



KAYCEE INDUSTRIES LIMITED

Kaycee for Commitment...

Kaycee for Quality...

**78th ANNUAL
REPORT
2020-21**



KAYCEE INDUSTRIES LIMITED

CIN: L70102MH1942PLC006482

Board Members

| | |
|--------------------------------|---|
| Mr. N Rangachary | Chairman - Independent Director |
| Mr. Chandra Prakash Jain | Whole Time Director - Resign. w.e.f. 12.05.2021 |
| Mr. R Doraiswamy | Non Executive And Non Independent |
| Mr. D Rajeshkumar | Non Executive And Non Independent |
| Mr. Jayaraman Balasubramanian | Independent Director |
| Mr. Jitendra Kantilal Vakharia | Independent Director |
| Mr. Dileep Gupte Keshavrao | Independent Director |
| Mrs. Manimegalai Arumugam | Non Executive And Non Independent |

Manager cum Chief Operating Officer

Mr. K Raman

Chief Financial Officer

Mr. Deepak Potdar

Company Secretary

Mr. Harshal Patil

Registered Office

Old Kamani Chambers,
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 - 421 502.

Bankers

Saraswat Bank, S M E Lower Parel, Mumbai.

Statutory Auditors

M/S A. R. Sodha & Co.
Chartered Accountants
101, "Ashiana", 11th Road,
T.P.S. III, Opp. B.M.C. Hospital,
Santacruz (East), Mumbai - 400 055.

Secretarial Auditors

AASHIT DOSHI & ASSOCIATES
Practicing Company Secretaries
B/16, Krupali, Saibaba Nagar,
Borivali (W), Mumbai - 400 092.

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

NOTICE is hereby given that the **SEVENTY EIGHTH ANNUAL GENERAL MEETING** of the members of **KAYCEE INDUSTRIES LIMITED** will be held on **Wednesday, August 4, 2021, at 12:00 noon** through Video Conferencing(VC) /Other Audio Visual Means(OAVM) to transact the following business:-

ORDINARY BUSINESS:

Item No. 1 – Adoption of financial statements

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors with its annexures and auditors thereon;

“RESOLVED THAT the Audited Financial Statement comprising of balancesheet as at March 31,2021, statement of profit and loss for the year ending on that date, Cash Flow statement and Statement of Changes in Equity as on that date and the reports of the Board of Directors alongwith annexures and Auditors thereon, as circulated to the Shareholders, be and are hereby received, considered and adopted.”

Item No. 2 – Declaration of dividend

To declare a final dividend of Rs.30 per equity share for the year ended March 31, 2021.

“RESOLVED THAT a dividend at the rate of Rs.30(30%)per equity share of Rs.100/-each fully paid-up of the Company be and is hereby declared for the financial year 2020-21 and the same be paid as recommended by the Board of Directors of the Company, out of the Profit of the Company for the financial year ended March 31, 2021.

Item No. 3 – Appointment of Mr. R Doraiswamy as a director liable to retire by rotation

To appoint a director in place of Mr. R Doraiswamy (DIN: 00003131), who retires by rotation and being eligible, offer himself for re-appointment.

“RESOLVED THAT in pursuance of Section 152 and other applicable provisions of the Companies Act, 2013, and in accordance with provision contained in the Articles of Association of the Company. Mr. R Doraiswamy (DIN: 00003131), a retiring Director at this Annual General Meeting be and is hereby re-appointed as a Director of the Company, subjected to determination of his office by means of retirement by rotation at the Annual General Meeting.”

Item No. 4 – Appointment of statutory auditors

To appoint M/s. R Subramanian and Company LLP, Chartered Accountants, (FRN.004137S/S200041) as a Statutory Auditor of the Company.

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force

(including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, the approval of the members of the Company be and is hereby accorded to the appointment of M/s. R Subramanian and Company LLP, Chartered Accountants (FRN.: 004137S/S200041), Chennai as Statutory Auditors of the Company as filled by the board as on May 31, 2021 in the casual vacancy caused by resignation of statutory auditors M/s. A R Sodha & Co, Chartered Accountants, ICAI Registration No. 110324W Mumbai.

“RESOLVED FURTHER THAT pursuant to the provision of section 139(8) and other applicable provisions, if any of the Companies Act 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereof or re-enactment thereof for the time being in force) as recommended by the Board of Directors of the Company. M/s. R Subramanian and Company LLP, Chartered Accountants, (FRN.: 004137S/S200041), be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the eighty third Annual General Meeting of the Company to be held in year 2026 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

“RESOLVED FURTHER THAT any of the Board of Directors and Chief Operating Officer of the Company, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

Special business

Item No. 5 - Appointment of Mr. Raman Krishnamoorthy as a Manager cum Chief Operating Officer of the Company

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as Ordinary Resolutions.

“RESOLVED THAT pursuant to Sections 196, 197 and 203 of the Companies Act, 2013 and the rules made thereunder, read with Schedule V to the Act, consent of the members be and is hereby accorded to the appointment of Mr. Raman Krishnamoorthy as Manager cum Chief Operating Officer of the Company for a period of Three years with effect from May 1, 2021 on the following terms and conditions.

- Salary : 150000-10000-170000
- Allowances & Perquisites
- Medical benefits as per Company’s rules
- Reimbursement of travel expenses both India and abroad as per company’s rules
- Leave Travel concession for self, wife and family as per Company’s rules
- Premium on Personal Accident Policy as per Company’s rules
- Company Contribution towards PF as per Company’s rules
- Gratuity not exceeding 15 days salary for each completed year of service
- Leave Encashment as per Company’s rules.
- Free use of car with Driver for official use and telephone facility at the residence including mobile phone for official use as per Company’s rules.



“RESOLVED FURTHER THAT in the event of there being loss or inadequate profit for any financial year during the tenure of office, the aforesaid remuneration payable to Mr. Raman Krishnamoorthy, a Manager cum Chief Operating Officer of the Company shall be the minimum remuneration payable to him in terms of provisions of schedule V, part II section II read with the relevant sections of the Companies Act, 2013 being in force from time to time.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration specified above may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof, as it may, in its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Act including any amendments, modifications made hereinafter in this regard.”

“RESOLVED FURTHER THAT Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

Item No. 6 – Re-appointment of Mr. J Balasubramanian (DIN 01525552), as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as Special Resolutions

“RESOLVED THAT, pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules, as may be applicable (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) and in terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and based on recommendations of Nomination & Remuneration Committee, and the board, Mr. J Balasubramanian (DIN 01525552), who was appointed as an Independent Director of the Company at the 77th Annual General Meeting of the Company and who holds office of the Independent Director up to September 26, 2021 and who is eligible for being re-appointed as an Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) the Companies Act 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from September 27, 2021 to September 26, 2026.”

Item No. 7 – Change in the designation of Mr. Jitendra Vakharia (DIN:00047777)

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as Special Resolutions.



“RESOLVED THAT in a partial modification of the resolutions passed by shareholders at the 76th AGM of the Company held on September 27, 2019, with respect to appointment of Mr. Jitendra Vakharia (DIN:00047777) as a Non-Executive and Independent Director of the Company and pursuant to recommendations by Nomination & Renumeration Committee and the board, the members do hereby consider, ratify and approve the re-designation of office of Mr. Jitendra Vakharia from being “Non-Executive and Independent” to “Non Executive and Non Independent” effective from June 26, 2021 and whose term of office is liable to determination by retirement by rotation.”

Item No. 8 – Approval for appointment of Mr. Jitendra Vakharia (DIN:00047777), a Non-Executive & Non-independent Director of the Company, to the office or place of Profit of the Company

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as Special Resolutions

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f), 197 & 198 and Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (Act), including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, and as recommended by the Nomination and Remuneration Committee, Audit Committee and board, the members do hereby consider, ratify and approve the appointment of Mr. Jitendra Vakharia (DIN:00047777) (Non- Executive and Non Independent Director), to the office or place of profit for a term of three years w.e.f. July 01, 2021 at a monthly remuneration of Rs.1,00,000/- (Rupees One Lakh Only) for providing such services as may be indicated/ assigned by the Board or its Committee during the tenure.”

“RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year during the tenure of office, the aforesaid remuneration payable to Mr. Jitendra Vakharia, shall be the minimum remuneration payable to him, in terms of the Provisions of Schedule-V, Part II – Sec -II, read with the relevant sections of the Companies Act, 2013 being in force from time to time.”

By the order of the Board of Directors

Jitendra Vakharia
Director
(DIN: 00047777)

Date: June 26, 2021

Place: Mumbai

Notes :

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kayceeindustries.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular



No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

8. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP).
9. Members may note that the Board of Directors, in its meeting held on May 12, 2021 has recommended a final dividend of Rs.30 per share. The record date for the purpose of final dividend for fiscal 2021 will be July 30, 2021. The dividend, once approved by the members in the ensuing AGM will be paid within the stipulated time from the date of AGM, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA)- M/s Datamatics Financial Services Ltd (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
10. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the rate of TDS applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.
- a) **For resident shareholders**, taxes shall be deducted at source under Section 194 of the IT Act as follows

| | |
|------------------------------------|--|
| Members having valid PAN | 10% or laid by the Act and rules made thereunder |
| Members not having PAN / valid PAN | 20% or laid by the Act and rules made thereunder |

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2021-22 does not exceed Rs. 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

- b) **For non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Act and the rules on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the

Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following :

- i. Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- ii. Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member
- iii. Self-declaration in Form 10F
- iv. Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- v. Self-declaration of beneficial ownership by the non-resident shareholder
- vi. Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member. In case of Foreign Institutional Investors/Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (Plus applicable surcharge and cess)

The aforementioned documents are required to be uploaded on the shareholder portal at anand_bhilare@datamaticsbpm.com and rajendra_jadhav@datamaticsbpm.com.

11. Members wishing to claim dividends that have remain unclaimed are requested to correspond with the RTA as mentioned above or with the Company Secretary at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall too be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
12. The Board of Directors has appointed Mr. Aashit Doshi, Practicing Company Secretary as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
13. The Facility for voting shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
14. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
15. The e-voting period commences on August 1, 2021, Sunday (9:00 a.m. IST) and ends on August 3, 2021, Tuesday (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on July 28, 2021 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on July 28, 2021.



16. Any person holding shares in physical form and non-individual share holder who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. July 28, 2021 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system.”

17. In compliance with the Circulars, the Annual Report 2020-21, the Notice of the 78th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
18. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
19. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
20. As per the provisions of Section 72 of the Companies Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to register to submit these details to their DP in case the shares are held by them in electronic form and to the RTA in case the shares are held in physical form.
21. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchanges, NSDL, and RTA and will also be displayed on the Company’s website www.kayceeindustries.in.
22. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **August 1, 2021, Sunday at 9:00 A.M. and ends on August 3, 2021, Tuesday at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 28, 2021, may cast their vote electronically. The voting right of shareholders



shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 28, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https:// |

| Type of shareholders | Login Method |
|--|---|
| | <p>eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration |



| | |
|---|--|
| | <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p> |



- B) Login Method for e-voting and joining the virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| | |
|--|--|
| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

1. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf

file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aashit.doshi@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Soni Singh) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAAR (self-attested scanned copy of Aadhaar Card) by email to harshal_patil@kayceeindustries.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card) and AADHAAR (self-attested scanned copy of Aadhaar Card) to harshal_patil@kayceeindustries.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.



2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at harshal_patil@kayceeindustries.in. The same will be replied by the company suitably.

By the order of the Board of Directors

Date : June 26, 2021
Place : Mumbai

Jitendra Vakharia
Director
(DIN: 00047777)

**Explanatory Statement**

As required by Section 102 of the Companies Act, 2013 ("Act") the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 8 of the accompanying Notice:

Item No.4

M/s. A R Sodha & Co, Chartered Accountants, ICAI Registration No. 110324W, who was appointed as Statutory Auditor of the Company by the shareholders at their 74th Annual General Meeting for a term of Five years from the Financial year 2017-18 to 2021-22, stepped down from their office on May 24, 2021 by citing the desire of company's new management on the appointment of large size audit firm in line with their new vision and in the resultant causal vacancy, the Board of Directors, based on the recommendation of audit Committee, appointed M/s. R Subramanian and Company LLP, Chartered Accountants (FRN.: 004137S/S200041), Chennai as the Statutory Auditor of the Company effective May 31, 2021, with term of office till the conclusion of this 78th Annual General Meeting in terms of Section 139(8) of the Companies Act 2013. Further the above Board appointed Statutory Auditor to be confirmed and approved by the shareholders within three Months based on the recommendation of the Board.

The Audit Committee and the Board have also recommended to the Members on the appointment of M/s. R Subramanian and Company LLP, Chartered Accountants (FRN.: 004137S/S200041), Chennai as the Statutory Auditor of the Company for a term of five years from the conclusion of this 78th Annual General Meeting until the conclusion of the eighty third Annual General Meeting of the Company to be held in year 2026 on such remuneration as may be fixed by the Board of Directors in consultation with them.

M/s. R Subramanian and Company LLP, Chartered Accountants (FRN.: 004137S/S200041), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting set forth in item number 4 for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way is concerned or interested in the said resolution.

Item No.5

In view of the resignation by Mr. Chandra Prakash Jain as whole-time Director of the Company, it is thought prudent to have some executives to look after the whole of day to day affairs of the business to achieve the corporate objectives and goals. In this context, on the recommendations of Nomination and Remuneration Committee, the Board considered the proposal to have a Manager cum Chief Operating Officer to look after the whole of day to day businesses and affairs of the Company to achieve the corporate objective and goals on a regular basis. The Board of Directors reviewed the profile of the existing executives of the Company on their present functional responsibilities and decided to recommend Mr. Raman Krishnamoorthy, Vice President - Finance and Administration, for the post of Manager cum



Chief Operating Officer of the Company to take care or monitor the day to day management of the business and affairs of the Company, for your consideration and approval of the Members.

The Board of Directors at its their meeting held on May 12, 2021, based on the recommendation of the Nomination and Remuneration Committee and with its consent, approved the appointment of Mr. Raman Krishnamoorthy as a Manager cum Chief Operating Officer of the Company for a term of three years effective May 1, 2021 in compliance with provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule-V of the Companies Act, 2013, upon such regulations as specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, in line with terms of Company's policy for Nomination and Remuneration Committee and subject to approval by the Shareholders at their 78th Annual General Meeting, with a set of terms and conditions as set out in the Resolution and also agreed by Mr. Raman Krishnamoorthy.

Mr. Raman is a Finance Professional with over 22 years of experience in various aspects of financial and operational Management — Cost optimization, operating Controls, Accounting, Tax, Reporting, Budgeting, Cash & Treasury Management, Legal & Compliance, Insurance and Risk Management.

The Board recommends the resolutions set forth in item number 5 for the approval of the Members.

Except Mr. Raman Krishnamoorthy none of the Directors, Key Managerial Personnel and relatives is in any way concerned or interested in the said resolution.

Item No.6

The Members of the Company, at the 77th Annual General Meeting held on August 7, 2020 had approved the appointment of Mr. J Balasubramanian (DIN: 01525552) as an Independent Director of the Company, whose term is due to expire on September 26, 2021.

As per Section 149 (10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of the Company.

In line with the aforesaid provisions of the Companies Act 2013 and in view of the long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. J Balasubramanian, nomination and the remuneration committee recommended to re-appoint him for second term as an Independent Director of the Company on the Board of Company for an another a period of five years up to September 26, 2026.

In the opinion of the Board, Mr. J Balasubramanian fulfills the conditions specified in the Act and he is independent of the Management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. J Balasubramanian as an Independent Director. Accordingly the Board recommends passing of the Resolution at Item no. 6 of the notice as a Special Resolution.



Except Mr. J. Balasubramanian, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested financial or otherwise, in the resolution set out at item no.6.

Item 7 & 8

Mr. Jitendra Vakharia was appointed as an Independent Director by the shareholders at their 76th Annual General Meeting held on September 27, 2019 for a term of five years effective July 29,2019.

In this context, the Board of Directors, as recommended by the Nomination and Remuneration Committee, approved the Re-designation of Mr. Jitendra Vakharia as Non-Executive and Non Independent Director on June 26, 2021 with subject to shareholders approval at this 78th Annual General Meeting. This Board's approval came in the light of his desire to undertake certain contractual services as may be indicated / assigned by the Board and its Committee to improve operational efficiency of the Company with his expertize knowledge and experience he gained as an entrepreneur over the last 30 years in his various business ventures.

Further, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to the shareholders approval at this 78th Annual General Meeting, approved the appointment of Mr. Jitendra Vakharia to the Office of Place of Profit for a term of three years from July 01,2021 at a monthly remuneration of Rs.1,00,000/- to perform above cited contractual services which is to be construed as a related party transaction in terms of Section 188(1)(f) of the Companies Act 2013 read with Rule 15 of Companies (Meetings of the Board and its Powers) Rules 2013.

Accordingly, the Board recommends passing of the Resolution at Item no. 7 & 8 of the notice as the Special Resolutions.

Except Mr. Jitendra Vakharia, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested financial or otherwise, in the resolution set out at item no. 7 & 8.

ANNEXURE : 1 DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS 2015

| 1 | Name of the Director | Mr. R Doraiswamy | Mr. J Balasubramanian |
|----|--|---|---|
| 2 | DIN | 00003131 | 01525552 |
| 3 | Category | Non-Executive and Non Independent | Non-Executive and Independent |
| 4 | Date of Birth | 17/03/1943 | 27/03/1950 |
| 5 | Date of Appointment on the Board | 27/09/2019 | 27/09/2019 |
| 6 | Qualification | BE | FCA, LL B. |
| 7 | Brief profile and nature of their expertise in specific functional areas | Mr. R. Doraiswamy aged 76 years basically a graduate in electrical engineering and a technocrat entrepreneur being the core promoter of Salzer Electronics Limited, a flagship Listed firm of Salzer Group engaged in the business of manufacturing of electrical installation products, comparable with the international quality standards, both for industrial and domestic segments. He has got wide experience in design, development and manufacture of electrical installation products, having served in leading industrial manufacturing company like Lakshmi Machine Works Limited, Reiter Machine Works, M/S. Brown Boveri Baden, And M/S. Sorecher + Schve Arrow, both in India and Switzerland respectively, for over two decades. He is having good business acumen and expert in Industrial and Business Management with wide contacts globally. | Rich knowledge & experience in the field of Finance, Taxation, Insurance. |
| 8 | Directorships held in other companies. | a) Salzer Electronics Ltd b) Salzer Spinners Ltd c) Salzer Magnet Wires Ltd d) Salzer Exports Ltd e) Salzer Securities Holdings Ltd f) K R Health Care P Ltd | a) CDSL Commodity Repository Ltd b) Canara Robeco Mutual Fund |
| 9 | Memberships / Chairmanships of committees across all companies | - | - |
| 10 | Shareholding in the Company | 0.003% | - |
| 11 | Inter se relationship, if any | Father of Mr. Rajeshkumar, Non -Executive Director | - |

DIRECTORS' REPORT

To,
The Members,
Kaycee Industries Limited,
Mumbai.

