400 001

Sub : Scrutinizers Report with respect to voting through Postal Ballot, E-voting and Poll conducted at the National Company law Tribunal (NCLT) Convened Meeting of the Equity Shareholders of Kaycee Industries Limited (the Company) held on Thursday, 04th Januray, 2018 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.

Dear Sir,

I, Aashit Doshi, Practicing Company Secretary, has been appointed as Scrutinizer by the National Company Law Tribunal (NCLT), Mumbai Bench vide its order dated on 24th November, 2017 for the purpose of scrutinizing:

- a) The voting through postal ballot and remote e-voting process (electronic voting) held between 4th December, 2017 to 3rd January, 2018 pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of the India (Listing Obligation and Disclosure Requirements) Regulations, 2015; and
- b) The poll conducted at NCLT convened meeting under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014; in respect of the resolution contained in the Notice date 29th November, 2017 (the Notice) of the NCLT convened meeting of the Equity Shareholders of Kaycee Industries Limited (the Company) held on Thursday, 4th January, 2018 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, in terms of applicable provisions of the Companies Act, 2013 read with Rules.

I submit my report with regard to the result of the postal ballot, e-voting and poll at NCLT convened meeting of equity shareholders as under:

1. The Company has appointed Central Depository Services (India) Limited (CDSL), the Agency authorized under Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of SEBI LODR for carrying out the e-voting process.
2. The e-voting period remained open from 9:00 a.m (9:00 hours) of 4th December, 2017 to 3rd January, 2018 till 5:00 p.m (17:00 hrs)
3. The shareholders holding shares as on the "cut off" date i.e. 24th November, 2017 were entitled to vote on the proposed resolution as set out in the Notice.





AASHIT DOSHI

B.Com, CS, LL.B

Practicing Company Secretary

Add: B/16, Krupali, Saibaba Nagar, Borivali West, Mumbai - 92

4. The electronic votes were unblocked on 4th January, 2018 at around 12:25 p.m. in the presence of two witness, namely Mrs. Kosha Doshi and Ms. Arpita Doshi, who are not in the employment of the Company.
5. The details containing, inter- alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://evotingindia.co.in>).
6. The company also provided the facility to vote by Postal Ballot form in lieu of e-voting to the members not having access to e-voting facility. The Ballot forms received till 3rd January, 2018 (5 p.m.) have only been considered.
7. The Postal Ballot forms, which were incomplete, and/or which were otherwise found defective have been treated as invalid and kept separately.
8. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
9. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorization/proxies lodged with the Company.
10. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
11. The results are as under :

Item No. 1- Resolution for approval of the Scheme of Arrangement between Kaycee Industries Limited and RDJ Constructions Private Limited and their respective shareholders and creditors

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of share holders	No. of shares	% of total number of valid votes cast	No. of share holders	No. of shares	% of total number of valid votes cast	No. of share holders	No. of shares
E- voting	48184	31	48184	100%	0	0	0%	0	0
Voting by postal Ballot	472	22	472	100%	0	0	0%	2	248
Poll at NCLT convened Meeting	161	13	161	100%	0	0	0%	0	0
Total	48817	66	48817	100%	0	0	0%	2	248
Result	Resolution passed unanimously								





AASHIT DOSHI

B.Com, CS, LL.B

Practicing Company Secretary

Add: B/16, Krupali, Saibaba Nagar, Borivali West, Mumbai - 92

12. A list of Equity Shareholders who votes "FOR", "AGAINST" and those whose votes were declared invalid for resolution is enclosed.
13. The postal ballot, ballot, poll papers, register and all other papers and relevant records with respect to voting through postal ballot, e-voting and voting at the meeting were handed over to the Company Secretary for safe keeping.

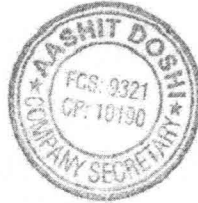
Thanking you

Yours faithfully

Aashit V. Doshi

Company Secretary – Scrutinizer

FCS: 9321 COP: 10190



Date: 05-01-2018

Place: Mumbai

Consolidated Members Category Wise Voting Report
KAYCEE INDUSTRIES LIMITED

Item No. 1			Approval of Scheme of Arrangement between Kaycee Industries Limited (Demerged Company) and RDJ Constructions Private Limited (Resulting Company) and their respective shareholders and creditors					
Resolution required: Special / Ordinary			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45899	45899	100.00	45899	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Ballot Form at meeting		0	0.00	0	0	0.00	0.00
	Total		45899	100.00	45899	0	100.00	0.00
Public- Institutions	E-Voting	158	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Ballot Form at meeting		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0	0
Public- Non Institutions	E-Voting	17413	2285	13.12	2285	0	100.00	0.00
	Postal Ballot		472	2.71	472	0	100.00	0.00
	Ballot Form at meeting		161	0.92	161	0	100.00	0.00
	Total		2918	16.76	2918	0	100.00	0.00
Total		63470	48817	76.91	48817	0	100.00	0.00