Your Directors have great pleasure in presenting the 78th Annual Report and Financial Statements of the company for the Financial Year ended 31st March, 2021.

In line with the requirements of Section 134 of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Regulations'), the following information is furnished covering the financial Performance and other significant developments during the Financial Year starting from April 1, 2020 and ending on March 31, 2021.

1) Financial Highlights

| Particulars | 2020-21 In Rs. | 2019-20 In Rs. |
|---|---------------------|---------------------|
| Revenue from Operations | 22,71,61,567 | 23,42,68,142 |
| Other Income | 34,95,170 | 17,64,588 |
| Total Revenue | 23,06,56,737 | 23,60,32,730 |
| Total Expenses | 21,96,76,782 | 21,49,91,769 |
| Profit/(Loss) before exceptional and extraordinary items and tax | 1,09,79,955 | 2,10,40,961 |
| Exceptional Items | (15,08,608) | 19,46,033 |
| Extraordinary Items | - | - |
| Net Profit Before Tax | 1,24,88,563 | 1,90,94,928 |
| Provision for Tax | | |
| - Current Tax | 29,33,507 | 39,95,303 |
| - Deferred Tax (Liability)/Assets | 10,74,445 | 12,99,322 |
| Net Profit After Tax | 84,80,611 | 1,38,00,303 |
| Other Comprehensive Income (After Tax) | (83,348) | (8,12,947) |
| Total Comprehensive income | 83,97,263 | 1,29,87,355 |
| Paid up Equity Share Capital (Face Value Rs. 100/- per Share) | 63,47,000 | 63,47,000 |
| Other Equity | 14,21,37,332 | 13,56,44,170 |
| Earnings per share (Basic & Diluted) | 133.62 | 217.43 |

2) Financial Performance

As compare to last year, during the year under review,

- i) Despite our best efforts on planning, the revenue of the Company has de-grown by a mere 3.03% due to the impact caused by the Covid 19 led lockdown restrictions during

the first Quarter. Despite the Covid restrictions, the CAM and Rotary switches business has done extremely well among the organized players.

- ii) The Operating profit has decreased due to huge surge in the cost of raw materials after the Second Quarter. The Purchase cost was not stable even after 3rd and 4th quarters of the Financial Year. This resulted reduction in the EBIDTA and it has reduced from 11% to 6.93%.
- iii) During the year under review 75% of the revenue was contributed by the following three products;
 - a. CAM Switches- 34%
 - b. Rotary Switches – 30%
 - c. Micro Switches -11%
- iv) The Total Net worth of the Company increased from Rs.14,19,91,170/- to Rs.14,84,84,332/- with the corresponding increase in book value per share from Rs. 2237.14/- to 2339.44/- by 4.57%.
- v) The earning per share went up from Rs.212.99 to Rs.223.29 during the year a growth of 5%.

The above financial performance of your Company established the fact that the fundamentals of the Company were stable and by the application of modern and improved managements techniques by the present management, it is hoped that would add robust strength to the company in the coming years.

3) Dividend

In order to maintain the consistency in rewarding the shareholders by means of Dividend payouts, the Directors recommended payment of Dividend of Rs. 30/- (i.e 30%) Per equity share of Rs.100 each on the total outstanding 63,470 equity shares with the Dividend outflow amounting to Rs.19,04,100/- out of the available surplus of the Company for the financial year 2020-21. The Dividend, if declared by the Members at their 78th Annual General Meeting, shall be paid to all Members whose name appearing in the Register of Members on record date fixed as July 30,2021 and be paid within the stipulated time.

4) Share Capital and other related matters

During the year under review, the Company did not issue any fresh capital or adopted any buy back arrangements.

5) Corporate Governance

The Company has been practicing good corporate governance and measures 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 to the Company but as good Corporate Governance practice the Company has voluntarily adopted compliance to



Corporate Governance Report from October 1, 2020. The Corporate Governance report forming part of this Board Report is at annexure-7.

6) Reserves

No amount was transferred to reserves during the current Financial Year.

7) Liquidity

As at March, 2021, the Company had adequate cash and cash equivalents in its books, taking care of all current liabilities comfortably.

8) Change in nature of business

There was no change in the nature of business of the Company. Your Company continues to be one of the leading manufacturers of Rotatory Switches and other electrical products for valuable customers.

9) Material Changes and commitments affecting the Financial Position of the Company which have occurred between the end of the Financial year of the Company to which the Financial statements relate and the date of the report.

The COVID-19 pandemic severely impacted economies all over the world with India being no exception. The business activities were temporarily suspended and movement of goods and people were greatly constrained during 1st Quarter of FY 20-21. Your Company also suspended all the operations at offices, plants and dealerships in India from March 23, 2020 to May 5, 2020. During the lockdown period, production and sales were impacted due to supply chain constraints and suspension of business activities across the globe. In order to support all the stakeholders including customers, workforce, dealers and vendors during the uncertain situation, your Company has taken appropriate actions. Subsequent to the Government's directives with regard to resumption of business activities, your Company resumed its operations on May 6, 2020 partially with a limited Staff. Your Company performed a detailed assessment of its liquidity position and the recoverability of the assets as on the balance sheet date and concluded that based on the indicators of future economic conditions, the carrying value of the assets will be recovered. Your Company believes that it had fully considered the possible impact of all the known events arising from COVID-19 pandemic in its assessment. However, the impact assessment of COVID-19 is a continuing process. Your Directors will continue to monitor any material changes to future economic conditions.

10) Details of the significant and Material Orders passed by the Regulators or Courts or Tribunals impacting the On-going Concern status and Company's Operations in future

No such material orders were made by any Regulators or Courts or Tribunals during the year under review impacting the on-going concern status and Company's operations in future.

11) Details in respect of adequacy of internal financial controls with reference to the financial statements.

The Company has put in place adequate internal financial controls over financial reporting. These are reviewed periodically and made part of work instructions or processes in the Company. The Company continuously tries to automate these controls to increase its reliability.

**12) Details of Subsidiary/Joint Ventures/Associate Companies**

Your company does not have any subsidiary/Joint Ventures/Associate Companies company. Your Company continues to be a subsidiary of M/s Salzer Electronics Ltd, Coimbatore.

13) Deposits

During the Financial year under the review, your Company did not accept any deposits within the meaning of Section 73 of the Companies Act 2013 read with Companies (Acceptance of Deposits) Rules, 2014. There were no deposits done as at March 31, 2021.

14) Statutory Auditors

At the Annual General Meeting held on September 28, 2017, M/s. A R Sodha & Co., Chartered Accountant, were appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 79th AGM of the Company to be held in the year 2022. However M/s. A R Sodha & Co, have expressed willingness to step aside from the position of Statutory Auditors with effect from May 24, 2021, this resulting in a casual vacancy in the office of Statutory Auditors of the company (as envisaged by section 139(8) of the Companies Act, 2013 ("Act")).

The casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. R Subramanian and Company LLP, Chartered Accountants (FRN.: 004137S/S200041), an audit Firm headquartered at Chennai, be appointed as the Statutory Auditors of the Company to fill the above casual vacancy. M/s. R Subramanian and Company LLP have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The report on the Company's financial position by M/s. A.R.Sodha & Co., Chartered Accountant, Mumbai as the Statutory Auditors is part of this Annual Report. There is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

15) Cost Audit

Though there is no requirement of compliance of maintenance of the cost records within the ambit of Provisions of Section 148(1) of the Companies Act 2013 read with Rule 3 of the Companies (Cost Records and Audit) Rules 2014, your Company has been maintaining requisite cost records covering its production activities.

16) Investments Made By The Company

The Company has adequate measures to review the significant impact by way of any increase/decrease of the fair value of the investments and accordingly being dealt with in the financial statements of the Company. During the reporting period, there was no significant variance in the fair value of the Investments.

17) Extract of the Annual Return

The extract of the annual return in Form No. MGT – 9 forms part of the Board's report given as *Annexure: 1* herewith in compliance with Rule 12(1) of the Companies (Management and Administration) Rules, 2014

18) Compliance on Secretarial Standards

The Company complies with all applicable mandatory secretarial standards issued by the Institute of Company Secretaries of India.

19) 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 – 2.

20) Corporate Responsibility Statement (CSR)

Your Directors state that the provisions of Section 135 of the Companies Act, 2013 regarding the Corporate Social Responsibility are not applicable to the Company.

21) Changes in the Directorate

Consequent on your company becoming the subsidiary of Salzer Electronics Ltd., the under mentioned changes have taken place:

a) Board of Directors

As at March 31, 2021 the Board had 8 Directors with One executive Director – Mr. Chandra Prakash Jain, three Non-Executive and Non Independent Directors – Mr. R Doraiswamy, Mr. D Rajesh Kumar and Mrs. A Manimegalai and Four Independent Directors - Mr. N Rangachary, Mr. Balasubramanian Jayaraman, Mr. Jitendra Kantilal Vakharia and Mr. Dileep Gupte

Mr. Chandra Prakash Jain, the whole time Director has resigned with effect from May 12, 2021.

On the recommendations of Nomination & Remuneration Committee, the Board of Directors has given their approvals for re-appointment of Mr. J. Balasubramaniam as an Independent Director for a period of 5 years and for re-designation of Mr. Jitendra Vakharia as Non-Executive & Non-Independent Director and now seeking your consent on both the proposals. The board has recommended these proposals to you.

b) Sub-Committees of the Company

The Company has the following committees to discharge their functions as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and those committees have been re-constituted consequent to the changes in the composition of the Board.

| | Committee Name | Composition |
|----|--|---|
| A] | Audit Committee | Mr. Balasubramanian Jayaraman – Chairman; Mr. N Rangachary, Mr. Dileep Gupte Mr. Jitendra Vakharia Mr. Chandra Prakash Jain** Mr. D Rajesh Kumar |
| B] | Nomination & Remuneration Committee | Mr. Jitendra Vakharia– Chairman; Mr. N Rangachary Mr. Dileep Gupte Mr. R Doraiswamy |
| C] | Share Transfer- Cum- Stakeholder Grievance Committee | Mr. N Rangachary– Chairman; Mr. Dileep Gupte & Mr. Jitendra Vakharia |

**Resigned w.e.f. May 12, 2021

The details of programmes for familiarization 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.

c) KMP

Mr. Harshal Patil has been appointed as a Company Secretary of the Company w.e.f. 5th August, 2020.

22) Number of Meetings of the Board and its Committee

- a) There were Four Board Meetings held during the Period from April 01, 2020 to March 31, 2021 and details of the meetings are as under
 - 1) 09/06/2020 2)07/08/2020 3)28/10/2020 4) 28/01/2021
- b) There were four Audit Committees Meetings held during the Period from April 01, 2020 to March 31, 2021 and details of the meetings are as under
 - 1) 09/06/2020 2)07/08/2020 3) 28/10/2020 4)) 28/01/2021
- c) There was one Meeting of the Nomination and Remuneration Committee held during the Period from April 01, 2020 to March 31, 2021 as on June 09, 2020.

23) Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to Sec.149 of the Companies Act 2013 read along with SEBI circular dt.17.04.2014 and the 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.

24) Disclosure under section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act, 2013

The Company’s policy on prevention of sexual harassment of women provides for the protection of women employees at the workplace and for prevention and redressal of such complaints.

An Internal Complaints Committee (ICC) has been set up to redress the complaints received regarding the Sexual Harassment. All the employees (Permanent, Contractual and Temporary Trainees) are covered under the policy. There were no complaints pending for the redressal at the beginning of the year and no complaints received during the Financial Year.

25) Listing Regulations

Your Company has duly complied with various Regulations as prescribed under SEBI (Listing obligations and Disclosures) Regulations 2015 to the extent of its applications.

26) Listing

The Shares of the Company are listed on the Bombay Stock Exchange (BSE) at Mumbai. The Company has paid the Listing fees for the year 2020-21 to the Bombay Stock Exchange (BSE).

27) Depository Services

The Company’s Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services Limited (CDSL). As a result, the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted ISIN No. INE813G01015.

Shareholders’ therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

28) Vigil Mechanism

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the SEBI (LODR), 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.

29) Directors Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013, your Directors make the following statements:

- that in the preparation of the annual financial statements for the year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that such accounting policies have been selected and applied consistently and judgments and estimates have been 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 March 31, 2021 and of the profit and loss of the company for that period;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual financial statements have been prepared on a going concern basis;

The Management and the Board believe that it has taken into account all the possible impact of events arising from COVID 19 pandemic in the preparation of the financial statements including the ability of the Company to continue as going concern. However, the impact assessment of COVID 19 is a continuing process given the uncertainties associated with its nature and duration. The Company will continue to monitor any material changes to future economic conditions.

- that internal financial controls are being followed by the company and that such internal financial controls are adequate and were operating effectively.
- that systems to ensure compliance with the provisions of all applicable laws are in place and are adequate and operating effectively.

30) Particulars of Contracts or Arrangements made with Related Parties

The Contracts or Arrangements with related parties done at on arm's length and in ordinary course of business which are detailed in note 29 to Accounts of the Financial Statements for the year ended 31st March, 2021. Refer annexure 3 in Form AoC-2 showing the details of the Related Party Transactions during the year in pursuance of Clause (h) of Sub Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

31) 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.



32) 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 4 to this Report.

During the year under review, none of the employees of the Company was in receipt of remuneration aggregating Rs. 1,20,00,000/- 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.

33) Secretarial Audit Report

The Board appointed Mr. Aashit Doshi, Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2020-21. The Secretarial Audit Report for the Financial Year ended March 31, 2021 is annexed herewith marked as annexure 5 to this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditors in his Report.

34) Transfer of Unclaimed Dividend to Investor Education and Protection Fund

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of seven years. Further, according to the IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. During the year, the Company has transferred the unclaimed and unpaid dividends of Rs. 41,160/-. Further, 1939 corresponding shares on which dividends were unclaimed for seven consecutive years were transferred as per the requirements of the IEPF Rules. Year-wise amounts of unpaid / unclaimed dividends lying in the unpaid account up to the year, and the corresponding shares, which are liable to be transferred are provided in the Shareholder Information section of corporate governance report and are also available on our website, at www.kayceeindustries.in.

35) Management's Discussion and Analysis Report

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's discussion and analysis is set out in this Annual Report as *Annexure :6*

36) Industrial Relations

During the year under review, industrial relations at the Company's unit continued to remain cordial and peaceful.

37) Cautionary Statement

Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

**38) Human Resources**

Your Directors wish to place on record their deep appreciation for its Human Resources. The Company continues its focus on development of human resources, which is one of its most critical assets. Learning, training and development have 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 periodical training.

39) Acknowledgement

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

Date : May 12, 2021

For and on behalf of the Board

Jitendra Vakharia
Director
(DIN: 00047777)

Rajeshkumar
Director
(DIN: 00003126)

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31/03/2021

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 | 15.12.1942 |
| 3. | Name of the Company | Kaycee Industries Limited |
| 4. | Category/Sub-category of the Company | Company Limited by Shares / Non-Government Company |
| 5. | Address of the Registered Office & contact details | Old Kamani Chambers, 32-Ramjibhai Kamani Road, Ballard Estate, Mumbai - 400 001. Maharashtra, India. Tel.No. : +91-22-22613521 Email : sales@kayceeindustries.in Website : www.kayceeindustries.in |
| 6. | Whether listed Company | Yes |
| 7. | Name, Address & Contact details of the Registrar & Transfer Agent, if any. | Datamatics Financial Services Limited Registrar and share transfer agent Add.: Plot No. A-16 & 17 Part 'B' Cross Lane, MIDC, Andheri (E), Mumbai 400 093. Maharashtra, India. Tel.: +91-22-66712188 |

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 | 78.71% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

| Sl. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable section |
|---------|---------------------------------|-----------------------|--------------------------------|------------------|--------------------|
| 1 | Salzer Electronics Ltd | L03210TZ1985PLC001535 | Holding | 74.91 | 2 (46) |

**IV. SHAREHOLDING PATTERN (Equity Share Capital Break-Up as Percentage of Total Equity)
Category-wise share Holding**

A) Category-wise Holding

| Category code | Category of shareholder | Number of Shares held at the beginning of the year | | | | Number of shares held at the end of the year | | | | % Change during the year |
|---------------|--|--|----------|--------------|-------------------|--|----------|--------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of total shares | Demat | Physical | Total | % of total shares | |
| (I) | (II) | | | | | | | | | |
| (A) | Promoters | | | | | | | | | |
| 1 | Indian | | | | | | | | | |
| (a) | Individuals/HUF | 2 | 0 | 2 | 0.00 | 2 | 0 | 2 | 0.00 | 0.00 |
| (b) | Central Government | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (c) | State Government(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (d) | Bodies Corporate | 47546 | 0 | 47546 | 74.91 | 47546 | 0 | 47546 | 74.91 | 0.00 |
| (e) | Banks / FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (f) | Any Other (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Sub Total (A)(1) | 47548 | 0 | 47548 | 74.91 | 47548 | 0 | 47548 | 74.91 | 0.00 |
| 2 | Foreign | | | | | | | | | |
| (a) | NRIs – Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (b) | Other – Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (c) | Bodies Corporate | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (d) | Banks / FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (e) | Qualified Foreign Investor | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (f) | Any Other (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Sub Total (A)(2) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2) | 47548 | 0 | 47548 | 74.91 | 47548 | 0 | 47548 | 74.91 | 0.00 |

| Category code | Category of shareholder | Number of Shares held at the beginning of the year | | | | Number of shares held at the end of the year | | | | % Change during the year |
|---------------|---|--|------------|------------|-------------------|--|-----------|------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of total shares | Demat | Physical | Total | % of total shares | |
| (I) | (II) | | | | | | | | | |
| (B) | Public shareholding | | | | | | | | | |
| 1 | Institutions | | | | | | | | | |
| (a) | Mutual Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (b) | Banks / FI | 8 | 158 | 166 | 0.26 | 0 | 59 | 59 | 0.09 | (0.17) |
| (c) | Central Government | 0 | 0 | 0 | 0.00 | 545 | 0 | 545 | 0.86 | 0.86 |
| (d) | State Government(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (e) | Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (f) | Insurance Companies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (g) | FIs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (h) | Foreign Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (i) | Qualified Foreign Investor | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (j) | Alternate Investment Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (k) | Other (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Sub Total (B)(1) | 8 | 158 | 166 | 0.26 | 545 | 59 | 604 | 0.95 | 0.69 |
| 2 | Non-institutions | | | | | | | | | |
| (a) | Bodies Corporate | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (a)(i) | Indian | 1366 | 19 | 1385 | 2.18 | 1300 | 9 | 1309 | 2.06 | (0.12) |
| (a)(ii) | Overseas | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (b) | Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (b)(i) | Individuals - shareholders holding nominal share capital up to Rs 1 Lakh | 9324 | 4159 | 13483 | 21.24 | 9499 | 2361 | 11860 | 18.69 | (2.55) |
| (b)(ii) | Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| (c) | Qualified Foreign Investor | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (d) | Other (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d-i | NRI Rep. | 38 | 644 | 682 | 1.07 | 12 | 00 | 12 | 0.09 | (0.98) |
| d-ii | NRI Non –Rept. | 206 | 0 | 206 | 0.32 | 196 | 0 | 196 | 0.31 | (0.01) |
| d-iii | Foreign Bodies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d-iv | Foreign National | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d-v | Clearing Members | 0 | 0 | 0 | 0 | 2 | 0 | 2 | 0.00 | 0.00 |

| Category code | Category of shareholder | Number of Shares held at the beginning of the year | | | | Number of shares held at the end of the year | | | | % Change during the year |
|---------------|--|--|-------------|--------------|-------------------|--|-------------|--------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of total shares | Demat | Physical | Total | % of total shares | |
| (I) | (II) | | | | | | | | | |
| d-vi | Investor Education & Protection Fund Authority | 0 | 0 | 0 | 0 | 1939 | 0 | 1939 | 3.06 | 3.06 |
| | Sub Total (B)(2) | 10934 | 4822 | 15756 | 24.82 | 12948 | 2370 | 15318 | 24.13 | (0.69) |
| | Total Public Shareholding (B)=(B)(1) + (B)(2) | 10942 | 4980 | 15922 | 25.09 | 13493 | 2429 | 15922 | 25.09 | 0.00 |
| | Total (A+B) | 58490 | 4980 | 63470 | 100.00 | 61041 | 2429 | 63470 | 100.00 | 0.00 |
| (C) | Custodians for GDRs and ADRs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | GRAND TOTAL (A) + (B) + (C) | 58490 | 4980 | 63470 | 100.00 | 61041 | 2429 | 63470 | 100.00 | 0.00 |

B) SHAREHOLDING OF PROMOTER

| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year [As on 1st April 2020] | | | Shareholding at the end of the year [As on 31st March 2021] | | | % Change during the year |
|---------|------------------------|--|-------------------|--|---|----------------------------------|--|--------------------------|
| | | No. of Shares | % of total shares | % of Shares Pledged/encumbered to total shares | No. of Shares | % of total shares of the Company | % of Shares Pledged/encumbered to total shares | |
| 1 | SALZER ELECTRONICS LTD | 47,546 | 74.91 | 0.00 | 47,546 | 74.91 | 0.00 | 0.00 |
| 2 | R DORAISWAMY | 2 | 0.00 | 0.00 | 2 | 0.00 | 0.00 | 0.00 |

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

| Sr. No. | 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 |
| 1 | Salzer Electronics Ltd | | | | |
| | At the beginning of the year | 47546 | 74.91 | 47546 | 74.91 |
| | <i>Changes during the year</i> | - | - | - | - |
| | At the end of the year | | | 47546 | 74.91 |
| 2 | R Doraiswamy | | | | |
| | At the beginning of the year | 2 | 00 | 2 | 00 |
| | <i>Changes during the year</i> | - | - | - | - |
| | At the end of the year | | | 2 | 00 |

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, promoters and Holders of GDRs and ADRs):

| Sr. No. | For Each of the Top 10 Shareholders | 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 | Investor Education and Protection Fund Authority Ministry of Corporate Affairs | | | | |
| | At the beginning of the year | 0 | 0 | 0 | 0 |
| | <i>Changes during the year</i> | | | | |
| | Transfer 5 March 2021 | 1939 | 3.05 | 1939 | 3.06 |
| | At the end of the year | | | 1939 | 3.06 |
| 2 | Singhi Advisors & Financial Services LLP | | | | |
| | At the beginning of the year | 1169 | 1.84 | 1169 | 1.84 |
| | <i>Changes during the year</i> | - | - | - | - |
| | At the end of the year | | | 1169 | 1.84 |
| 3 | Custodian Of Enemy Property For India | | | | |
| | At the beginning of the year | 0 | 0 | 0 | 0 |
| | <i>Changes during the year</i> | | | | |
| | Transfer 18 Sept 2020 | 629 | 0.99 | 629 | 0.99 |
| | Transfer 16 Oct 2020 | (1) | (0.00) | 628 | 0.98 |
| | Transfer 6 Nov 2020 | (1) | (0.00) | 627 | 0.98 |
| | Transfer 13 Nov 2020 | (4) | (0.00) | 623 | 0.98 |
| | Transfer 27 Nov 2020 | (15) | (0.02) | 608 | 0.95 |
| | Transfer 4 Dec 2020 | (2) | (0.00) | 606 | 0.95 |
| | Transfer 11 Dec 2020 | (3) | (0.00) | 603 | 0.95 |
| | Transfer 18 Dec 2020 | (6) | (0.00) | 597 | 0.94 |
| | Transfer 25 Dec 2020 | (7) | (0.01) | 590 | 0.93 |
| | Transfer 8 Jan 2021 | (13) | (0.02) | 577 | 0.90 |
| | Transfer 15 Jan 2021 | (4) | (0.00) | 573 | 0.90 |
| | Transfer 22 Jan 2021 | (1) | (0.00) | 572 | 0.90 |
| | Transfer 5 Feb 2021 | (10) | (0.01) | 562 | 0.88 |
| | Transfer 26 Feb 2021 | (3) | (0.00) | 559 | 0.88 |
| | Transfer 5 Mar 2021 | (1) | (0.00) | 558 | 0.87 |
| | Transfer 12 Mar 2021 | (6) | (0.00) | 552 | 0.87 |
| | Transfer 19 Mar 2021 | (7) | (0.01) | 545 | 0.85 |
| | At the end of the year | | | 545 | 0.85 |

| Sr. No. | For Each of the Top 10 Shareholders | 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 |
| 4 | Aruna P Chokshi | | | | |
| | At the beginning of the year | 401 | 0.63 | 401 | 0.63 |
| | <i>Changes during the year</i> | - | - | - | - |
| | At the end of the year | | | 401 | 0.63 |
| 5 | AslamQadar Khan | | | | |
| | At the beginning of the year | 330 | 0.52 | 330 | 0.52 |
| | <i>Changes during the year</i> | - | - | - | - |
| | At the end of the year | | | 330 | 0.52 |
| 6 | Shubham Sanjay Damani | | | | |
| | At the beginning of the year | 211 | 0.33 | 211 | 0.33 |
| | <i>Changes during the year</i> | - | - | - | - |
| | At the end of the year | | | 211 | 0.33 |
| 7 | Mr Sanjiv Kumar Batta | | | | |
| | At the beginning of the year | 171 | 0.23 | 171 | 0.23 |
| | <i>Changes during the year</i> | - | - | - | - |
| | At the end of the year | | | 171 | 0.23 |
| 8 | Minakshi Bajaj | | | | |
| | At the beginning of the year | 150 | 0.23 | 150 | 0.23 |
| | <i>Changes during the year</i> | - | - | - | - |
| | At the end of the year | | | 150 | 0.23 |
| 9 | Pansy Dinshaw Mehta | | | | |
| | At the beginning of the year | 141 | 0.22 | 141 | 0.22 |
| | <i>Changes during the year</i> | - | - | - | - |
| | At the end of the year | | | 141 | 0.22 |

| Sr. No. | For Each of the Top 10 Shareholders | | 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 |
| 10 | Dolly Garg | | 0 | 0.00 | 0 | 0.00 |
| | At the beginning of the year | | - | - | - | - |
| | <i>Changes during the year</i> | | | | | |
| | Transfer | 11 Sept 2020 | 32 | 0.05 | 32 | 0.05 |
| | Transfer | 25 Sept 2020 | 3 | 0.00 | 35 | 0.05 |
| | Transfer | 2 Oct 2020 | 1 | 0.00 | 36 | 0.05 |
| | Transfer | 9 Oct 2020 | 3 | 0.00 | 39 | 0.06 |
| | Transfer | 16 Oct 2020 | 3 | 0.00 | 42 | 0.06 |
| | Transfer | 23 Oct 2020 | 2 | 0.00 | 44 | 0.06 |
| | Transfer | 30 Oct 2020 | 1 | 0.00 | 45 | 0.07 |
| | Transfer | 6 Oct 2020 | 5 | 0.00 | 50 | 0.07 |
| | Transfer | 13 Nov 2020 | 14 | 0.02 | 64 | 0.10 |
| | Transfer | 20 Nov 2020 | 5 | 0.00 | 69 | 0.10 |
| | Transfer | 27 Nov 2020 | 3 | 0.00 | 72 | 0.11 |
| | Transfer | 4 Dec 2020 | 11 | 0.01 | 83 | 0.13 |
| | Transfer | 11 Dec 2020 | 3 | 0.00 | 86 | 0.13 |
| | Transfer | 18 Dec 2020 | 10 | 0.01 | 96 | 0.15 |
| | Transfer | 25 Dec 2020 | 5 | 0.00 | 101 | 0.15 |
| | Transfer | 31 Dec 2020 | 9 | 0.01 | 110 | 0.17 |
| | Transfer | 8 Jan 2021 | (8) | (0.01) | 102 | 0.16 |
| | Transfer | 15 Jan 2021 | 12 | 0.01 | 114 | 0.18 |
| | Transfer | 22 Jan 2021 | 1 | 0.00 | 115 | 0.18 |
| | Transfer | 29 Jan 2021 | 3 | 0.00 | 118 | 0.18 |
| | Transfer | 5 Feb 2021 | 4 | 0.00 | 122 | 0.19 |
| | Transfer | 12 Feb 2021 | 5 | 0.00 | 127 | 0.20 |
| | Transfer | 26 Mar 2021 | 1 | 0.00 | 128 | 0.20 |
| | Transfer | 31 Mar 2021 | 1 | 0.00 | 129 | 0.20 |
| | At the end of the year | | | | 129 | 0.20 |

E) Shareholding of Directors and Key Managerial Personnel

| Sr. No. | 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 |
| Shareholding of Directors | | | | | |
| 1 | Mr. R. Doraiswamy | | | | |
| | At the beginning of the year | 2 | 0.00 | 2 | 0.00 |
| | <i>Changes during the year</i> | | | | |
| | At the end of the year | - | - | 2 | 0.00 |
| 2 | Mr. N Rangachary | | | | |
| 3 | Mr. J Balasubramanian | - | - | - | - |
| 4 | Mr. Dileep Gupte | - | - | - | - |
| 5 | Mr. Jitendra Vakharia | - | - | - | - |
| 6 | Mr. Rajeshkumar | - | - | - | - |
| 7 | Mrs. Manimegalai | - | - | - | - |
| 8 | Mr. Chandra Prakash Jain** | - | - | - | - |
| Shareholding of Key Managerial Personnel | | | | | |
| 1 | Mr. Raman K – VP (Finance & Administration) | - | - | - | - |
| 2 | Mr. Deepak Potdar-CFO | - | - | - | - |
| 3 | Mr. Harshal Patil-CS | - | - | - | - |

** Resigned w.e.f. May 12, 2021

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 | 35,00,873 | NIL | NIL | 35,00,873 |
| ii) Interest due but not paid | NIL | NIL | NIL | NIL |
| iii) Interest accrued but not due | NIL | NIL | NIL | NIL |
| Total (i+ii+iii) | 35,00,873 | NIL | NIL | 35,00,873 |
| Change in Indebtedness during the Financial Year | | | | |
| * Addition | NIL | NIL | NIL | NIL |
| * Reduction | (35,00,873) | NIL | NIL | (35,00,873) |
| Net Change | (35,00,873) | NIL | NIL | (35,00,873) |
| Indebtedness at the end of the Financial Year | | | | |
| i) Principal Amount | NIL | NIL | NIL | NIL |
| ii) Interest due but not paid | NIL | NIL | NIL | NIL |
| iii) Interest accrued but not due | NIL | NIL | NIL | NIL |
| Total (i+ii+iii) | NIL | NIL | NIL | NIL |

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

| Sr. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | Total Amount |
|------------|---|---|---|---|-----------------|
| | | CHANDRA PRAKASH JAIN (whole time director) | | | |
| 1 | Gross Salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - | - | - |
| | (b) Value of perquisite u/s 17(2) Income-tax Act, 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 - Professional Fees | 14,58,750/- | - | - | 14,58,750/- |
| | Total (A) | 14,58,750/- | - | - | 14,58,750/- |
| | Ceiling as per the Act | Rs. 84,00,000/- | | | |

B. Remuneration to other Directors (Non Executive Directors)

| Sr. No. | Particulars of Remuneration | Name of Directors | | | | Total Amt. (inRs.) |
|---------|--|-------------------|-------------------|--------------|-------------------|--------------------|
| | | N Rangachary | J Balasubramanian | Dileep Gupte | Jitendra Vakharia | |
| 1 | Independent Directors | N Rangachary | J Balasubramanian | Dileep Gupte | Jitendra Vakharia | |
| | Fee for attending board committee meetings | 1,40,000/- | 1,50,000/- | 80,000/- | 80,000/- | 4,50,000/- |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (1) | 1,40,000/- | 1,50,000/- | 80,000/- | 80,000/- | 4,50,000/- |
| 2 | Other Non-Executive Directors | D Rajeshkumar | R Doraiswamy | Manimegalai | | - |
| | Fee for attending board committee meetings | 70,000/- | 62,500/- | 30,000/- | - | 1,62,500/- |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (2) | 70,000/- | 62,500/- | 30,000/- | - | 1,62,500/- |
| | Total (B)=(1+2) | 2,10,000/- | 2,12,500/- | 1,10,000/- | 80,000/- | 6,12,500/- |
| | Total Managerial Remuneration | 6,12,500/- | | | | |
| | Overall Ceiling as per the Act | 84,00,000/- | | | | |

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

| Sr. No. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---------|---|--------------------------|------------|------------|-------------|
| | | VP* | CS** | CFO | Total |
| 1 | Gross Salary | - | - | - | - |
| | (a) Salary as per provisions contained in section 17(1) of the Income-Tax act, 1961 | 6,55,050/- | 3,15,600/- | 7,83,853/- | 17,54,503/- |
| | (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 | Commission - as % of profit Others, specify | - | - | - | - |
| 3 | Others, please specify | - | - | - | - |
| 4 | Stock Option | - | - | - | - |
| 5 | Sweat Equity | - | - | - | - |
| | Total | 6,55,050/- | 3,15,600/- | 7,83,853/- | 17,54,503/- |

*Vice President (Finance & Administration)

**Joined w.e.f.05-08-2020



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) |
|-------------------------------------|------------------------------|-------------------|--|----------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | None | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | None | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | None | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

For and on behalf of the Board

Jitendra Vakharia
 Director
 (DIN : 00047777)

Rajesh Kumar
 Director
 (DIN : 00003126)

Date: May 12, 2021



ANNEXURE 2

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 31.03.2021 | PREVIOUS YEAR 31.03.2020 |
|-----------------------------------|------------------------------------|-------------------------------------|
| Ambernath | | |
| Unit (KWH) | 40806 | 47,763 |
| Total Amount (Rs.) | 4,25,730 | 4,76,390 |
| Rate/KWH (Average) Rs. | 9.58 | 9.97 |

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. 30,97,787/-

Foreign Exchange Outgo: Rs.14,11,218 /-

For and on behalf of the Board

Jitendra Vakharia
Director
(DIN : 00047777)

Rajesh Kumar
Director
(DIN : 00003126)

Date: May 12, 2021

ANNEXURE 3

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 arm's length transactions under third proviso thereto

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

- (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 | Enterprises which are owned, or have significant influence of or are partner with Key Management Personnel and their relatives |
|---------------------------------------|--|
| | Salzer Electronics Limited |
| Purchase & Service Expenses | 2,62,40,007/- |
| Interest Paid | - |
| Reimbursement of Expenses Received | - |
| Service Charges | - |
| Sales | 59,485/- |
| Commission | - |
| Remuneration | - |
| Rent Received | - |
| Unsecured Loans Repaid | - |
| Fixed Assets Purchased | - |
| Amount Paid as Advances, if any | - |
| Date of Approval by the Board, if any | 09/06/2020 |

For and on behalf of the Board

Jitendra Vakharia
Director
(DIN : 00047777)

Rajesh Kumar
Director
(DIN : 00003126)

Date: May 12, 2021

ANNEXURE 4

PARTICULARS OF EMPLOYEES

Information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016

- i. **The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21; and**
- ii. **The percentage increase in remuneration of each Director, Managing Director & Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company in the financial year 2020-21.**

| Name & Designation | Remuneration of each Director & KMP for the FY 2020-21 (Rs.) | Increase / Decrease in Remuneration in the FY 2020-21 | Ratio of Remuneration of each Directors to median remuneration of employees |
|---|--|---|---|
| A. Directors | | | |
| Mr. Chandra Prakash Jain | 14,58,750/- | NIL | 1:23 |
| B. Key Managerial Personnel | | | |
| Mr. Raman K – VP (Finance & Administration) | 6,55,050/- | NIL | 1:10.35 |
| Mr. Deepak Potdar-CFO | 7,83,853/- | NIL | 1:12.39 |
| Mr. Harshal Patil-CS* | 3,15,600/- | NIL | 1:5 |

CFO – Chief Financial Officer; CS - Company Secretary.