AASHIT DOSHI

B.Com, CS, LL.B

Practicing Company Secretary

Add: B/16, Krupali, Saibaba Nagar, Borivali West, Mumbai - 92

Report of Scrutinizer

[Pursuant to Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

Mr. Chandra Prakash Jain

Chairman appointed for the meeting

Kaycee Industries Limited

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

Sub: Scrutinizer Report on the Voting conducted through Postal Ballot and E-voting of Public Shareholders of Kaycee Industries Limited ('the Company')

I, Aashit Doshi, Practicing Company Secretary, have been appointed as Scrutinizer for the purpose of scrutinizing the process of Postal Ballot and E-voting of the Public Shareholders in terms of the SEBI circular CFD/DIL3/CIR/2017/21 dated 10th March 2017 ('SEBI Circular') and the NOC received from BSE Limited dated 6th October, 2017 and in compliance with the provisions of Section 110 and Section 108 of the Companies Act, 2013 (hereinafter referred to as "Act") read with Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "Rules").

As required under section 110 of the Act, postal ballot forms (hereinafter referred to as "forms") and prepaid envelop returnable to the Scrutinizer were sent along with the notice, for passing of Resolution to approve the Scheme of Arrangement between Kaycee Industries Limited and RDJ Constructions Private Limited and their respective Shareholders and Creditors.

The Company also availed the E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by members of the Company.

I submit my report with regard to the result of the postal ballot and e-voting and poll at NCLT convened meeting of equity shareholders as under:

1. The Company has appointed Central Depository Services (India) Limited (CDSL), the Agency authorized under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provisions of SEBI LODR for carrying out the e-voting process.
2. The e-voting period remained open from 9:00 a.m (9:00 hours) of 4th December, 2017 to 3rd January, 2018 till 5:00 p.m (17:00 hrs)
3. The shareholders holding shares as on the "cut off" date i.e. 24th November, 2017 were entitled to vote on the proposed resolution as set out in the Notice.
4. The electronic votes were unblocked on 4th January, 2018 at around 12:25 p.m. in the presence of two witness, namely Mrs. Kosha Doshi and Ms. Arpita Doshi, who are not in the employment of the Company.
5. The details containing, inter- alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://evotingindia.co.in>).
6. The company also provided the facility to vote by Postal Ballot form in lieu of e-voting to the members not having access to e-voting facility. The Ballot forms received till 3rd January, 2018 (5 p.m.) have only been considered.





AASHIT DOSHI

B.Com, CS, LL.B

Practicing Company Secretary

Add: B/16, Krupali, Saibaba Nagar, Borivali West, Mumbai - 92

7. The Postal Ballot forms, which were incomplete, and/or which were otherwise found defective have been treated as invalid and kept separately.
8. Report on the voting process of the public shareholders through postal ballot and e-voting is as follows:

Sr. No.	Particulars	Voting through postal ballot	E-voting	Total
I	Total number of public shareholders			1456
II	Total public shareholders who exercised their votes	24	28	52
III	Number of postal ballots of public shareholders rejected			
	Number of public shareholders	2	0	2
	Number of shares held by Public	248	0	248
IV	Total no. of valid folios voted by public shareholders	22	28	50
	Number of public shareholders in favour	22	28	50
	Number of public shareholders against	0	0	0
	Public Shareholders in favour of the resolution as a percentage of public shareholders who exercised their votes	100%	100%	100%
V	Total votes (in terms of number of voting rights / shares) exercised by public shareholders	720	2285	3005
	Total votes (in terms of number of voting rights / shares) rejected and / or not voted by public shareholders	248	0	248
	Total valid votes of public shareholders	472	2285	2757
VI	Number of public votes in favour of the resolution	472	2285	2757
	Number of public votes against the resolution	0	0	0
VII	Votes of public shareholders in favour of the resolution as a percentage of total public votes cast	100%	100%	100%

Thanking you
Yours Truly

Aashit V. Doshi
Company Secretary – Scrutinizer
FCS: 9321 COP: 10190



Countersigned by
Mr. Chandra Prakash Jain
Chairman
Kaycee Industries Limited

Date: 05-01-2018
Place: Mumbai