*Appointnted w.e.f. 05/08/2020

Note:

Median remuneration of all the employees of the Company for the financial year 2020-21 is Rs. 63,256/- p.a.

- iii. **The percentage increase in the median remuneration of employees in the financial year 2020-21**

| Particulars | Financial Year 2020-21 (Rs.) | Financial Year 2019-20 (Rs.) | Increase/Decrease (%) |
|--------------------------------------|------------------------------|------------------------------|-----------------------|
| Median remuneration of all employees | 63,256/- p.a. | 63,256/- p.a. | NIL |

Note: The calculation of % increase in the median remuneration has been done based on comparable employees.



iv. The number of permanent employees on the rolls of Company:

There were 74 permanent employees on the rolls of Company as on March 31, 2021.

v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. NIL

vi. Affirmation that the remuneration is as per the Remuneration Policy of the Company

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

For and on behalf of the Board

Jitendra Vakharia
Director
(DIN : 00047777)

Rajesh Kumar
Director
(DIN : 00003126)

Date : May 12, 2021



SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

[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, 2021 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, 2021 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 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 (Share Based Employee Benefits) Regulations, 2014;
 - (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 the 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally 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 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.

As per 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.

For **Aashit Doshi & Associates Company Secretaries**

Aashit Doshi

Proprietor

FCS : 9321 CP : 10190

UDIN : F009321C000283353

Date : 12/05/2021

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.



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.
7. I have not carried out the physical verification of any records due to prevailing conditions of COVID-19 in the country. I have relied on the records as made available by the Company through digital mode as well as I have also relied on the Management representation made by the Company.

For **Aashit Doshi & Associates Company Secretaries**

Aashit Doshi
Proprietor
FCS : 9321 CP : 10190
UDIN : F009321C000283353

Date : 12/05/2021
Place : Mumbai

**MANAGEMENT DISCUSSION AND ANALYSIS**

The Kaycee Industries Limited is pioneer in the field of engineering offering high quality products and services to its clients in India. The Company forayed into and started manufacturing in the year 1942 and developed manufacturing its products. The Company now manufactures high-end electrical equipment, indigenously designed through extensive research and development in the vital fields, across the country to its clients. The products are:

- Water Meter
- Lugs
- Rotary Switch
- Limit Switches
- Toggle Switches
- Cam
- Rotary Toggle Switches
- Monitoring Device
- Timer
- Universal Counter
- Temperature Indicator/Controller
- P.B & Lamp
- Digi count
- Digital Time Totalizer

By adopting continuous R & D efforts, it has been possible to update the existing products and processes, improved customer satisfaction, improved quality and performance of the products, making more cost effective products and upgrading products to latest relevant standards, right balance of In-house manufacturing and outsourced manufacturing, increasing strategic flexibility, cost management and asset-lightness.

The Company increased investments in process automation, helping optimize costs, strengthen efficiency and enhance transparency. Product efficiency: The Company's products are marked by higher fulfilment, enhancing the customer's price-value proposition.

Kaycee Industries Limited products are specially designed and developed using state of the art and indigenous technology to have high reliability and long life. Continual improvements are being done based on current technology and customer feedback. Design and development centre is well equipped



with required software, qualified engineers and latest national and international standards. The company is in the process of developing of variety of new product with the help of the holding company that will be implemented in the coming years.

The Company has taken several bold steps to remain competitive and to ensure survival by reducing cost and streamlining the overall operations process. Despite severe competition and reduced demand, optimism about the mid and long term growth prospects remain and will continue to remain in the coming years.

The Company is engaged in a number of business-reinforcing initiatives such as offering quality products at competitive prices, addressing a wider customer base, entering uncharted territories, enhancing brand awareness of the segment through marketing campaigns and educating customers about advanced and upgraded product features.

OPPORTUNITIES AND THREATS

Global economic growth has projected itself into a negative growth in 2020 due to Covid 19 pandemic, worse than during the 2008-09 financial crisis. Rolling lockdowns and social distancing restrictions on account of the pandemic are expected to significantly impact economic activity in all the major markets and cause demand compression. In the immediate aftermath, enterprises are expected to downscale current investments, defer planned initiatives, cut costs and conserve cash with a necessity to enhance social cost. While this could inject volatility into Kaycee's revenue growth, the company expects to gain its market share from the resultant business consolidations. As economic recovery progresses, enterprises operating with pared down workforces are likely to increase outsourcing to build scale in operations to meet rising demand.

Your company mainly operates in the domestic market with a wide range of products for Industrial segment and a small portion of its production is exports mainly to Middle East countries. Businesses across China were disrupted since last year due to the novel Covid-19 outbreak. Many countries are looking for alternative source preferably India. This may give more opportunity for us to play an important role in exporting our products to different part of the world. Considering the vintage of 75 years presence in the market with reputation in electrical sector will give us an additional comfort for business potential in the coming years both in the Domestic as well as in the International Market.

The Company has a strong, well established distribution network. The Company has a wide range of products in the electrical segment with new product variants. Distribution channels being expanded regularly. The Company are hopes that its sustained efforts in all the areas will secure to it a very good and substantial business in the future. Barring unforeseen circumstances, the Company expects to increase its volume of business in the current year itself.

OUTLOOK

Electrical equipment/products manufacturing is a very important sector for a developing country like India. The demand for electrical products is expected to grow progressively. Keeping in view the above, the long term outlook for the sector appears bright. There is an ample scope and opportunity for companies having business in these sector.

RISK MANAGEMENT

Risk management is an integral function of the overall management and is embedded across all of the business processes undertaken by the Company. Your Company believes it is essential to identify and manage risks to reduce uncertainties and to ensure continuity of operations. To manage risks, the Company's Management team continuously assesses and monitors business practices, current developments, etc. ensuring a smooth flow of operations adhering to stringent guidelines. The Company has a risk management framework in place, with processes to strategize, monitor, identify, assess and mitigate risks that could impact sustainability of business operations. All fixed assets are covered by the insurance policy and the renewals are made in time.

We are committed to providing the highest degree of safety to our employees, especially at the factories. Regular machinery inspections are important to ensure that the functionality of the machinery is up to date and does not impose any potential hazards that could cause accidents at the workplace. Periodic maintenance checks to equipment are conducted to assure that they meet acceptable safety requirements.

The Company also actively manages and controls risks arising from credit, raw material price fluctuation, besides the financial risks which include liquidity management and close monitoring of interest costs.

Internal Control Systems.

The Company and the Management have adequate internal control systems in place to safeguard and shield the Company from losses and in ensuring proper use of its assets. This also ensures that the Company's assets and interests are carefully protected, and all the transactions are appropriately authorized, recorded and presented to the top management. The Company always adheres to prescribed guidelines and follows all Accounting Standards prescribed for maintenance of books of accounts and reporting of financial statements. The appointed independent internal auditors monitor and report on the effectiveness of the internal control systems of the various areas of operations. Key matters that are reported in the Internal Audit are brought to the notice of the Audit Committee of the Board of Directors and corrective measures are recommended and appropriate actions are taken. The Internal Control systems ensure the business operations function efficiently and the applicable laws, rules, regulations, policies of the Company are followed, in addition to safeguarding the reliability of financial reporting.

FINANCIAL PERFORMANCE AND OPERATIONAL EFFICIENCY

- i) The Company has achieved a turnover of Rs.22.72 Crores for the FY ended March 31, 2021 there was a drop of Rs.0.71 Crores when comparing with FY 19-20 and this was mainly due to pandemic since march 2020 leading to lockdowns during the year;
- ii) The Finance cost has gone up a little in view of the extra utilization of borrowed funds and an increase in working capital limits from the Banks; the interest for the financial year ended March 31, 2021 is Rs.7.06 Lakhs as against Rs.6.74 Lakhs for the corresponding previous period.
- iii) The operating profit of the company has decreased due to continuous rises in prices of raw materials; the profit after tax for the financial year ended March 31, 2021 is at Rs 84.80 Lakhs as against Rs.138.00 Lakhs for the corresponding previous period, with a decline of 38.55%.



- iv) The EPS (Earning per Share) for the financial year ended March 31, 2021 is Rs. 133.62 for a face value of Rs.100 per share, as against Rs.217.33 for the corresponding previous period

Human Resources Development

The Company maintains a cordial relationship and healthy atmosphere with its employees at all levels. Human resources are considered the most important and a valuable asset of the Company. Continuous commitment to upgrading skills is an integral part of the human resource development Policy of the Company. The focus has always been towards creating a rewarding and nurturing environment for employees. The Company is an equal opportunity employer and promotes diversity in its workforce. Equal opportunities are given to optimize their potential and improve their standard of living.

The Management continues to pay special attention to various aspects like training, welfare and safety and thereby further strengthening the human resources. To face the challenging business environment, the Company continues to build the capability of its human resources through various initiatives in development and training of employees at all levels.

Various internal as well as external development programs were organized in the year to develop and motivate the employees. Relations with the employees remained cordial throughout the year. The work and jobs at all levels in the Company are designed, organized and managed effectively by interaction between the management and employees. The Company had a total manpower of 74 as on March 31, 2021.

Cautionary Statement.

The Financial Statement that are enclosed to this report are in conformity with accounting principles generally accepted in India. Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimation and expectations may somewhat be 'forward looking statements' within the meaning of applicable law and regulations. Management has based these forward-looking statements on its current expectations and projections about future events. Such statements involve known and unknown risks, significant changes in political and economic environment in India or key markets abroad, tax laws, litigation, labour relations, exchange rate fluctuations, interest and other costs and may cause actual results to differ materially.

For and on behalf of the Board

Jitendra Vakharia
Director
(DIN : 00047777)

Rajesh Kumar
Director
(DIN : 00003126)

Date: May 12, 2021



CORPORATE GOVERNANCE REPORT

Corporate Governance is not merely the compliance to a set of regulatory laws and regulations but is a set of good and transparent practices that enable an organization to perform efficiently and ethically to generate long term wealth and create value for all its stakeholders. It goes beyond building and strengthening the trust and integrity of the Company by ensuring conformity with the globally accepted best governance practices. The Securities and Exchange Board of India (SEBI) observes keen vigilance over governance and fulfillment of these regulations in letter and spirit, which entails a certainty towards sustainable development of the Company, enhancing stakeholders' value eventually.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is a set of systems and practices to ensure that the affairs of the company are being managed in a way which ensures accountability, transparency and fairness in all its transactions in the widest sense and meet its stakeholders' aspirations and societal expectations. Your Company has committed to bring about a good corporate governance practices. It strongly believes in attaining transparency, accountability and equity in all its operations and in its interaction with stakeholders including shareholders, employees, the government and the lenders. The Company keeps itself abreast with the best governance practices on the global front, at the same time conforming to the recent amendments.

The Company firmly believes that corporate governance and compliance practices are of paramount importance in order to maintain the trust and confidence of the stakeholders and clients of the Company and the unquestioned integrity of all personnel involved or related to the Company. Corporate Governance contains a set of principles, process and systems to be followed by directors, Management and all Employees of the Company for increasing the shareholders' value, keeping in view interest of other stakeholders. While adhering to the above, the Company is committed integrity, transparency, accountability and compliance with laws in all dealings with shareholders, employees, the Government, customers, suppliers and other stakeholders.

2. BOARD OF DIRECTORS:

The Board of Directors ("the Board") facilitates the effective fulfillment of the Board's tasks and provides leadership and guidance to the Company's management and helps in supervising the performance of the Company and helps achieving goals. The Board plays a crucial role enhancing and protecting the reputation of the organization and are expected to exercise their duties in the best interests of shareholders and to maximize wealth.

The Board comprises of the members distinguished in various fields such as management, finance, law and marketing. This provides reliability to the Company's functioning and the Board ensures a critical examination of the strategies and operational planning mechanisms adopted by the management across the globe. None of the Directors on the Board is a member in more than ten Committees and Chairman of more than five Committees across all Companies in which they are Directors as per Regulation 26(1) of the SEBI (LODR) regulations, 2015.

The Company has an optimum combination of Directors on the Board and is in conformity with Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on March 31, 2021. The Board comprised of 8 (Eight) Directors out of which 4 (Three) are Non-Executive Independent Directors and 3 are Non-Executive non-Independent Directors and 1 is Executive Director.

Agenda papers of the Boards and its Committee meetings are circulated to the Directors well in advance of the meetings, supported with significant information as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for an effective and well-informed decision making during the meetings.

The composition of the Board of Directors and also the number of other Companies of which he/ she is a Director and Member/ Chairman as on March 31, 2021, are as under :

| Name of the Directors | Category of Directorship | Directorship in other Companies (Including Private Companies) | Committee Membership(s) of other Companies | | No. of Shares held |
|----------------------------|---|---|--|----------|--------------------|
| | | | Member | Chairman | |
| Mr.N Rangachary | Independent Director | 6 | 4 | 1 | - |
| Mr. J Balasubramanian | Independent Director | 2 | - | - | - |
| Mr. Dileep Gupte | Independent Director | - | - | - | - |
| Mr. Jitendra Vakharia | Independent Director | 6 | - | - | - |
| Mr. R. Doraiswamy | Non-executive and non-Independent Director | 7 | - | - | 2 |
| Mr. Rajeshkumar | Non-executive and non- Independent Director | 8 | - | - | - |
| Mrs. Manimegalai | Non-executive and non- Independent Director | 4 | - | - | - |
| Mr. Chandra Prakash Jain** | Whole time Director | 2 | - | - | - |

** Resigned w.e.f. May 12, 2021

The particulars of Directors, who are proposed to be re-appointed at the ensuing AGM, are given in the Notice convening the AGM.

Further, there are no inter-se relationships between our Board Members except Mr. R. Doraiswamy and Mr. Rajeshkumar being related and Mr. R. Doraiswamy being promoter of the Company.

BOARD PROCEDURE:

The Board meets at least once every quarter to review the quarterly performance and the financial results. The Board's role, functions, responsibility and accountability are clearly defined. All major decisions involving policy formulations, business plans, annual operating budgets, compliance with statutory



requirements, major accounting provisions and write-offs are considered by the Board. All the Directors have made necessary disclosures about the directorships and committee positions they occupy in other companies.

ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING:

During the year **4 (Four)** Board Meetings were held during the financial year ended March 31, 2021, the dates of which are 09/06/2020, 07/08/2020, 28/10/2020 and 28/01/2021.

The attendance of each Director at Board Meetings and at the last Annual General Meeting is as under:

| Name of the Directors | No. of Board meetings attended | Attendance of last AGM held on 07/08/2020. |
|----------------------------|--------------------------------|--|
| Mr.N Rangachary | 4 | Present |
| Mr. J Balasubramanian | 4 | Present |
| Mr. Dileep Gupte | 4 | Present |
| Mr. Jitendra Vakharia | 4 | Present |
| Mr. R. Doraiswamy | 4 | Present |
| Mr. Rajeshkumar | 4 | Present |
| Mrs. Manimegalai | 3 | Present |
| Mr. Chandra Prakash Jain** | 4 | Present |

** Resigned w.e.f. May 12,2021

3. AUDIT COMMITTEE:

BROAD TERMS OF REFERENCE:

The terms of reference of the Audit Committee are in order to cover the matters specified under revised Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. This Committee has powers and roles comprising of Financial Reporting and disclosure, recommendation of appointment/ removal of Auditors, reviewing of company's results, evaluation of Independent Directors performances and all such other terms of reference as enumerated on the company's website at www.kayceeindustries.in.

COMPOSITION:

The Audit Committee comprises of Six Directors, out of six 4 are non-executive and Independent Directors, 1 is non-executive and non-Independent Director and 1 is whole time Director. All these Directors possess knowledge by corporate finance, accounts and company law.

The constitution of the Audit Committee is as follows :

| S.N | Name of Directors | Executive/Non-Executive Independent |
|-----|----------------------------|-------------------------------------|
| 1. | Mr. J Balasubramanian | Non-Executive Independent |
| 2. | Mr.N Rangachary | Non-Executive Independent |
| 3. | Mr. Dileep Gupte | Non-Executive Independent |
| 4. | Mr. Jitendra Vakharia | Non-Executive Independent |
| 5. | Mr. Rajeshkumar | Non-Executive |
| 6. | Mr. Chandra Prakash Jain** | Executive |

** Resigned w.e.f. May 12, 2021

MEETINGS AND ATTENDANCE

During the financial year ended March 31, 2021, Four Audit Committee Meetings were held on 09/06/2020, 07/08/2020, 28/10/2020, and 28/01/2021.

The attendance at the Audit Committee Meetings is as under:

| S.N | Name of Director | Executive/ Non-Executive Independent | No. of meetings attended |
|-----|----------------------------|--------------------------------------|--------------------------|
| 1. | Mr.J Balasubramanian | Chairman, Non-Executive Independent | 4 |
| 2. | Mr. N Rangachary | Member, Non-Executive Independent | 4 |
| 3. | Mr. Dileep Gupte | Member, Non-Executive Independent | 4 |
| 4. | Mr. Jitendra Vakharia | Member, Non-Executive Independent | 4 |
| 5. | Mr. Rajeshkumar | Member, Non-Executive | 4 |
| 6. | Mr. Chandra Prakash Jain** | Member, Executive | 4 |

** Resigned w.e.f. May 12, 2021

The Chairman of the Committee was present at the Annual General Meeting of the Company held on 07/08/2020 to attend to the shareholders' queries.

4. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The terms of reference are in line with Section 178 of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee reviews Shareholder's/ Investor' s complaints like non-receipt of Annual Report, physical transfer/ transmission/transposition, split/ consolidation of share certificates, issue of duplicate share certificates etc. This Committee is also empowered to consider and resolve the grievance of other stakeholders of the Company including security holders.

No complaints had been received during the year and there was no pending complaint as on March 31, 2021.

COMPOSITION:

The constitution of the Committee of Directors is as under :

| S.N. | Name of Director | Executive/Non-Executive Independent |
|------|-----------------------|-------------------------------------|
| 1. | Mr. N Rangachary | Chairman, Non-Executive Independent |
| 2. | Mr.Dileep Gupte | Member, Non-Executive Independent |
| 3. | Mr. Jitendra Vakharia | Member, Non-Executive Independent |

5. NOMINATION AND REMUNERATION COMMITTEE:

The Committee's constitution and terms of reference are in compliance with provisions of section 178 of the Companies Act, 2013, Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

This Committee has powers to recommend / approve remuneration, Identification of Persons who are qualified to become director, Recommend to the board their appointment and removal, approve remuneration of Non-Executive Directors and all such and terms of reference as enumerated on the company's website at www.kayceeindustries.in.

The constitution of the Committee of Directors is as under:

| S.N. | Name of Director | Executive/Non-Executive Independent |
|------|-----------------------|-------------------------------------|
| 1. | Mr. Jitendra Vakharia | Chairman, Non-Executive Independent |
| 2. | Mr. N Rangachary | Member, Non-Executive Independent |
| 3. | Mr. Dileep Gupte | Member, Non-Executive Independent |
| 4. | Mr. R Doraiswamy | Member, Non-Executive |

Remuneration Policy for Key Managerial Personnel and other Employees of the Company:

The Company's Remuneration Policy for Key Managerial Personnel and other employees is driven by the success and the performance of the Company and the individual & industry benchmarks and is decided by the Nomination and Remuneration Committee. Through its compensation programme, the Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a mix of fixed/ variable pay, benefits and performance related pay.

Role of the Nomination and Remuneration Committee:

The Committee performs the functions enumerated in Section 178 of the Act and Regulation 19(4) read with Part D of Schedule II of the Listing Regulations as follows:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;



- (2) formulation of criteria for evaluation of performance of independent directors and the Board of Directors;
- (3) devising a policy on diversity of Board of Directors;
- (4) identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
- (5) whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

The details of Remuneration paid to the Executive Directors & KMP for the Financial Year 2020-21

| S.N | Names of Directors/ KMP | Executive/Non-Executive Independent | Amt. (in Rs.) |
|-----|---------------------------|-------------------------------------|---------------|
| 1. | Mr. Chandra Prakash Jain* | Executive Director | 12,18,750/- |
| 2. | Mr. Raman K | VP-Finance & Administration | 6,55,050/- |
| 3. | Mr. Deepak Ramesh Potdar | Chief Financial Officer | 7,83,853/- |
| 4. | Mr. Harshal Anant Patil** | Company Secretary | 3,15,600/- |

*Resigned w.e.f. May 12, 2021

**Appointed w.e.f. August 5, 2020.

Further, there is no pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company. Executive Director is not eligible for payment of any severance fees.

MEETINGS AND ATTENDANCE

During the financial year ended March 31, 2021, 1 (one) Committee Meeting was held to consider and approve the appointment of Company Secretary and to consider and approve the remuneration package of the Executives & Director of the Company.

The attendance at the Remuneration Committee Meeting is as under :

| S.N | Name of Director | Executive/ Non-Executive Independent | No. of meeting attended |
|-----|-----------------------|--------------------------------------|-------------------------|
| 1. | Mr. Jitendra Vakharia | Chairman, Non-Executive Independent | 1 |
| 2. | Mr. N Rangachary | Member, Non-Executive Independent | 1 |
| 3. | Mr. Dileep Gupte | Member, Non-Executive Independent | 1 |
| 4. | Mr. R Doraiswamy | Member, Non-Executive | 1 |

6. GENERAL BODY MEETINGS / POSTAL BALLOT:

Details of the last three years Annual General Meeting are as under:

| Financial Year | Date | Location of the Meeting | Time | Special Resolution(s) Passed |
|----------------|------------|---|------------|------------------------------|
| 2017-2018 | 28/09/2018 | Jainam Banquet Hall, Jainam Arcade, BMT Compound, 100, LBS Marg, Bhandup(W), Mumbai 400078. | 11.30 A.M. | 1 |
| 2018-2019 | 27/09/2019 | Babubhai Chinai Committee Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai- 400020 | 11.30 A.M. | 3 |
| 2019-2020 | 07/08/2020 | Video Conferencing / Other Audio Visual Means (VC) | 11.30 A.M. | 1 |

7. TRAINING FOR BOARD MEMBERS

Regulation 25(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to conduct familiarization programme enabling the Independent Directors of the Company to understand the Company's business in depth that would facilitate their active participation in managing the Company.

The Company has adopted a system to familiarize its Independent Directors with the Company, to make them aware of their roles, rights & responsibilities in the Company and nature of the industry in which the Company operates business model of the Company, etc. The Company has also put in place a system to familiarize its 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, etc. Presentation was made for the newly appointed Independent Directors to make them aware of their roles & duties and Code for Independent Directors, Code of Conduct for Non-Executive Directors and Code of Conduct for Prevention of Insider Trading as issued by the Company are also shared with them at the time of their appointment/ re-appointment. Further, presentations are also made from time to time at the Board and its Committee meetings, on quarterly basis, covering the business & financial performance of the Company & its subsidiaries, quarterly/ annual financial results, revenue and capital budget, review of Internal Audit findings etc.

The details of such familiarization programme are disclosed on the Company's website www.kayceeindustries.in

8. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration

Committee and Stakeholders Relationship Committee. The performance of individual Directors was evaluated on parameters such as attendance and participation in the Meetings, preparedness for the meetings, understanding of the Company & the external environment in which it operates, contribution to strategic direction, raising of valid concerns to the Board, constructive contribution to issues, active participation at meetings and engaging with & challenging the management team without confronting or obstructing the proceeding of the Board and its Committee meetings of which the Director is a member. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Non Independent Directors was carried out by the Independent Directors at their meeting. The Directors expressed their satisfaction with the evaluation process.

9. DISCLOSURES:

i. Related Party Transactions:

There were no transactions of material nature between the Company and its Directors or Senior Management and their relatives or Promoters that may have potential conflict with interest of the Company. The Register of Contracts containing transactions, in which Directors are interested, have been placed before the Board regularly.

The transactions with related parties as per Indian Accounting Standard (IND AS)-24 are set out in Notes to accounts under Note no.29 forming part of financial statements. All transactions entered into with Related Parties as defined under Section 188 of the Companies Act, 2013 and Regulation 23 read with Part A of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis. The approval of Shareholders were taken in the last AGM for related party transactions. Suitable disclosures as required by the relevant Indian Accounting Standards (IND AS18) have been made in the Notes to the Financial Statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website www.kayceeindustries.in

ii. Disclosures from Senior Management

Disclosures from Senior Management are obtained on quarterly basis to the effect that they have not entered into any material, financial and commercial transactions, where they have personal interest that may have potential conflict with the interest of the Company at large.

iii. Compliances by the Company

The Company has complied with the requirements of the Regulatory Authorities on matters related to the capital market and no penalties/ strictures have been imposed against the Company by the Stock Exchange or SEBI or any other Regulatory Authority on any matter related to capital market during the last three years.

iv. Whistle Blower Policy/ Vigil Mechanism

The Company has adopted a Whistle Blower Policy to provide a vigil mechanism to directors, employees, agents, consultants, vendors and business partners to disclose instances of wrong doing in the workplace. The object of this Whistle Blower Policy is to encourage individuals to disclose and protect such individuals in the event of a disclosure. The Company is keen on demonstrating the right values and ethical, moral and legal business practices in every field of activity within the scope of its work. The objective of this policy is to provide a vigil mechanism and framework to promote responsible whistle blowing and ensure effective remedial action and also protect the interest of the whistle blower as guided by legal principles. This policy is intended to:

1. Encourage and enable directors, employees, agents, consultants, vendors and business partners to raise issues or concerns, which are either unacceptable or patently against the stated objectives, law or ethics, within the Company.
2. Ensure that directors, employees, agents, consultants, vendors and business partners can raise issues or concerns without fear of victimization, subsequent discrimination or disadvantage thereof.
3. Reassure the whistle blower(s) that they will be protected from possible reprisals or victimization if they have made disclosure/s in good faith.
4. Ensure that where any wrong doing by the Company or any of its directors, employees, agents, consultants, vendors or business partners is identified and reported to the Company under this policy, it will be dealt with expeditiously and thoroughly investigated and remedied. The Company will further examine the means of ensuring how such wrong doing can be prevented in future and will take corrective action accordingly.

The policy also provides adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. No person has been denied access to the Audit Committee. All complaints received under the said policy, if any, are reviewed by the Audit Committee at its meeting held every quarter. In staying true to our values of Strength, Performance and Passion and in line with Company's vision of being one of the most respected companies in India; the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

v. Code of Conduct for Directors and Senior Management

The Board has laid down Codes of Conduct for Executive Directors & Senior Management and for Non-Executive/ Independent Directors of the Company. The Codes of Conduct have been circulated to the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Director in this regard is given at the end of this Report. The Code of Conduct is available on website of the Company at the link www.kayceeindustries.in.



vi. Code of Conduct for Prohibition of Insider Trading

The Company has framed Kaycee Industries Limited's Code of Conduct for Prohibition of Insider Trading' pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, which is applicable to its Directors, Officers, and Designated Employees. The Code includes provisions relating to disclosures, opening and closure of Trading Window and Pre-Clearance of trades procedure. In compliance with SEBI Regulations the Company sends intimations to Stock Exchanges from time to time.

vii. Subsidiary Companies

The Company does not have any subsidiary company as on March 31, 2021.

The Policy of Material Subsidiaries is available on website of the Company at the link www.kayceeindustries.in.

viii. Risk Management & Internal Control

The Company has implemented a comprehensive 'Enterprise Risk Management' framework in order to anticipate, identify, measure, mitigate, monitor and report the risks to meet the strategic business objectives, details of which are given in the Risk Management section under 'Management Discussion and Analysis Report' which forms part of this Annual Report. The Company has a competent team which prepares and executes a vigorous Audit Plan covering various functions such as operations, finance, human resources, administration, legal and business development etc. across different geographies. The team presents their key audit findings of every quarter to the Audit Committee. The management updates the members about the remedial actions taken or proposed for the same. The suggestions and comments from the Committee members are vigilantly incorporated and executed by the Company.

ix. Sexual Harassment Policy

The Company has an anti-sexual harassment policy to promote a protective work environment. The complaints received by the Sexual Harassment Committee with details of action taken thereon are reviewed by the Audit Committee at its meeting held every quarter. The Company has a zero tolerance policy towards such complaints and the same is conveyed to the employees at the time of induction.

x. Management Discussion and Analysis Report

The Management Discussion and Analysis Report is attached to board report as annexure-6.

xi. Independent Directors

The Independent Directors of the Company have the option and freedom to meet and interact with the Company's Management as and when they deem it necessary. They are provided with necessary resources and support to enable them to analyze the information/data provided by the Management and help them to perform their role effectively.

xii. Share Reconciliation Audit

As stipulated by SEBI, a Qualified Practicing Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchange. The Audit confirms that the total Listed and Paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form and in physical form.

10. MEANS OF COMMUNICATION:

The Quarterly Reports of the Company are published in accordance with the Requirements of the SEBI (LODR) Regulations 2015 of the BSE Ltd.

Newspapers in which results are normally published:

1. Financial Express (English)
2. Navshakti (Marathi)

11. GENERAL SHAREHOLDERS' INFORMATION:

1. Annual General Meeting Scheduled to be Held:

| | |
|-----------------------|--|
| Day & Date | : Wednesday August 4, 2021 |
| Time | : 12.00 Noon |
| Venue/Mode | : Video Conferencing / Other Audio Visual Means (VC) |

2. Record Date for Dividend : July 30, 2021

3. Financial Calendar:

The next financial calendar year of the Company will be from April 1, 2021 to March 31, 2022

| Audited/ Unaudited | Particulars of Financial Reporting | Date |
|-----------------------|--|---------------------|
| Unaudited | Financial Reporting for the quarter ending June 30, 2021. | Up to Aug. 14, 2021 |
| Unaudited | Financial Reporting for the quarter ending September 30, 2021. | Up to Nov. 14, 2021 |
| Unaudited | Financial Reporting for the quarter ending December 31, 2021. | Up to Feb. 14, 2022 |
| Audited | Financial Reporting for the Audited Financial Result as on March 31, 2022. | Up to May 30, 2022 |

4. Listing on Stock Exchanges:

The Equity Shares of the Company are listed on BSE Limited.

5. Stock Codes:

- BSE Limited : **504084**

6. Stock Price Data:

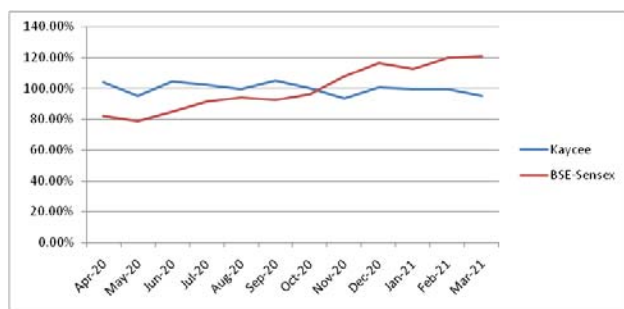
The monthly high and low quotations and volume of shares traded on **BSE Limited** is as follows:

| MONTH | BSE, MUMBAI | | |
|--------------|-------------|-----------|----------------------|
| | High (Rs.) | Low (Rs.) | No. of shares Traded |
| April, 2020 | 3099 | 2430.05 | 14 |
| May, 2020 | 3043 | 2527 | 28 |
| June, 2020 | 3097.5 | 2620 | 178 |
| July, 2020 | 3179 | 2800 | 315 |
| August, 2020 | 3139.5 | 2661.05 | 139 |
| Sept, 2020 | 2979 | 2720 | 104 |
| Oct, 2020 | 3217.95 | 2707.5 | 74 |
| Nov, 2020 | 2964 | 2566.5 | 190 |
| Dec, 2020 | 2999.95 | 2650 | 143 |
| Jan, 2021 | 2997.9 | 2659 | 320 |
| Feb, 2021 | 2975.95 | 2665 | 71 |
| March, 2021 | 2990 | 2631 | 139 |

* Source: BSE Website

7. Performance in comparison

The company Fully Paid Share Price versus BSE Sensex



8. Address for Correspondence :

| | |
|---|--|
| Registered Office | Old Kamani Chambers, 32, Ramajibhai Kamani Road, Ballard Estate, Mumbai: 400 001. |
| Share Transfer in physical form and in other communication in that regards including share certificates, dividends and change of address etc. may be addressed. | Datamatics Financial Services Limited Registrar & Share Transfer Agent Add.: Plot No.A-16 & 17 part 'B' Cross Lane,MIDC Andheri (E), Mumbai 400 093, Maharashtra, India. Tel: 022- 66712188 |

9. Share Transfer System:

All requests for dematerialization of shares are processed by the Company and Datamatics Financial Services Limited within 21 days.

The Company's share transfer / transmission works, both physical and electronic form, are being done by M/s. Datamatics Financial Services Limited (R&T Agents), Mumbai. As per SEBI regulations, except in case of transmission or transposition of securities, requests for effecting transfer of securities in physical mode was not processed.

In view of the above, the members holding shares in physical form are requested to consider converting their holdings to dematerialize and to avail various benefits of dematerialization and to eliminate all risks associated with physical shares and for ease of portfolio management.

Application for transmission / transposition of share held in physical form are received at the office of the Registrar / Share Transfer Agent of the Company and if the documents are found to be in order, the transmission / transposition work is completed and the share certificate are returned within the stipulated time as per the Regulations. To consider transmission / transposition of shares, the committee meets at least once in 15 days. The Shares held in the demat form are electronically traded in the depositories and the Registrar and Transfer Agents of the Company periodically receive from the depositories the beneficiary holdings, to enable them to update their records.

10. Dematerialization of shares:

As on March 31, 2021, 61041 Equity Shares are held in dematerialized form with NSDL and CDSL out of total Equity Shares of 63470 aggregating to 96.17%.

11. Distribution of shareholding as on March 31, 2021:

| No. of shares held | No. of shareholders | No. of shares held | % of shareholding |
|--------------------|---------------------|--------------------|-------------------|
| 1 to 50 | 1278 | 7763 | 12.23 |
| 51 to 100 | 23 | 1684 | 2.65 |
| 101 to 200 | 16 | 1882 | 2.97 |
| 201 to 300 | 1 | 211 | 0.33 |
| 301 to 400 | 1 | 330 | 0.52 |
| 401 to 500 | 1 | 401 | 0.63 |
| 501 to 1000 | 1 | 545 | 0.86 |
| 1001 to 5000 | 2 | 3108 | 4.90 |
| 5001 and above | 1 | 47546 | 74.91 |
| TOTAL | 1324 | 634700 | 100 |

12. Shareholding Pattern as on March 31, 2021 :

| Particulars of Category | Number of Shareholders | Shares | |
|--|------------------------|--------------|--------------------|
| | | Number | % to total Capital |
| (A) Promoter and Promoter Group Holding | | | |
| Individual / Hindu Undivided Family | 1 | 2 | 0.00 |
| Bodies Corporate | 1 | 47546 | 74.91 |
| Total (A) | 2 | 47548 | 74.91 |
| (B) Non – Promoter Holding | | | |
| Institutions | | | |
| Alternate Investment Funds | - | - | - |
| Financial Institutional Investors (FIIs)/Banks | 2 | 59 | 0.09 |
| Trusts | - | - | - |
| Central Government | 1 | 545 | 0.86 |
| Non-Institutions | | | |
| Bodies Corporate | 13 | 1309 | 2.06 |
| Indian Public | 1265 | 11860 | 18.69 |
| NRIs | 8 | 208 | 0.33 |
| Clearing Members | 2 | 2 | 0.00 |
| Hindu Undivided Family | - | - | - |
| Investor Education And Protection Fund Authority | 1 | 1939 | 3.05 |
| Total (B) | 1292 | 15922 | 25.09 |
| Grand Total (A) + (B) | 1294 | 63470 | 100 |

Note: The total foreign shareholding for the year ended March 31, 2021 is 208 shares which in percentage terms is 0.33 % of the issued and subscribed capital.

No Equity Shares under Lock-in for the period ended as on March 31, 2021.

Shareholding pattern in case of dematerialization shares has been prepared based on download of data received from NSDL / CDSL as on March 31, 2021.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members
Kaycee Industries Limited
Old Kamani Chambers, 32,
Ramajibhai Kamani Road,
Ballard Estate, Mumbai 400001.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Kaycee Industries Limited** having CIN: L70102MH1942PLC006482 and having registered office at Old Kamani Chambers, 32, Ramajibhai Kamani Road, Ballard Estate, Mumbai 400001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to me by the Company, Directors & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, RBI or any such other Statutory Authority.

| Sr. No. | Name of Director | DIN | Date of appointment |
|---------|----------------------------|----------|---------------------|
| 1 | Nambi Iyengar Rangachary | 00054437 | 27/09/2019 |
| 2 | Jitendra Kantilal Vakharia | 00047777 | 29/07/2019 |
| 3 | Balasubramanian Jayaraman | 01525552 | 27/09/2019 |
| 4 | Rajeshkumar Doraiswamy | 00003126 | 29/07/2019 |
| 5 | Doraiswamy Rangaswamy | 00003131 | 27/09/2019 |
| 6 | Manimegalai Arumugam | 02536666 | 21/01/2020 |

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification through digital mode. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Aashit Doshi & Associates**
Practicing Company Secretary

UDIN: F009321C000568528
Date: 02/07/2021
Place: Mumbai

Aashit Doshi
Proprietor
FCS: 9321 CP: 10190

**CERTIFICATION FROM THE CFO:**

In terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the BSE, I hereby certify as under:

- a. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2021 and that to the best of our knowledge and belief:
 - 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

There have been no

- i. Significant changes in internal control over financial reporting during the year;
- ii. Significant changes in accounting policies during the year;
- iii. Instances of fraud of which we have become aware and the involvement therein, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For & on behalf of the Board of Directors of
Kaycee Industries Limited

Place: Mumbai
Date: May 12, 2021

Deepak R. Potdar
Chief Financial Officer

DECLARATION BY THE DIRECTOR ON 'CODE OF CONDUCT'

I hereby confirm that:

The Company has obtained from all the members of the Board and senior management, affirmation that they have complied with the Code of Conduct as applicable to them.

For & on behalf of the Board of Directors of
Kaycee Industries Limited

Place: Mumbai
Date: May 12, 2021

Jitendra Vakharia
[DIN:00047777]
Director

**INDEPENDENT AUDITOR'S REPORT**

**To The Members
Kaycee Industries Limited**

Opinion

We have audited the accompanying Ind AS financial statements of Kaycee Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss, statement of changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "the Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the profit changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report



Management's Responsibilities for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in 134(5) of the Act with respect to the preparation of these IND AS 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 Indian 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 standalone IND AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone IND AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone IND AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statement as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone IND AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the managements' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone IND AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone IND AS financial statements, including the disclosures, and whether the standalone IND AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of the section 143 of the Companies Act, 2013, we give in "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

- (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 book.
- (c) The Balance Sheet, Statement of Profit & Loss including the statement of Cash Flow dealt with by this Report are in agreement with the books of account.



- (d) In our opinion, the aforesaid IND AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 to the extent applicable.
- (e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 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**”.
- (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. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company does not have any long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For A.R.Sodha & Co.
Chartered Accountants
FRN 110324W

Place : Mumbai
Date : May 12, 2021

A.R. Sodha
Partner
M No: 031878

UDIN: 21031878AAAACZ9807

**ANNEXURE A TO AUDITORS'S REPORT**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us, we report that:

1. a) According to information and explanations given to us and records furnished before us, the company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
b) The fixed assets have been physically verified by the Management at reasonable intervals. In our opinion, the frequency of verification is reasonable with regard to the size of the company and nature of assets. According to information and explanations given to us by the management, no material discrepancy was noticed on such verification.
c) The title deeds of immovable properties are held in the name of the Company.
2. According to information and explanation given to us by the management and records furnished before us, Inventory of Finished Good, Raw Material and Work in Progress have been physically verified by the management at reasonable intervals. In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of inventory by the management.
3. According to the information and explanation given to us and the records of the company examined by us, the company has not granted unsecured loans to any party covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, Clause 3(iii) (a), (b) and (c) of Companies (Auditor's Report) Order, 2016 are not applicable.
4. According to the information and explanation given to us and on the basis of records furnished before us, the company has not given any loan or made any investment or given any guarantee or security during the year for which compliance under section 185 and 186 is required. Accordingly, Clause 3(iv) of Companies (Auditor's Report) Order is not applicable.
5. The company has not accepted deposits from the public within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. Accordingly, Clause 3(v) of Companies (Auditor's Report) Order, 2016 is not applicable.
6. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.



7. a) The company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Cess and any other statutory dues except few delays in the payment of Tax Deducted at source and Goods and Service Tax. No undisputed statutory dues as stated above is outstanding as at 31st March, 2021 for more than six months from the date they become payable.
b) According to information and explanation given to us, there are no statutory dues which has not been deposited on account of dispute relating to Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Cess, Goods and Service Tax or any other statute.
8. The Company has not 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.
9. According to information and explanation given to us and records examined by us, the company has neither raised any money by way of public offers nor raised any term loan during the year.
10. During the course of our examination of the books and records of the company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the company noticed or reported by its officers or employees during the year nor we have been informed of such instances by the management.
11. 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.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. According the clause 3(xii) of Companies (Auditor's Report) Order, 2016 is not applicable.
13. According to the information and explanation provided to us and based on our examination of the records of the Company, the transaction with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details of such transactions have been disclosed in financial statements as required by the applicable Accounting Standards.
14. According to the information and explanation provide 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. Accordingly, the clause 3(xiv) of the Companies (Auditor's Report) Order, 2016 is not applicable.



15. According to the information and explanation provided to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transaction with directors or persons connected with him. Accordingly, clause 3(xv) of the Companies (Auditor Report) Order, 2016 is not applicable.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For A.R.Sodha & Co.
Chartered Accountants
FRN 110324W

Place : Mumbai
Date : May 12, 2021

A.R. Sodha
Partner
M No: 031878

UDIN: 21031878AAAACZ9807



ANNEXURE B TO AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of Kaycee Industries Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone IND AS 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". 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 judgement, 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 authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 March 31, 2021 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 A.R.Sodha & Co.
Chartered Accountants
FRN 110324W

Place : Mumbai
Date : May 12, 2021

A.R. Sodha
Partner
M No: 031878

UDIN: 21031878AAAACZ9807

BALANCE SHEET AS ON 31ST MARCH 2021

| Particulars | Note No. | 31st March 2021 Rupees | 31st March 2020 Rupees |
|-------------------------------------|----------|------------------------|------------------------|
| ASSETS | | | |
| 1 Non- Current Assets | | | |
| (a) Property, Plant and Equipment | 2 | 2,72,50,045 | 2,82,86,848 |
| (b) Capital work-in-progress | 2 | - | - |
| (c) Intangible Assets | 2 | 3,66,284 | 15,22,167 |
| (d) Financial Assets | | | |
| (i) Investments | 3 | 10,000 | 10,000 |
| (ii) Others | 4 | 1,70,205 | 1,70,205 |
| (e) Deferred Tax Asset (Net) | 5 | 9,04,356 | 13,82,931 |
| (f) Other Non-current Assets | 6 | 40,77,370 | 46,72,962 |
| | | 3,27,78,260 | 3,60,45,113 |
| 2 Current Assets | | | |
| (a) Inventories | 7 | 3,61,40,758 | 3,45,26,453 |
| (b) Financial Assets | | | |
| i) Investments | | - | - |
| ii) Trade Receivables | 8 | 10,24,32,542 | 9,52,09,094 |
| iii) Cash and Cash Equivalents | 9 | 36,52,030 | 13,06,400 |
| iv) Other Bank Balances | 9 | 3,06,85,258 | 2,79,51,498 |
| (c) Current Tax Assets (Net) | | - | 6,70,443 |
| (d) Other Current Assets | 10 | 12,32,487 | 38,78,860 |
| | | 17,41,43,075 | 16,35,42,747 |
| TOTAL ASSETS | | 20,69,21,335 | 19,95,87,860 |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| (a) Equity Share Capital | 11 | 63,47,000 | 63,47,000 |
| (b) Other Equity | 12 | 14,21,37,332 | 13,56,44,170 |
| | | 14,84,84,332 | 14,19,91,170 |
| LIABILITIES | | | |
| 1 Non-Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| i) Borrowings | 13 | - | - |
| ii) Other Financial Liabilities | | - | - |
| (b) Provisions | 14 | 16,31,547 | 23,71,220 |
| (c) Deferred Tax Liabilities (Net) | | - | - |
| (d) Other Non-current Liabilities | 15 | 24,09,489 | 23,84,489 |
| | | 40,41,036 | 47,55,709 |
| 2 Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| i) Borrowings | 16 | - | 35,00,873 |
| ii) Trade Payable | 17 | 4,61,40,630 | 3,87,28,032 |
| iii) Other Financial Liabilities | 18 | 4,20,094 | 4,42,186 |
| (b) Other Current Liabilities | 19 | 48,06,037 | 41,07,206 |
| (c) Provisions | 20 | 21,61,376 | 60,62,684 |
| (d) Current Tax Liabilities (Net) | | 8,67,830 | - |
| | | 5,43,95,967 | 5,28,40,982 |
| TOTAL EQUITY AND LIABILITIES | | 20,69,21,335 | 19,95,87,861 |

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

For A. R. SODHA & CO.
Firm Registration No.: 110324W
Chartered Accountants

A. R. Sodha
Partner
Membership No.: 031878

MUMBAI,
Date: 12th May 2021

For and on behalf of the Board

D Rajesh Kumar
Director
(DIN : 00003126)
Coimbatore

Deepak Potdar
CFO

Harshal Patil
CS

Jitendra Vakharia
Director
(DIN : 00047777)
Mumbai

Raman Krishnamoorthy
Manager cum COO

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2021

| Particulars | Note No. | 31st March 2021 Rupees | 31st March 2020 Rupees |
|---|----------|---------------------------|---------------------------|
| 1 Revenue from operations | 21 | 22,71,61,567 | 23,42,68,142 |
| 2 Other Income | 22 | 34,95,170 | 17,64,588 |
| 3 Total Revenue | | 23,06,56,737 | 23,60,32,730 |
| 4 Expenses | | | |
| Cost of materials consumed | 23 | 12,78,37,560 | 11,37,79,692 |
| Cost of Traded Goods | 24 | 48,04,638 | 31,57,555 |
| Changes in inventories of finished goods, work-in-progress | 25 | 7,04,458 | (79,66,910) |
| Employee Benefit Expenses | 26 | 3,77,63,649 | 4,71,45,121 |
| Finance cost | 27 | 7,06,420 | 6,74,736 |
| Depreciation and Amortisation Expenses | 2 | 40,56,753 | 41,99,221 |
| Other Expenses | 28 | 4,38,03,305 | 5,40,02,355 |
| Total Expenses | | 21,96,76,782 | 21,49,91,769 |
| 5 Profit / (Loss) before exceptional items and tax (3 - 4) | | 1,09,79,955 | 2,10,40,961 |
| 6 Less : Exceptional items | | | |
| a) Provision on account of Covid 19 for Inventory and Receivable | | (19,46,033) | 19,46,033 |
| b) Prior Period Expenses | | 4,37,425 | - |
| 7 Profit / (Loss) before tax (5 - 6) | | 1,24,88,563 | 1,90,94,928 |
| 8 Tax Expenses | | | |
| (a) Current tax | | 29,33,507 | 39,95,303 |
| (b) Prior Period | | 5,95,870 | - |
| (c) Mat Credit Entitlement | | - | 16,45,241 |
| (b) Deferred Tax | | 4,78,575 | (3,45,919) |
| 9 Profit / (Loss) After tax (7 - 8) | | 84,80,611 | 1,38,00,303 |
| 10 Other Comprehensive Income | | | |
| A Items that will not be reclassified to Statement of Profit and Loss | | | |
| (a) (i) Remeasurement benefit of defined benefit plans | | (1,11,383) | (11,26,278) |
| (ii) Income tax expense on remeasurement benefit of defined benefit Plans | | 28,035 | 3,13,331 |
| (b) Net fair value gain/(loss) on investments in equity instruments through OCI | | - | - |
| B Items that will be reclassified to Statement of Profit and Loss | | | |
| (i) Net fair value gain on investments in debt instruments through OCI | | - | - |
| (ii) Income tax benefit on net fair value gain on Investments in debt instruments through OCI | | - | - |
| 11 Total Comprehensive Income (9 + 10) | | 83,97,263 | 1,29,87,355 |
| 12 Earning per equity share (Basic & Diluted) | | 133.62 | 217.43 |

Notes Forming Part of the Accounts
In terms of our report attached 1 to 28

For A. R. SODHA & CO.
Firm Registration No.: 110324W
Chartered Accountants

A. R. Sodha
Partner
Membership No.: 031878

MUMBAI,
Date: 12th May 2021

For and on behalf of the Board

D Rajesh Kumar
Director
(DIN : 00003126)
Coimbatore

Deepak Potdar
CFO

Harshal Patil
CS

Jitendra Vakharia
Director
(DIN : 00047777)
Mumbai

Raman Krishnamoorthy
Manager cum COO

CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2021

| Particulars | 2020-2021 | | 2019-2020 | |
|---|--------------------|--------------------|---------------|-------------|
| | Rs. | Rs. | Rs. | Rs. |
| A. Cash Flow From Operating Activities | | | | |
| Net Profit/(Loss) Before Tax | | 1,24,88,563 | | 1,96,10,272 |
| Adjusted for | | | | |
| Depreciation | 40,56,753 | | 41,99,221 | |
| Interest received | (16,85,686) | | (16,17,813) | |
| Dividend received | - | | (1,750) | |
| Other Comprehensive Income/(Expenses) | (1,11,383) | | (16,41,624) | |
| (Profit)/Loss on sale of Assets | (98,615) | | (45,000) | |
| Interest Charged | (7,06,420) | 14,54,649 | 6,74,736 | 15,67,770 |
| Operating profit before working capital changes | | 1,39,43,213 | | 2,11,78,042 |
| Adjustments for: | | | | |
| Trade and Other receivables | (72,23,449) | | (1,24,60,239) | |
| Inventories | (16,14,305) | | (67,51,749) | |
| Other Non-current/Current assets | 22,57,683 | | 9,29,063 | |
| Trade payable / Other Liabilities | 34,73,356 | (31,06,715) | 98,06,088 | (84,76,837) |
| Cash generated from operations | | 1,08,36,498 | | 1,27,01,205 |
| Direct taxes Paid | | (9,78,787) | | (60,47,915) |
| Net cash flow before extra ordinary items | | 98,57,711 | | 66,53,290 |
| Prior Period | | - | | - |
| NET CASH FROM OPERATING ACTIVITIES (A) | | 98,57,711 | | 66,53,290 |
| B. Cash flow from investing activities | | | | |
| Inflow | | | | |
| Interest received | | 16,85,686 | | 16,17,813 |
| Dividend received | | - | | 1,750 |
| (Profit)/Loss on sale of Assets | | 98,615 | | 45,000 |
| Increase/(Decrease) in Other Bank Balances | | (27,33,760) | | (68,05,825) |
| Purchase of fixed assets | | (18,64,067) | | (12,77,480) |
| NET CASH USED IN INVESTING ACTIVITIES (B) | | (28,13,526) | | (64,18,742) |
| C. Cash flow from financing activities | | | | |
| Inflow | | | | |
| Increase/(Decrease) in bank borrowing -NET | | (35,00,873) | | (71,17,176) |
| Outflow | | | | |
| Dividend and dividend tax paid | | (19,04,100) | | (7,92,680) |
| Interest paid | | 7,06,420 | | (6,74,736) |
| NET CASH USED IN FINANCING ACTIVITIES (C) | | (46,98,554) | | (85,84,592) |
| NET CHANGES IN CASH & CASH EQUIVALENTS (A+B+C) | | 23,45,631 | | (83,50,043) |
| CASH & CASH EQUIVALENTS-OPENING BALANCE | | 13,06,400 | | 96,56,443 |
| CASH & CASH EQUIVALENTS-CLOSING BALANCE | | 36,52,030 | | 13,06,400 |

Note : The Above Statement of Cash flow has been prepared under the 'Indirect Method' as set out in IND AS 7, Statement of Cash Flow

For and on behalf of the Board

For A. R. SODHA & CO.

Firm Registration No.: 110324W

Chartered Accountants

A. R. Sodha

Partner

Membership No.: 031878

MUMBAI,

Date: 12th May 2021

D Rajesh Kumar

Director

(DIN : 00003126)

Coimbatore

Deepak Potdar

CFO

Harshal Patil

CS

Jitendra Vakharia

Director

(DIN : 00047777)

Mumbai

Raman Krishnamoorthy

Manager cum COO

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2021

A. EQUITY SHARE CAPITAL

| Particulars | Amount (Rs.) |
|---------------------------------|--------------|
| As at 1 April, 2020 | 63,47,000 |
| Changes in equity share capital | - |
| As at 31 March, 2021 | 63,47,000 |

B. OTHER EQUITY

| Particulars | Other Equity | | | | |
|---|---------------------|-----------------|-------------------|----------------------------|--------------------|
| | Reserve and Surplus | | | Other Comprehensive Income | Total other Equity |
| | Share Premium | General Reserve | Retained Earnings | | |
| As at 1 April, 2020 | 4,10,26,242 | 2,14,69,208 | 7,49,82,422 | (18,33,703) | 13,56,44,169 |
| Total Comprehensive Income for the year | - | - | 84,80,611 | (83,348) | 83,97,263 |
| Dividend on Equity Shares | - | - | (19,04,100) | - | (19,04,100) |
| Tax on Dividend on Equity Shares | - | - | - | - | - |
| As at 31st March, 2021 | 4,10,26,242 | 2,14,69,208 | 8,15,58,933 | (19,17,051) | 14,21,37,332 |

For and on behalf of the Board

For A. R. SODHA & CO.
Firm Registration No.: 110324W
Chartered Accountants

A. R. Sodha
Partner
Membership No.: 031878
MUMBAI,
Date: 12th May 2021

D Rajesh Kumar
Director
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Coimbatore

Deepak Potdar
CFO

Harshal Patil
CS

Jitendra Vakharia
Director
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Raman Krishnamoorthy
Manager cum COO



NOTE NO. 1

Notes to Financial Statements for the year ended 31 March 2021

1.1. Corporate information

The financial statements comprise financial statements of Kaycee Industries Limited for the year ended 31 March 2021. The company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on Bombay stock exchanges in India. The registered office of the company is located at 32, Old Kamani Chambers, Ramjibhai Kamani Marg, Ballard Estate, Mumbai 400001.

The Company is a manufacturing and trading company in the field of Industrial switches, Counters, Watermeter, Electrical Components Etc.

1.2. Basis of Preparation

The financial statements of the Company comprising of Balance Sheet, Statement of Profit and Loss, Statement of changes in Equity and Cash Flow Statement together with the notes have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") as amended.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

The financial statements are presented in INR.

1.3. SIGNIFICANT ACCOUNTING POLICIES

1.3.1 Property, Plant and equipment:

Property, plant and equipment are stated at original cost inclusive of incidental expenses related to acquisition net of tax/duty credit availed, net of accumulated depreciation and accumulated impairment losses, if any. Such Cost includes the cost of replacing part of the plant and equipment and borrowing cost for long-term construction project if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance cost are recognized in profit or loss account as incurred.

Capital work-in-progress includes cost of property, plant and equipment under installation/ under development as at the balance sheet date.

Property, plant and equipment which are added/disposed off during the year, depreciation is provided on pro-rata basis with reference to the date of addition/deletion. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

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

1.3.2 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

1.3.3 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

1.3.4 Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- a) Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- b) Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on standard cost basis.
- c) Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Initial cost of inventories includes the transfer of gains and losses on qualifying cash flow hedges, recognised in OCI, in respect of the purchases of raw materials.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

1.3.5 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits with bank which are short-term, highly liquid investments that are readily convertible into known amount of cash and which are subject to insignificant risk of change in value.

1.3.6 Foreign currency transactions

The Company's financial statements are presented in INR, which is also the company's functional currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting of each balance sheet date of the company's monetary items at the closing rate are recognized as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

1.3.7 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- ✱ Expected to be realised or intended to be sold or consumed in normal operating cycle
- ✱ Held primarily for the purpose of trading
- ✱ Expected to be realised within twelve months after the reporting period, or
- ✱ Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- ✿ It is expected to be settled in normal operating cycle
- ✿ It is held primarily for the purpose of trading
- ✿ It is due to be settled within twelve months after the reporting period, or
- ✿ There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting Period

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

1.3.8 Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- ✿ In the principal market for the asset or liability, or
- ✿ In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ✿ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ✿ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ✿ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

1.3.9 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of goods:

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Company usually recognise revenue on dispatch of goods if there is no other uncertainty. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Rendering of services:

Revenue from sale of service is recognised as per terms of the contract with customers when the outcome of the transactions involving rendering of services can be estimated reliably.

Interest Income

For all financial instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividends

Revenue is recognised when the Company right to receive the payment is established, which is generally when shareholders approve the dividend.

Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease term.

1.3.10 Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

1.3.11 Earning per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

1.3.12 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

The Company has opted to pay tax under section 115BAA at reduced rate of 22% plus applicable surcharge and cess from F.Y 2020-21 and accordingly current tax provision has been made and hence MAT is not applicable to the Company, and accordingly MAT credit no longer eligible is shown under prior period tax adjustment.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The breakup of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the company have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

1.3.13 Segment Accounting

The chief operational decision maker monitors the operating result of its business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit or loss in the financial statement. The operating segments have been identified on the basis of the nature of products/ services.

- a) Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter-segment revenue
- b) Expenses that are directly identifiable with/allocable to segment are considered for determining the segment result. Expenses which relate to the company as a whole and not allocable to segment are included under unallocable expenditure
- c) Income which relates to the company as a whole and allocable to segment is included in unallocable income.
- d) Segment result includes margin on inter-segment and sales are reduced in arriving at the profit before tax to the company



- e) Segment assets and liabilities include those directly identifiable with respective segment. Unallocable assets and liabilities represent the asset and liabilities that relate to the company as a whole and not allocable to any segment.

Inter-Segment transfer pricing

Segment revenue resulting from transaction with other business segment is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated basis.

1.3.14 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company's lease asset classes primarily comprise of lease for land and building. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether :

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets as below :-

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets (i.e. 30 and 60 years)

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 'Impairment of nonfinancial assets'.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

"Lease liability" and "Right of Use" asset are separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

1.3.15 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

Retirement benefit in the form of provident fund is a defined contribution plan. Company's contribution to the provident fund based on a percentage of salary is made to Employee Provident Fund and is charged to profit and loss account when an employee renders the related service.

b) Defined Benefit Plan

The company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.

The Company also provide defined benefit in the form of leave accrual and encashment.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- ✿ The date of the plan amendment or curtailment, and
- ✿ The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The company recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- ✿ Service costs comprising current service costs, past-service costs, gains and losses on curtailments and nonroutine settlements; and
- ✿ Net interest expense or income

1.3.16 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.

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.

1.3.17 Exceptional Items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the company is such that its disclosure improves the understanding of the performance of the company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statement.

1.3.18 Non-current assets held for sale/ distribution to owners and discontinued operations

The Company classifies non-current assets and disposal of group of assets as held for sale/ distribution to owners if their carrying amounts will be recovered principally through a sale/ distribution rather than through continuing use. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale/ distribution will be made or that the decision to sell/ distribute will be withdrawn. Management must be committed to the sale/distribution expected within one year from the date of classification.

Non-current assets held for sale/for distribution to owners and disposal of group of assets are measured at the lower of their carrying amount and the fair value less costs to sell/ distribute. Assets and liabilities classified as held for sale/distribution are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale/ distribution to owners are not depreciated or amortised.

A disposal of group of assets qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- ✱ Represents a separate major line of business or geographical area of operations,
- ✱ Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations

Or

- ✱ Is a subsidiary acquired exclusively with a view to resale

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

1.3.19 Financial Instrument

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- ✱ Debt instruments at amortised cost
- ✱ Debt instruments at fair value through other comprehensive income (FVTOCI)
- ✱ Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- ✱ Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- ✱ The rights to receive cash flows from the asset have expired, or
- ✱ The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either

The Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Financial assets that are debt instruments and are measured as at FVTOCI
- c) Lease receivables under Ind AS 116
- d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18
- e) Loan commitments which are not measured as at FVTPL
- f) Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- ✱ Trade receivables or contract revenue receivables; and
- ✱ All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk



has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- ✱ All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- ✱ Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the company estimates the following provision matrix at the reporting date:

| | Current (0 - 1 year) | 1 year to 2 years | 2 years to 3 years | Above 3 years |
|--------------|----------------------|-------------------|--------------------|---------------|
| Default Rate | NIL | 25% | 50% | 100% |

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- ✱ Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- ✱ Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.



- ✱ Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.



Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.



The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Company's expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

1.3.20. Business Combination under common control

Common control business combination includes transaction, such as transfer of subsidiaries or business, between entities within a Group.

Business combinations involving entities or business under common control are accounted for using the pooling of interest method. Under pooling of interest, the assets and liabilities of the combining entities are reflected at their carrying amount, the only adjustment that are made are to harmonise accounting policies.

The financial information in the financial statement in respect of prior period are restated as if the business combination had occurred from the beginning of the preceding period in the financial statement, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information is restated only from that date.

The differences, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other asset and the amount of share capital of the transferor is transferred to capital reserve and presented separately from other capital reserves with disclosure of its nature and purpose in the notes.

1.4. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.



The Company based its assumptions and estimates on parameters available when the financial statements were prepared.

Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company.

Such changes are reflected in the assumptions when they occur.

Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets .

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.



Impairment of non-Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's of assets.

When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

Employee benefit plans

Defined contribution plans

The Company makes Provident Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company has recognised Rs.6,01,577 (Year ended 31 March, 2020 Rs.5,97,321) for Provident Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Defined benefit plans

The Company offers the following employee benefit schemes to its employees:

- i. Gratuity
- ii. Leave encashment
- i. Gratuity

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

| PARTICULARS | Gratuity | Gratuity |
|---|---|---|
| A. Changes in Present Value of Obligation | Funded 31.03.2021 | Funded 31.03.2020 |
| Present Value of Obligation at Beginning | 80,39,272 | 68,69,892 |
| Interest Cost | 5,49,886 | 5,21,187 |
| Current Service Cost | 4,66,253 | 4,75,584 |
| Benefit Paid | (5,47,244) | (9,18,921) |
| Actuarial (Gain)/Loss on Obligations | (2,69,373) | 10,91,530 |
| Present Value of Obligation as at end of the year | 82,38,794 | 80,39,272 |
| B. Fair Value of Plan Assets | Gratuity Funded | Gratuity Funded |
| Fair Value of the Plan Assets | 74,17,048 | 69,49,161 |
| Expected return on Plan Assets | 5,07,326 | 5,21,187 |
| Contributions | 41,090 | 9,00,369 |
| Benefits Paid | (5,47,244) | (9,18,921) |
| Actuarial Gain/(Loss) on Obligations | (3,80,756) | (34,748) |
| Fair Value of the Plan Assets | 70,37,464 | 74,17,048 |
| C. Amount Recognized in the Balance Sheet. | Gratuity Funded | Gratuity Funded |
| Present Value of Obligation | 82,38,794 | 80,39,272 |
| Fair Value of the Plan Assets | 70,37,464 | 74,17,048 |
| Net Liability/(Asset) Recognized | 12,01,330 | 6,22,224 |
| D. Amount Recognized in Profit and Loss | Gratuity Funded | Gratuity Funded |
| Current Service Cost | 4,66,253 | 4,75,584 |
| Interest Cost | 42,560 | 5,21,187 |
| Expected Return on Plan assets | 3,80,756 | (5,21,187) |
| Actuarial (Gain)/Loss | (2,69,373) | 11,26,278 |
| Total Expenses recognized in Profit & Loss A/c and OCI | 6,20,196 | 16,01,862 |
| E. Assumptions | Gratuity Funded | Gratuity Funded |
| Actual Return on Plan Asset | 1,26,570 | 4,86,439 |
| Mortality Table | Indian Assured Lives (2006-08) Ultimate | Indian Assured Lives (2006-08) Ultimate |
| Discount Rate | 6.84% | 6.84% |
| Expected Rate of Return on Plan Assets | 6.84% | 6.84% |
| Salary Escalation | 5% | 5% |
| Rate of Employee Turnover | 2% | 2% |

- ii Leave Encashment:

The valuation is done as per the parameters and measurements suggested under Ind AS 19 (Ind AS 19) As per Para 158 of Ind AS 19, disclosure for other long term employee benefits are not mandatory and hence the same has not been disclosed.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Note No. : 2

Property, Plant and Equipment

| Description of Assets | GROSS BLOCK | | | | | | DEPRECIATION | | | | NET BLOCK | |
|-----------------------------------|-----------------------|---------------------------|--------------------------|--------------------|--------------------|--------------------------|--------------------------|--------------------|--------------------|--------------------|------------------|--|
| | Cost as on 01.04.2020 | Additions During the year | Deletion During the year | As At 31.03.2021 | As At 01.04.2020 | Provided During the year | Deletion During the year | As At 31.03.2021 | As At 31.03.2021 | As At 31.03.2021 | As At 31.03.2020 | |
| | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | |
| Tangible Assets : | | | | | | | | | | | | |
| Building | 2,20,24,848 | - | - | 2,20,24,848 | 42,12,567 | 7,64,890 | - | 49,77,457 | 1,70,47,391 | 1,78,12,281 | | |
| Plant & Machinery | 3,55,83,720 | 15,000 | 21,38,455 | 3,34,60,265 | 2,75,23,783 | 11,65,948 | 21,38,455 | 2,65,51,276 | 69,08,989 | 80,59,937 | | |
| Computers | 55,57,228 | 10,18,414 | - | 65,75,642 | 50,98,948 | 3,16,686 | - | 54,15,634 | 11,60,007 | 4,58,279 | | |
| Furniture & Fitting | 26,80,617 | - | - | 26,80,617 | 17,34,362 | 1,90,579 | - | 19,24,941 | 7,55,676 | 9,46,255 | | |
| Office Equipment | 33,88,710 | 2,75,759 | - | 36,64,469 | 27,47,357 | 2,01,183 | - | 29,48,540 | 7,15,929 | 6,41,353 | | |
| Vehicles | 5,71,193 | 4,85,594 | - | 10,56,787 | 4,44,261 | 1,34,868 | - | 5,79,129 | 4,77,658 | 1,26,932 | | |
| Electrical Fitting | 6,01,904 | - | - | 6,01,904 | 3,60,092 | 57,416 | - | 4,17,508 | 1,84,396 | 2,41,812 | | |
| SUB TOTAL (A) | 7,04,08,218 | 17,94,767 | 21,38,455 | 7,00,64,530 | 4,21,21,370 | 28,31,570 | 21,38,455 | 4,28,14,485 | 2,72,50,045 | 2,82,86,848 | | |
| Intangible Assets : | | | | | | | | | | | | |
| Software | 36,64,000 | 69,300 | - | 37,33,300 | 21,41,833 | 12,25,183 | - | 33,67,016 | 3,66,284 | 15,22,167 | | |
| SUB TOTAL (B) | 36,64,000 | 69,300 | - | 37,33,300 | 21,41,833 | 12,25,183 | - | 33,67,016 | 3,66,284 | 15,22,167 | | |
| Capital Work in Progress : | | | | | | | | | | | | |
| Building under Construction | - | - | - | - | - | - | - | - | - | - | | |
| SUB TOTAL (C) | - | - | - | - | - | - | - | - | - | - | | |
| SUB TOTAL A + B + C | 7,40,72,218 | 18,64,067 | 21,38,455 | 7,37,97,830 | 4,42,63,203 | 40,56,753 | 21,38,455 | 4,61,81,501 | 2,76,16,329 | 2,98,09,015 | | |

NOTE NO. 3

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|---------------------------------------|------------------------------------|------------------------------------|
| FINANCIAL ASSETS - INVESTMENTS | | |
| Saraswat Bank (1000 Equity shares) | 10,000 | 10,000 |
| | 10,000 | 10,000 |

NOTE NO. 4

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|---|------------------------------------|------------------------------------|
| FINANCIAL ASSETS - OTHERS | | |
| Balance with bank held as Fixed Deposit | 1,70,205 | 1,70,205 |
| | 1,70,205 | 1,70,205 |

NOTE NO. 5

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|---|------------------------------------|------------------------------------|
| DEFERRED TAX ASSET/LIABILITY (NET) | | |
| (a) Deferred Tax Liabilities | | |
| i) Diff in Book value of Fixed Assets | 13,67,793 | 16,26,450 |
| TOTAL | 13,67,793 | 16,26,450 |
| (b) Deferred Tax Assets | | |
| i) on Provision for Gratuity & Leave encashment | 7,12,753 | 9,68,159 |
| ii) on Provision for doubtful debts and Others | 15,59,396 | 20,41,222 |
| iii) Brought Forward Loss of Previous Year | - | - |
| TOTAL | 22,72,149 | 30,09,381 |
| TOTAL | 9,04,356.00 | 13,82,931 |

NOTE NO. 6

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|---|---|---|
| OTHER NON CURRENT ASSETS | | |
| Capital Advances | - | - |
| Net Assets In Pakistan Unit (Considered Doubtful) | 8,76,320 | 8,76,320 |
| Less : Provision for above | (8,76,320) | (8,76,320) |
| | - | - |
| Sundry Deposits | 16,65,110 | 23,70,110 |
| Sales Tax Receivable | 1,39,510 | 1,39,510 |
| GST Receivable | 10,93,690 | - |
| Income Tax refund receivable | 11,79,060 | 15,46,896 |
| MAT Credit Entitlement | - | 6,16,446 |
| | 40,77,370 | 46,72,962 |

NOTE NO. 7

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|---|---|---|
| INVENTORIES : (At cost or Net realisable value which ever is less) | | |
| Raw Materials & Stores | 1,18,85,894 | 91,46,159 |
| Materials in process | 69,18,302 | 1,60,36,546 |
| Finished Goods | 1,67,77,483 | 83,63,697 |
| Trading Goods | 5,59,079 | 9,80,051 |
| | 3,61,40,758 | 3,45,26,453 |

NOTE NO. 8

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|--|---|---|
| FINANCIAL ASSETS | | |
| TRADE RECEIVABLES (Unsecured) | | |
| Debts outstanding for a period exceeding six months from the date they were due for payment. | | |
| Considered Good | 76,60,687 | 72,74,655 |
| Considered Doubtful | 90,73,946 | 64,45,235 |
| | 1,67,34,633 | 1,37,19,891 |
| Less: Provision for Doubtful Debts | 61,95,946 | 53,91,213 |
| | 1,05,38,687 | 83,28,678 |
| Others: Considered Good | 9,18,93,855 | 8,68,80,416 |
| | 10,24,32,542 | 9,52,09,094 |

NOTE NO. 9

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|------------------------------------|------------------------------------|------------------------------------|
| FINANCIAL ASSETS | | |
| CASH AND CASH EQUIVALENTS : | | |
| Cash in Hand | 2,00,855 | 1,16,206 |
| Bank Balances : | | |
| In Current Account | 34,51,175 | 11,90,194 |
| | 36,52,030 | 13,06,400 |
| Other Bank Balances : | | |
| In Fixed Deposits | 3,02,65,828 | 2,75,09,976 |
| Unclaimed Dividend Account | 4,19,430 | 4,41,522 |
| | 3,06,85,258 | 2,79,51,498 |
| | 3,43,37,288 | 2,92,57,898 |

NOTE NO. 10

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|-----------------------------------|------------------------------------|------------------------------------|
| OTHER CURRENT ASSETS | | |
| Unsecured, Considered Good | | |
| Advances to employees | - | 14,057 |
| Prepaid Expenses | 4,60,842 | 33,50,727 |
| Margin Receivable | 2,28,317 | - |
| Accrued Interest on Fixed Deposit | 2,32,731 | 2,53,778 |
| Advances to Suppliers | 3,10,597 | 2,60,298 |
| | 12,32,487 | 38,78,860 |

NOTE NO. 11

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|---|------------------------------------|------------------------------------|
| EQUITY 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 3125 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 Issued, subscribed and fully paid up equity shares outstanding at beginning of the year Add : Shares Issued during the year | 63470 - | 63470 - |
| Issued, subscribed and fully paid up equity shares outstanding at end of the year | 63470 | 63470 |
| b) Details of Shareholder Holding more than 5% Shares | | |
| Name of the Shareholder | Salzer Electronics Limited | Salzer Electronics Limited |
| No. of Shares Held | 47,546 | 47,546 |
| % of Holding | 74.91% | 74.91% |

NOTE NO. 12

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|--------------------------------|------------------------------------|------------------------------------|
| OTHER EQUITY | | |
| Share Premium Account | | |
| Opening Balance | 4,10,26,242 | 4,10,26,242 |
| Less : Adjustment | - | - |
| Closing Balance | 4,10,26,242 | 4,10,26,242 |
| General Reserve | | |
| Opening Balance | 2,14,69,208 | 2,14,69,208 |
| Less : Adjustment | - | - |
| Closing Balance | 2,14,69,208 | 2,14,69,208 |
| Profit and Loss Account | | |
| Opening Balance | 7,31,48,719 | 6,09,54,044 |
| Add Profit/(Loss) for The year | 83,97,263 | 1,29,87,355 |
| | 8,15,45,982 | 7,39,41,399 |
| Less: Appropriations | | |
| Transfer to General Reserve | - | - |
| Dividend Paid on equity shares | 19,04,100 | 6,34,700 |
| Dividend Distribution Tax Paid | - | 1,57,980 |
| Closing Balance | 7,96,41,882 | 7,31,48,719 |
| TOTAL | 14,21,37,332 | 13,56,44,170 |

NOTE NO. 13

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|---|------------------------------------|------------------------------------|
| NON CURRENT LIABILITIES | | |
| FINANCIAL LIABILITIES - BORROWINGS | | |
| Secured | - | - |
| TOTAL | - | - |

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

NOTE NO. 14

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|--------------------------------|---|---|
| NON CURRENT LIABILITIES | | |
| PROVISIONS | | |
| Leave Encashment | 14,65,834 | 23,71,220 |
| Gratuity | 1,65,713 | - |
| TOTAL | 16,31,547 | 23,71,220 |

NOTE NO. 15

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|--------------------------------------|---|---|
| OTHER NON CURRENT LIABILITIES | | |
| DEPOSITS | | |
| Dealer, Distributor & Stockist | 24,09,489 | 23,84,489 |
| | 24,09,489 | 23,84,489 |

NOTE NO. 16

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|---|---|---|
| FINANCIAL LIABILITIES - BORROWINGS | | |
| SECURED LOANS : | | |
| Working Capital loans from | | |
| The Saraswat Co- Op Bank Ltd | | |
| ODCC | - | 35,00,873 |
| 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) | | |
| TOTAL | - | 35,00,873 |

NOTE NO. 17

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|---------------------------------|---|---|
| TRADE PAYABLES TO MSME | 71,79,276 | 63,57,764 |
| TRADE PAYABLES TO Others | 3,89,61,354 | 3,23,70,268 |
| | 4,61,40,630 | 3,87,28,032 |

Classification between Payables to MSME and Others has been made as per the information available with the Company till date.

NOTE NO. 18

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|--|---|---|
| OTHER FINANCIAL LIABILITIES | | |
| Current Maturity of Long term Borrowings | - | - |
| Unclaimed Dividends | 4,19,430 | 4,41,522 |
| Unclaimed amount for fractional Share | 664 | 664 |
| | 4,20,094 | 4,42,186 |

NOTE NO. 19

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|----------------------------------|---|---|
| OTHER CURRENT LIABILITIES | | |
| Outstanding Liabilities | 23,21,634 | 28,44,656 |
| Statutory Dues | 19,73,393 | 8,87,946 |
| Advance From Customers | 5,11,010 | 3,74,605 |
| | 48,06,037 | 41,07,206 |

NOTE NO. 20

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|---|------------------------------------|------------------------------------|
| CURRENT LIABILITIES | | |
| PROVISIONS | | |
| Provision for Salary, Wages and provident fund | 9,60,942 | 30,07,789 |
| Provision on account of Covid 19 for Inventory and Receivable | - | 19,46,033 |
| Leave Encashment | 1,64,817 | 4,86,638 |
| Gratuity | 10,35,617 | 6,22,224 |
| | 21,61,376 | 60,62,684 |

NOTE NO. 21

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|----------------------------|------------------------------------|------------------------------------|
| SALES : | | |
| Sale of Manufactured Goods | 21,69,99,233 | 22,46,22,452 |
| Export Sale | 30,97,787 | 37,64,785 |
| Sale of Trading Goods | 52,40,043 | 41,43,560 |
| Repair Charges | 30,185 | 1,53,061 |
| Sale of Scrap | 17,94,319 | 15,84,284 |
| | 22,71,61,567 | 23,42,68,142 |

NOTE NO. 22

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|---|------------------------------------|------------------------------------|
| OTHER INCOME : | | |
| Interest from Bank on Fixed Deposit | 16,85,686 | 16,17,813 |
| Dividend Income From Shares | - | 1,750 |
| Other Non operating income Comprises : | | |
| Interest From Income Tax Refund | 2,68,507 | - |
| Profit on Sale of Assets | 98,615 | 45,000 |
| Discount Received | 9,38,278 | 1,00,025 |
| Liabilities No Longer Exists Written Back | 5,04,084 | - |
| | 34,95,170 | 17,64,588 |

NOTE NO. 23

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|--|---|---|
| Cost of Material Consumed: | | |
| Opening Stocks Raw Materials & Stores: | 91,46,159 | 1,02,26,653 |
| Add: Raw Material & Stores Purchases | 13,05,77,295 | 11,26,99,198 |
| | 13,97,23,454 | 12,29,25,851 |
| Closing Stocks Raw Material & Stores | 1,18,85,894 | 91,46,159 |
| | 12,78,37,560 | 11,37,79,692 |

NOTE NO. 24

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|----------------------------------|---|---|
| Cost of traded goods sold | | |
| Opening Stocks of Trading Goods | 9,80,051 | 11,14,718 |
| Add : Purchases | 43,83,666 | 30,22,888 |
| | 53,63,717 | 41,37,606 |
| Closing Stock | 5,59,079 | 9,80,051 |
| | 48,04,638 | 31,57,555 |

NOTE NO. 25

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|---|---|---|
| Changes in Inventory of Finished goods, work-in-progress | | |
| Opening Stocks : | | |
| Materials in Process | 1,60,36,546 | 46,57,570 |
| Finished Goods | 83,63,697 | 1,17,75,763 |
| | 2,44,00,243 | 1,64,33,333 |
| Less : Closing Stocks : | | |
| Materials in Process | 69,18,302 | 1,60,36,546 |
| Finished Goods | 1,67,77,483 | 83,63,697 |
| | 2,36,95,785 | 2,44,00,243 |
| | 7,04,458 | (79,66,910) |

NOTE NO. 26

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|---|------------------------------------|------------------------------------|
| EMPLOYEE BENEFIT EXPENSES : | | |
| Salaries, Wages, Bonus, Exgratia & Gratuity | 3,20,43,185 | 4,25,66,959 |
| Contribution to Provident & other funds & Schemes | 18,25,323 | 19,09,534 |
| Welfare Expenses | 38,95,141 | 26,68,628 |
| | 3,77,63,649 | 4,71,45,121 |

NOTE NO. 27

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|-----------------------|------------------------------------|------------------------------------|
| FINANCE COST : | | |
| Interest - Banks | 4,03,608 | 2,85,371 |
| Interest - Others | - | 1,798 |
| Bank Charges | 3,02,812 | 3,87,566 |
| | 7,06,420 | 6,74,736 |

NOTE NO. 28

| | AS AT 31st March 2021 In Rs. | AS AT 31st March 2020 In Rs. |
|---|------------------------------------|------------------------------------|
| OTHER EXPENSES : | | |
| Component Processing and other charges | 1,87,72,881 | 2,26,10,813 |
| Power, Fuel & Water Charges | 6,37,498 | 7,37,209 |
| Octroi, Transportation & Forwarding, etc. | 15,14,075 | 18,17,715 |
| Conveyance & Traveling | 43,01,412 | 50,75,430 |
| Printing & Stationery | 4,89,904 | 7,60,201 |
| Postage & Telephone | 9,21,428 | 6,32,398 |
| Cash Discount | 14,846 | 49,495 |
| Maintenance & Repairs : Machinery | 22,655 | 13,689 |
| Maintenance & Repairs : Building | 2,90,381 | 5,36,820 |
| Maintenance & Repairs : Others | 7,38,483 | 8,21,632 |
| Insurance Charges | 8,09,406 | 8,76,028 |
| Rent, Rates & Taxes | 8,55,515 | 5,97,290 |
| Indirect Taxes Paid (Incl. Interest) | 2,24,453 | 17,99,947 |
| Discounts | 16,292 | - |
| Bad debts & Misc Written off / Liquidated Damages | 9,09,813 | 38,92,476 |
| Provision for Doubtfull Debts | 8,04,733 | (20,29,570) |
| Legal & Professional Charges | 66,34,255 | 83,41,900 |
| Advertisement & Publicity | 1,84,613 | 2,32,105 |
| Membership Subscription Fees | 6,27,561 | 6,62,718 |
| Sales & Other Commission | 77,000 | 62,780 |
| Sales Promotion & Seminar Expenses | 11,69,873 | 24,08,194 |
| Security Charges | 18,28,689 | 20,04,027 |
| Housekeeping Expenses | 12,23,305 | 10,67,087 |
| Miscellaneous Expenses | 7,34,233 | 10,31,969 |
| | 4,38,03,305 | 5,40,02,355 |

Note No.29

Disclosure of Related Parties / Transactions With Related Parties:-

| Relationship | Name of Related Party |
|--------------------------------|---|
| Holding Company | SALZER ELECTRONICS LIMITED |
| Key Management Personnel (KMP) | Mr. Chandraprakash Jain (Director) Mr. Raman Krishnamoorthy (Vice President) Mr. Deepak Potdar (CFO) Mr. Harshal Patil (Company Secretary) |

Transactions during F.Y. 2020-21

| Sr. No. | Name of the Related Party | Nature | Amount Rs. | O/S as on 31.03.2021 |
|-----------|--|---|----------------------------|----------------------------------|
| I | Holding Company | | | |
| 1 | Salzer Electronics Limited | Sales | 59,485 (2,44,926) | 27,84,843 Cr. (18,44,725) Cr. |
| 2 | Salzer Electronics Limited | Reimbursement Of Transport Charges Paid | Nil (78,400) | |
| 3 | Salzer Electronics Limited | Purchases | 2,62,40,007 (21,68,051) | |
| II | Key management Personnel | | | |
| 4 | Mr. Deepak Potdar | Salary & Perquisites | 7,83,853 (9,64,431) | Nil (Nil) |
| 5 | Ms. Almas Parveen (C.S) | Salary & Perquisites | Nil (2,04,258) | Nil (Nil) |
| 6 | Harshal Patil (C.S) | Salary & Perquisites | 3,15,600 (Nil) | Nil (Nil) |
| 7 | Mr.Raman Krishnamoorthy (Vice President) | Salary & Perquisites | 6,55,050 (4,64,944) | Nil (Nil) |
| 8 | Mr. Chandraprakash Jain | Professional Fees | 12,18,750 (15,00,000) | Nil (Nil) |
| 9 | Mr. Chandraprakash Jain | Medical Reimbursement | 2,40,000 (Nil) | Nil (Nil) |

| Sr. No. | Name of the Related Party | Nature | Amount Rs. | O/S as on 31.03.2021 |
|------------|---------------------------|------------------------|----------------------|----------------------|
| 10 | MR.J.BALASUBRAMANIAN | Directors Sitting Fees | 1,50,000 (70,000) | Nil (Nil) |
| 11 | MR.RAJESH KUMAR | Directors Sitting Fees | 70,000 (17,500) | Nil (Nil) |
| 12 | MR.DILEEP K.GUPTA | Directors Sitting Fees | 80,000 (17,500) | Nil (Nil) |
| 13 | MR.JITENDRA K.VAKHARIA | Directors Sitting Fees | 80,000 (35,000) | Nil (Nil) |
| 14 | MR.N.RANGACHARY | Directors Sitting Fees | 1,40,000 (65,000) | Nil (Nil) |
| 15 | MR.R.DORAISWAMY | Directors Sitting Fees | 62,500 (17,500) | Nil (Nil) |
| 16 | MRS.MANIMEGALAI ARUMUGAM | Directors Sitting Fees | 30,000 (Nil) | Nil (Nil) |
| III | Relative of KMP | | | |
| 17 | Mrs. Jyoti C.Jain | Professional Fees | Nil (2,00,000) | Nil (Nil) |

Note No. 30

PAYMENT TO THE AUDITORS :

| | | 2020-2021 | 2019-2020 |
|----|------------------------------|-----------|-----------|
| A | As Audit Fee – Statutory | 3,00,000 | 3,00,000 |
| B | In Other Capacities : | | |
| I | Provident Fund Audit | 0 | 10,000 |
| II | Certification/Limited Review | 1,25,000 | 1,20,000 |

Note No. 31

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

| | | 2020-2021 | 2019-2020 |
|---|--------------------------|-----------|-----------|
| A | Raw Materials | 0 | 0 |
| B | Finished Goods (Trading) | 13,98,600 | 9,05,483 |

Note No. 32

CONSUMPTION OF RAW MATERIALS & STORES

| | | 2020-2021 | | 2019-2020 | |
|---|------------|---------------------------------|--------------|---------------------------------|--------------|
| | | Percentage of Total Consumption | Amount (Rs.) | Percentage of Total Consumption | Amount (Rs.) |
| A | Imported | 0.00 | NIL | 0.00 | NIL |
| B | Indegenous | 100.00 | 12,78,37,560 | 100.00 | 11,37,79,692 |

Note No. 33

EARNINGS IN FOREIGN CURRENCY:

| | | 2020-21 Rupees | 2019-20 Rupees |
|----|-------------------------|-------------------|-------------------|
| a) | F.O.B. Value of Exports | 30,97,787 | 37,16,038 |

Note No. 34

EXPENDITURE IN FOREIGN CURRENCY:

| | | 2020-21 Rupees | 2019-20 Rupees |
|----|-------------------------|-------------------|-------------------|
| a) | Foreign bank charges | 12,618 | 44,809 |
| b) | Trading Import Purchase | 13,98,600 | 9,05,483 |

Note No.35

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 2020-21.

Note No.36

The Company is engaged in manufacture of Electrical Installation Products which is considered to be the only reportable business segment as per Ind AS 108, 'Segment Reporting'. The Company operates primarily in India and there is no other significant geographical segment. The Company has widespread customer base and hence the Company does not have any concentration risk.

Note No.37

In the opinion of the management of the company 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.

Note No.38

Sundry Debtors and Creditors are subject to confirmation and reconciliation, if any.

Note No.39**Contingent Liability and Commitment**

(to the extent not provided for)

| | Particulars | 2020-21 | 2019-20 |
|------------|--|---------|---------|
| I) | Contingent Liabilities | | |
| | (A) Disputed indirect tax liabilities not acknowledged as debts | - | - |
| | (B) Guarantees | - | - |
| | (C) Other Company money for which the Company is contingently liable | - | - |
| II) | Commitments | - | - |

Note No.40**Effects due to Covid 19 Pandemic**

The outbreak of Coronavirus(COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Company has evaluated impact of this pandemic on its business operations and based on its review and current indicators of future economic conditions, there is no significant impact on its financials for the year ended on 31st March, 2021 and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of all its assets. Hence the company has reversed the provision of Rs. 19,46,033/- created last year on account of pandemic as it is no longer required. The impact of the pandemic may be different from that estimated as at the date of approval of these financial statement and the Company will continue to closely monitor any material changes to future economic conditions.

Note No. 41**Fair values**

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values :

| Particulars | Carrying Values | | Fair Values | |
|------------------------------|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 |
| Financial Assets | | | | |
| Investments | 10,000 | 10,000 | 10,000 | 10,000 |
| Loans | 0 | 0 | 0 | 0 |
| Total | 10,000 | 10,000 | 10,000 | 10,000 |
| Financial Liabilities | | | | |
| Borrowings | 0 | 35,00,873 | 0 | 35,00,873 |
| Total | 0 | 35,00,873 | 0 | 35,00,873 |

The management assessed that fair value of cash and cash equivalents, trade receivables, other financial Assets, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Note No. 43

Financial Risk management

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a core Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

A Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses.

The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March, 2021 and 31st March, 2020. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis. The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

B Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include loans and borrowings and deposits.

i) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This risk exist mainly on account of borrowings of the Company. However, all these borrowings are at fixed interest rate and hence the exposure to change in interest rate is insignificant.

ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is not exposed to significant foreign currency risk as at the respective reporting dates.

iii) Price Risk

The Company is mainly exposed to the price risk due to its investment in debt mutual funds. The price risk arises due to uncertainties about the future market values of these investments.

C Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and other financial assets.

i) Trade Receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. An impairment analysis is performed at each reporting date on an individual basis for major trade receivables.

ii) Other Financial Assets

Credit risk from balances with banks and financial institutions is managed by the Company in accordance with the Company's policy. Investments of surplus funds are made only in highly marketable debt instruments with appropriate maturities to optimise the cash return on instruments while ensuring sufficient liquidity to meet its liabilities.

D Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Note No. 44

The Code on Social Security, 2020 ("the Code") relating to employee benefits during employment and post-employment benefits received presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect.

For and on behalf of the Board

For A. R. SODHA & CO.
Firm Registration No.: 110324W
Chartered Accountants

A. R. Sodha
Partner
Membership No.: 031878
MUMBAI,
Date: 12th May 2021

D Rajesh Kumar
Director
(DIN : 00003126)
Coimbatore

Deepak Potdar
CFO

Harshal Patil
CS

Jitendra Vakharia
Director
(DIN : 00047777)
Mumbai

Raman Krishnamoorthy
Manager cum COO

**FORM FOR UPDATION OF EMAIL ADDRESS**

To,
The Compliance Officer,
Kaycee Industries Limited
Old Kamani Chambers, 32 Ramji Bhai Kamani Marg,
Ballard Estate, Mumbai- 400 001

Dear Sir,

Sub : Updation of e-mail address

Please register my email address for the purpose of sending Annual Report and other Notices/documents in electronic mode:

| | |
|-----------------------|--|
| Name of Member(s) | |
| Registered Address | |
| Email ID | |
| Folio No. / Client ID | |
| DP ID | |

Signature of the First named Shareholder

Name:

Address: