



BOARD OF DIRECTORS

Aarti R. Grover	Managing Director
Raju Grover	Director
Sona Ramchandani	Director

BANKERS

Central Bank of India
The Saraswat Co-operative Bank Ltd.

AUDITORS

N.D. Kapur & Co.

Chartered Accountants
65, Sonawala building, 2nd floor,
Apollo street, Mumbai – 400 023.

REGISTERAR AND SHARE TRANSFER AGENT

Datamatics Financial Services Limited
Plot No A-16 & 17 part 'B' cross lane, MIDC
Andheri (E), Mumbai – 400 093.

REGISTERED OFFICE

32, Ramjibhai Kamani Marg,
Ballard Estate, Mumbai – 400 001.

FACTORY

70, Lake Road, Bhandup(West),
Mumbai – 400 078.

OFFICES

Bangalore, Kolkata, Delhi, Chennai, Indore, Nashik, Pune

NOTE :

71stAnnual General Meeting will be held at Jainam Banquet Hall, Jainam Arcade, B. M. T. Compound, 100, L.B.S.Marg, Bhandup (W), Mumbai- on Tuesday 30th September, 2014 at 1.30 P.M.



NOTICE

NOTICE is hereby given that the SEVENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF KAYCEE INDUSTRIES LIMITED will be held at Jainam Banquet Hall, Jainam Arcade, B.M.T. Compound, 100, L.B.S. Marg, Bhandup (W), Mumbai 400 078, on Tuesday , the 30th September, 2014 at 1.30 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date together with reports of Directors' and Auditors' thereon.
2. To declare a dividend @ Rs.10 per share on paid up Equity Shares of the Company
3. To appoint a Director in place of Mrs. Raju Grover, Director who retires by rotation and being eligible, offers herself for reappointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, N.D. Kapur & Co., Chartered Accountants (Firm Registration No.001196N), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Seventy Fourth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

AS SPECIAL BUSINESS: -

5. APPOINTMENT OF MRS. SONA RAMCHANDANI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mrs. Sona Ramchandani (DIN 05229003) , a non-executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold



office for five consecutive years from the date of this Annual General Meeting i.e. 30th September, 2014 till the conclusion of 76th Annual General Meeting to be held in the year 2019 not liable to retire by rotation .”.

By Order of the Board

Place: Mumbai
Date: 30th May, 2014

Raju Grover
Chairperson & Director

NOTES :

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 5 of the Notice, is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Register of Members and Transfer Books of the Company will be closed from 23rd September, 2014 to 30th September, 2014 both days inclusive.
4. If the Final Dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on between 1st October, 2014 to 5th October, 2014 as under:
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Tuesday, 30th September, 2014;
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Tuesday, 30th September, 2014;
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected



in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company.

6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Transfer Agent for assistance in this regard.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
9. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
11. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company, to be transferred to the IEPF established by the Central Government.

No claim shall lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2014, nor shall any payment be made in respect of such claim.

Members who have not yet encashed their dividend warrant(s)/ Demand Draft pertaining to the Final Dividend for the financial year 2006-07 onwards for the Company are requested to make their claims without any delay to the Company. It may be noted that the unclaimed Final Dividend for the financial year 2006-07 declared by the Company on 30th September, 2007 can be claimed by the shareholders by 30th October, 2014.

12. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories/the Company.
14. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 71st Annual General Meeting (AGM) by electronic means and



the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for e-voting are as under:

A. In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.- ● In case the folio number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.-</p> <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for choosing Kaycee Industries Limited, name of Company.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- B) **In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**



Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- C) The voting period begins on Wednesday, 24th September, 2014 (9.00 a.m IST) and ends on Friday, 26th September, 2014(6.00 p.m IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

E) **For Members who wish to vote using ballot form:**

- (i) Members may fill in the ballot form annexed to the Notice and submit the same in a sealed prepaid envelope addressed to the Scrutinizer, Mr. Aashit Doshi, Practising Company Secretary, Unit: Kaycee Industries Limited, Old Kamani chambers, 32-Ramjibhai Kamani Marg, Ballard Estate, Fort, Mumbai- 400 001 so as to reach by 6.00 p.m. on Friday, 26thSeptember, 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
- (ii) Ballot Form received after Friday, 26th September, 2014 (6.00 p.m. IST) will be treated as invalid.
- (iii) Members have the option to request for physical copy of the Ballot Form by sending an e-mail to deepak_potdar@cms.co.in by mentioning their Folio / DP ID & Client ID.

A shareholder can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a shareholder casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- II. a) Mr. Aashit Doshi, Company Secretary in Practice (Membership No. FCS 28415), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- b) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- c) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.kayceeindustries.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
15. Notice of Annual General Meeting will be sent to those shareholders /beneficial owners, whose name will appear in the register of members/list of beneficiaries received from the depositories as on 22nd August, 2014.
16. The Investor may contact the Compliance Officer for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office of the Company or email their grievances/queries to the Compliance Officer at the following email address: deepak_potdar@cms.co.in

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****Item No: 5**

Mrs. Sona Ramchandani (DIN 05229003) was appointed as Director of the Company on 20/03/2012.

Mrs. Sona Ramchandani Director whose period of office is liable to determination by retirement of Director by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Under the Companies Act, 2013, it is required that Independent Directors not be liable to retire by rotation and be appointed for a fixed term. In terms of section 149 and other applicable provisions of the Act, Mrs. Sona Ramchandani being eligible and offering herself for appointment, is proposed to be appointed as an Independent Directors for a term up to the conclusion of 76th Annual General Meeting to be held in the year 2019.

Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors ("the Board") have reviewed the declaration made by her that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that she fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Hence, it is deemed fit to appoint her as Independent Directors on the Board of the Company. A copy of the draft letter for the appointment of Mrs. Sona Ramchandani as an Independent Directors setting out the terms and conditions is available for inspection by the Members at the Company's Registered office between 2.00 p.m. to 4.00 p.m. on any working day (Monday to Friday) of the Company upto the day previous to the date of Annual General Meeting.

Mrs. Sona Ramchandani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

The Company has received notice from a Member, along with the requisite deposit under Section 160 of the Companies Act, 2013, proposing her candidature for appointment as an Independent Directors of the Company.

Your Directors consider that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Sona Ramchandani as an Independent Director.

Accordingly, your Directors recommend the Resolution for the approval of the Members appointing Mrs. Sona Ramchandani as an Independent Directors of the Company for a period of five years, not liable to retire by rotation.

Except Mrs. Sona Ramchandani no Director, Key Managerial Personnel or their relatives, is in any way concerned or interested in the resolution at item no. 5 of the Notice.

Your Directors recommend the resolution at item no. 5 of the Notice.

By Order of the Board of Directors

RAJU GROVER
CHAIRPERSON & DIRECTOR

Registered Office:

Old KamaniChambers ,32, Ramjibhai Kamani Marg,
Ballard Estate, Mumbai – 400 001.

E-mail: deepak_potdar@cms.co.in, Website: www.kayceeindustries.com



DIRECTORS' REPORT

1. The Directors' have pleasure in presenting the 71st Annual Report and Audited Statement of Accounts for the year ended 31st March 2014.

2. **FINANCIAL RESULT:**

Financial Results (Rupees in Lakhs)	2013-2014	2012-2013
Turnover (Net)	2490.36	2290.19
Operating Profit	98.69	121.32
Depreciation	36.92	29.72
Profit Before Taxation	61.76	91.60
Provision for taxation	19.25	26.00
Profit after Tax	43.18	60.65
Retained profit Brought forward	441.84	402.41
Transferred to General reserve	15	15
Proposed Dividend & Dividend Tax	7.37	6.21
Balance Retained In profit and loss account	462.65	441.84

3. **Dividend**

Considering the overall performance of the company your Directors are pleased to recommend equity dividend @ 10% (Rs. 10/- Per Share) for the year subject to approval of members in the ensuing Annual General Meeting.

4. **Performance of the Company:**

Due to the sluggish market conditions of the company, the profit was marginally lowered in this year. The company gear up in the coming years and expects also a good demand for its products in the year 2014-15.

Turnover increased by 8.74 % i.e. from Rs.2290.19 Lacs to Rs.2490.36 Lacs. The company has shown a Net profit after tax Rs.43.18 lacs and in the previous year it was Rs.60.65 lacs.

5. **Pakistan Unit:**

Pakistan Unit continues to be under the control and management of Pakistan Government. Since 30th June, 1964 no further statement of accounts have been received from the unit.

6. **Deposits:**

The Company has not accepted any Deposits. Further no amount as deposit or interest was outstanding as of the balance sheet date.

7. **Board of Directors:**

Mrs. Raju Grover retires by rotation at this Annual General Meeting in accordance with the Companies Act, 1956 and Articles of association of the company. She being eligible, offer herself for reappointment.



Appointment of Mrs. Sona Ramchandani as an Independent Directors, pursuant to Section 149 and 152 of the Companies Act, 2013, is proposed to be made at the forthcoming Annual General Meeting for a term of consecutive five year. Pursuant to section 149 and 152 of the Companies Act, 2013 Independent Directors will not be liable to retire by rotation.

8 Corporate Governance:-

Securities Exchange Board of India vide their Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 amended the clause 49 of listing agreement.

Therefore the Clause 49 will be applicable to all listed companies with effect from 1st October, 2014.

9. Cost Audit Compliance:

The cost audit for the year 2013-14 was conducted by the said cost auditor and all the compliances with respect to the Cost Audit were complied.

10. Directors' Responsibility Statement:

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2014 the applicable accounting standards had been followed along with proper explanation relating to material departures, if any.
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of the company at the end of the financial year and of the profit for the year under review;
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) That the directors had prepared the accounts for the financial year ended 31st March, 2014 on a 'going concern' basis.

11. Secretarial Compliance Certificate:

As required under the provision of section 383A of the Companies Act, 1956, the secretarial compliance certificate is attached as per annexure-I

12. Auditor's report:

Auditors have referred to Para (7) & (9) as appearing in the Auditors report and in the opinion of the director these notes are self explanatory and require no further explanations.

13. Auditors:

M/S N.D. Kapur & Co., Chartered Accountant (Firm Registration No.001196N), Chartered Accountants, Statutory Auditors of the Company retires at the ensuing Annual General meeting and are eligible for re-appointment. The Company has received a certificate from the Auditors to the effect that their appointment, if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013. The members are requested to appoint the Auditors and authorise the Board to fix their remuneration.

**14. Particulars of Employees:**

As none of the employees are in receipt of remuneration in aggregate of Rs. 60 lacs p.a. or more during the year and hence the particulars required under Section 217(2-A) of the Companies Act, 1956 is not furnished.

The company continues to lay emphasis on Human Resource Development, to make its employees attain high standards in efficiency and productivity. A number of training programs have been conducted for constantly upgrading their knowledge to ensure significant improvements in their performance and to equip them to deal with the ever changing comparative environment.

14. Environment safety and energy conservation:

As required by the companies (Disclosure of the Particulars in the Report of Board of Directors) Rules 1988 the relevant data pertaining to conservation of energy and technology absorption are given in the prescribed format as an Annexure-II to this report.

15. Acknowledgement:

Your Directors wish to place on record their sincere thanks to the Bankers and the Government Agencies for their support and look forward to their continued support in the future. Your Director also wishes to thank their business constituents for their continued co-operation given by them to the Company.

Your Directors express their deep appreciation for the devoted contribution made by employees at all levels. Who through competence, hard work, solidarity, co-operation and support have contributed their best efforts for continued progress of the Company. Employees relation continued to remain happy and cordial during the year.

And finally, the Directors acknowledge their gratitude the confidence which the share holders reposed in them.

For and On behalf of the Board of Directors

Raju Grover
Chairperson & Director

MUMBAI

DATED: 30th May, 2014



Annexure I

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E),
Mumbai - 400 066 Tel.:+91 22 28706523/24; 28546523(D); Cel.:+91 9324310151;
E-mail: siroyam@gmail.com; www.msiroya.com

SECRETARIAL COMPLIANCE CERTIFICATE
CIN of the Company: L70102MH1942PLC006482
Authorised Share Capital: Rs. 97, 50,000/-
Paid-up Share Capital: Rs. 63, 47,000/-

To,

The Members

Kaycee Industries Limited

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

We have examined the registers, books and papers of **M/s. Kaycee Industries Limited** (the Company) as required to be maintained under The Companies Act, 1956, (the Act) & applicable provisions under Companies Act, 2013, (the Act) and the rules made there under and also the provisions contained in the Memorandum & Articles of Association of the Company for the financial year ended **31st March, 2014**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year: -

1. the Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and rules made there under and all entries therein have been duly recorded.
2. the Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under unless stated otherwise.
3. the Company being a public limited Company, has a paid-up Capital of Rs. 63,47,000/-.
4. the Board of Directors duly met 10 times on 24-04-2013, 13-05-2013, 30-05-2013, 19-07-2013, 23-08-2013, 07-06-2013, 30-09-2013, 24-10-2013, 15-11-2013 and 15-02-2014 in respect of which meetings proper notices were given and signed in the minutes book maintained for the purpose.
5. the Company had closed its Register of Members from 23.09.2013 to 30.09.2013 (both days inclusive) in order to comply with the provisions of Section 154 of the Companies Act, 1956 and Section 91 of Companies 2013.
6. the Annual General Meeting for the financial year ended on 31-03-2013 was held on 30-09-2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the minutes book maintained for the purpose.
7. the extra-ordinary general meeting was held on 06-07-2013 during the financial year after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the minutes book maintained for the purpose.



8. the Company has not advanced any loans or given any guarantees or provided any securities to its directors or persons or firms or Companies referred to under Section 295 of the Companies Act, 1956. However, the Company has advanced money to its wholly owned subsidiary M/s RDJ Construction Pvt. Ltd. wherein directors of the Company are directors thus attracting the provisions of Section 185 of the Companies Act, 2013.
9. the Company has complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. the Company has made necessary entries in the register maintained under section 301 of the Act.
11. as there were no instances during the year falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. the Company has not issued duplicate share certificates during the financial year.
13. the Company has: -
 - i) Delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
 - ii) Declared dividend during the year and complied with the provisions of the Act.
 - iii) Not paid any interim dividend during the year.
 - iv) Duly complied with the requirements of Section 217 of the Act.
14. the Board of Directors of the Company is duly constituted and during the year Ms. Aarti Rameshdutt Grover was re-appointed as Managing Director w.e.f 1st October, 2013 to 30th September, 2018.
15. the Company has re-appointed Ms. Aarti Grover as Managing Director of the Company during the financial year under review and complied with the provisions of the Act. However, we were informed that due to some error in the Form 23 filed therefor, a new Form 23 was uploaded to rectify vide SRN No: B90680331.
16. the Company has not appointed any sole-selling agents during the financial year.
17. the Company was not required to obtain any approvals of the Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. the Directors have disclosed their interest in other firms, Companies to the Board of Directors pursuant to the provisions of the Act and rules made there under.
19. the Company has allotted 10,000 Equity Shares of Rs. 100/- each on a premium of Rs. 3,212/- per share on Preferential Basis on 19-07-2013 during the financial year under the review and filed necessary Form – 2 with MCA.
20. the Company has not bought back any Shares during the financial year.
21. there was no redemption of preference shares or debentures outstanding during the financial year.
22. there were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.



23. the Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. the Company has borrowed amount from its Banks and other during the financial year ended 31st March, 2014 under the provisions of Section 293 (1) (d) of the Companies Act, 1956 / Section 180 of the Companies Act, 2013, within the borrowing limits as approved by the members of the Company in their meeting.
25. the Company has not made any investment(s) in other bodies corporate but granted loans or advances or given guarantees or provided securities to other bodies corporate.
26. the Company has not altered the provisions of the Memorandum with respect to the situation of the Company's registered office from one state to another during the year under scrutiny.
27. the Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. the Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. the Company has not altered the provisions of the Memorandum with respect to share capital of the Company for the year under scrutiny.
30. the Company has not altered its Articles of Association during the financial year.
31. as informed to us, there was no prosecution initiated against the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year for offence under the Act.
32. the Company has not received any money as security from its employees during the financial year.
33. the Company is generally regular in depositing both the employees' and employer's contribution to Provident Fund with the prescribed authorities pursuant to Section 418 of the Act.

For M Siroya and Company

Company Secretaries

Mukesh Siroya

Proprietor

CP No.: 4157

Place: Mumbai

Date: 30th May, 2014

**Annexure A – Secretarial Compliance Certificate**

Name of the Company: Kaycee Industries Limited

CIN : L70102MH1942PLC006482

Registers as maintained by the Company

Statutory Register

Sr. No.	Under Section	Name of Register
1	143	Register of Charges
2	150	Register of Members
3	193	Minutes of all meetings of Board of Directors
4	193(1)	Minutes of General Body Meetings
5	209	Books of Accounts
6	301	Register of Particulars of Contracts in which Directors are interested
7	303	Register of Directors
8	307	Register of Directors' Shareholding

Other Registers

1	-	Board Meeting Attendance Register
2	-	General Meeting Attendance Register
3	-	Share Transfer Register

Annexure B – Secretarial Compliance Certificate

Name of the Company: Kaycee Industries Limited

CIN : L70102MH1942PLC006482

Returns / Documents / Forms filed with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended March 31st, 2014

FOR THE YEAR 2013-2014 (01.04.2013 TO 31.03.2014) REGISTRAR OF COMPANIES

Sr. No.	Form No.	Relevant Section	Description	Date of Filing	Whether filed Within prescri-bed time Yes / No	If delay in filing, whether requisite additional fee paid Yes / No
1	62	81(1A)	Calendar of Events for Resolutions to be passed through Postal ballot	20.05.2013	Yes	N.A
2	23C	233(B)2	To appoint Mr. Vinod Chellam Subramaniam as Cost Auditor for the period 01.04.2013 to 31.03.2014 SRN: S21390992	27.06.2013	Yes	N.A
3	2	75	Return of Allotment of 10,000 Equity Shares of Rs. 100 each at a premium of Rs. 3212 on Preferential Basis on 19.07.2013	01.08.2013	Yes	N.A
4	23D	233(B)	To conduct Cost audit of the company for the period 01.04.2013 to 31.03.2014 SRN: S21857735	16.08.2013	Yes	N.A
5	23	81(a)	Filed to issue Equity shares on preferential basis to existing promoter group of the company through Postal ballot Resolution passed on 06.07.2013 SRN: B85370732	26.09.2013	No	Yes
6	Form I- XBRL	233B(4), 600(3)(b)	Filing of XBRL document in respect of cost audit report and other documents with the Central Government SRN: S23338254	11/10/2013	NA	NA
7	FORM A- XBRL	209(1)(d) & 600(3)(b)	Filing XBRL document in respect of compliance report and other documents with the Central Government SRN: S23338031	11.10.2013	NA	NA
8	66	383A	Secretarial Compliance Certificate for the year ended on 31st March, 2013 SRN: Q13099346	10.10.2013	Yes	N.A
9	23	192	Filed for submission of Special Resolution for reappointment of Ms. Aarti Rameshdutt Gover as MD, passed at the AGM held as on 30.09.2013 SRN: B87840427	26.10.2013	Yes	N.A
10	23AC-XBRL	220(1)	Balance Sheet and Profit & Loss Account as on 31.03.2013 SRN: Q19236157	29.10. 2013	Yes	N.A
11	20B	159(1)	Annual Return (Schedule V) made upto 30.09.2013 SRN: Q26148288	29.11. 2013	Yes	N.A
12	23	192	Filed for submission of Special Resolution for reappointment of Ms. Aarti Rameshdutt Gover as MD, passed at the AGM held as on 30.09.2013 SRN: B90680331	04.12.2013	No	Yes
13	25C	269(2), & Schedule XIII	For appointment of Ms. Aarti Grover as Managing Director w.e.f.01/10/2013 SRN : B92499094	27.12.2013	Yes	N.A

**ANNEXURE II OF DIRECTORS' REPORT**

Information as per Section 217 (1) (e) read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March 2014.

A. Conservation of energy

- A Energy conservation measure taken : The requirement of power is not large and the position does not warrant any special conservation measures
- B Additional investments and proposals if any, being implemented for reduction of consumption of energy : NIL
- C Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods : NIL
- D Total energy consumption and energy consumption per unit of production. : NIL

B. Technology Absorption

- Efforts made in technology absorption as per Form B : Form B attached

C. Foreign Exchange Earning and Outgo

- a. Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services, and export plans. : The company is continuously making efforts to increase the exports and during the year exports amounted to Rs. 5,004,578/-.(F.O.B Value)
- b. Total foreign exchange used and earned : Foreign Exchange used equivalent to Rs.12,196,317/- Foreign Exchange earned Rs.5,004,578/-.(F.O.B Value)

FORM - B

Disclosure of particulars with respect to Absorption.

Research and Development (R & D)

1. Specific areas in which R & D : Micro Switches, Rotary Switches, and development carried out by the company of new products like Breaker control Switch, push Buttons.
2. Benefits derived as a result of the above R&D : Improvements in existing products in quality & performance
3. Future plan of action : Efforts will be continued to introduce new products and to improve existing products.
4. Expenditure on R & D
 - a. Capital : Rs NIL
 - b. Recurring : Rs. NIL
 - c. Total : Rs. NIL
 - d. Total R & D expenditure as a percentage of total turn over : Rs. NIL

Technology absorption, adaptation & innovation.

1. Efforts, in brief, made towards technology absorption, adaptation and innovation : No technology has been imported by the Company over the last five years reckoned from the beginning of the financial year under reference. The Company is updating the existing technology. The Scope of innovation with existing range of products is limited.
2. Benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import, substitution etc. : NIL
3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished : Not Applicable
4.
 - a. Technology imported : Not Applicable
 - b. Year of Import : Not Applicable
 - c. Has technology been fully absorbed : Not Applicable
 - d. If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action. : Not Applicable



INDEPENDENT AUDITORS' REPORT

To
The Members
Kaycee Industries Limited

Report On The Financial Statements

We have audited the accompanying financial statements of Kaycee Industries Limited (the Company), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility For The Financial Statements

The Company's Management is responsible for the preparation of these 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 Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report On Other Legal And Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013
 - e. On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

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

S. K. AGRAWAL
Partner
M. No. 13968

Mumbai
Dated : 30TH May, 2014



Annexure referred to in Paragraph 1 under the heading of “Report on other legal and regulatory requirements” of our report of even date

- i.
 - (a) The Company is in the process of updating records showing full particulars including quantitative details and situation of fixed assets.
 - (b) All the fixed assets have been physically verified by the management according to a regular program, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies with respect to book records were noticed on such verification.
 - (c) During the year, the company has not disposed off any substantial part of its fixed assets. Therefore, it has not affected the going concern concept of the company.
- ii.
 - (a) Physical verification of inventory has been conducted by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.
 - (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
 - (c) The company is maintaining proper records of inventory. As explained to us, no material discrepancy was noticed on physical verification of inventory as compared to the book records.
- iii.
 - (a) The company has not granted loan to any party covered in the register maintained under section 301 of the Act and as such clauses (iii)(a), (iii)(b), (iii)(c) and (iii)(d) of the Order are not applicable to the company.
 - (b) The company has taken loan from one firm covered in the register maintained under section 301 of the Act. Number of parties is one and the amount involved is Rs. 20,00,000/-.
 - (c) The rate of interest and other terms and conditions of loans taken by the company, are prima facie not prejudicial to the interest of the company.
 - (d) There is no stipulation about payment of the principal amount. Payments of interest are regular.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system.
- v. Transactions that need to be entered in the register maintained under section 301 of the Companies Act, 1956:
 - (a) Based upon the audit procedure applied by us and according to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956, have been entered in the register required to be maintained under the section.
 - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs.5.00 lac in respect of any party during the year, have been made at prices which are reasonable, having regard to prevailing market prices at the relevant time.



- vi. According to the information and explanation given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of clause (vi) of the Order are not applicable to the Company.
- vii. In our opinion, the company has an adequate internal audit system commensurate with the size and the nature of its business.
- viii. We have broadly reviewed the books of account maintained by the company pursuant to the order made by the Central Government for the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of such accounts and records.
- ix. (a) The company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income tax, wealth tax, sales tax, service tax, custom duty, excise duty, cess and other statutory dues applicable to it.
 (b) The disputed statutory dues aggregating to Rs 3.96 lacs (P.Y. Rs 3.96 lacs) have not been deposited on account of matters pending before appropriate authorities are as under:

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

- x. The company has no accumulated losses as at 31st March, 2014. The company has not incurred any cash loss during the financial year.
- xi. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank.
- xii. According to the information and explanations given to us, the company has not granted any loan and advance on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, considering the nature of activities carried on by the Company during the year, the company is neither a chit fund nor nidhi / mutual benefit fund / society and hence clause (xiii) of the Order is not applicable to the company.
- xiv. In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments and accordingly, the provisions of clause (xiv) of the order is not applicable to the company.
- xv. In our opinion and according to the information and explanations given to us, the company has not given guarantee for loans taken by others from banks or financial institutions.
- xvi. The company has not raised any term loans.
- xvii. According to the information and explanations given to us and on overall examination of Balance Sheet of the company, we are of the opinion that the Company has utilised Rs. 32.43 lacs (P.Y. Rs 129.14 lacs) from internal accruals towards acquisition of fixed assets. No funds raised on short-term basis have been used for long term investment.
- xviii. According the information and explanations given to us, the company has made preferential allotment of 10,000 equity shares to one company covered in the register maintained under section 301 of the Companies



Act, 1956. In our opinion, the price at which shares have been issued is not prejudicial to the interest of the company.

- xix. According to the information and explanations given to us, the company has not issued debentures during the year.
- xx. According to the information and explanations given to us, during the year the company has not raised any money by public issue.
- xxi. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

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

S. K. AGRAWAL
Partner
M. No. 13968

Mumbai
Dated : 30TH May, 2014

BALANCE SHEET AS AT 31ST MARCH, 2014

	Note No.	31st March, 2014 Rupees	31st March, 2013 Rupees
I. EQUITY AND LIABILITIES			
1 SHAREHOLDERS' FUND :			
(a) Share Capital	1	6,347,000	5,347,000
(b) Reserves & Surplus	2	126,142,931	90,442,272
(c) Money received against share warrants		-	-
		132,489,931	95,789,272
2 SHARE APPLICATION MONEY PENDING ALLOTMENT :			
		-	-
3 NON-CURRENT LIABILITIES			
(a) Long term Borrowings	3	2,000,000	2,000,000
(b) Deferred Tax Liabilities	4	-	-
(c) Other Long term Liabilities		-	-
(d) Long term Provisions	5	3,521,718	3,853,192
		5,521,718	5,853,192
4 CURRENT LIABILITIES			
(a) Short Term Borrowings	6	28,065,097	24,699,051
(b) Trade payables	7	52,608,407	43,910,529
(c) Other Current Liabilities	8	5,145,621	5,647,529
(d) Short Term Provisions	9	4,696,980	5,626,635
		90,516,105	79,883,743
TOTAL			
		228,527,755	181,526,209
II. ASSETS			
1 NON CURRENT ASSETS			
(a) Fixed Assets			
(i) Tangible Assets	10	24,569,535	25,032,371
(ii) Intangible Assets		-	-
(iii) Capital Work in Progress		14,766,844	14,766,844
(iv) Intangible assets under development		-	-
(b) Non current Investment	11	109,900	109,900
(c) Deferred Tax Assets	4	355,531	596,185
(d) Long Term loans and Advances		-	-
(e) Other Non Current Assets	12	876,320	876,320
		40,678,130	41,381,620
2 CURRENT ASSETS			
(a) Current Investments		-	-
(b) Inventories	13	66,841,705	42,869,094
(c) Trade Receivables	14	93,089,813	88,591,887
(d) Cash and cash equivalents	15	17,824,172	2,684,139
(e) Short-term loans and advances	16	4,865,899	2,741,477
(f) Other current assets	17	5,228,035	3,257,991
		187,849,625	140,144,588
TOTAL			
		228,527,755	181,526,209

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

1 TO 27

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

S.K.AGRAWAL
Partner
MUMBAI
Date: 30th May 2014

For and on behalf of the Board

AARTI GROVER **RAJU GROVER**
(Managing Director) (Director)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2014

	Note No.	31st March, 2014 Rupees	31st March, 2013 Rupees
A CONTINUING OPERATION			
1 Revenue from operations	18	252,152,516	231,055,153
2 Other Income	19	3,671,910	4,412,586
3 Total Revenue		255,824,426	235,467,738
4 Expenses			
(a) Cost of materials consumed	20	142,569,290	108,081,929
(b) Purchases of stock-in-trade	21	7,344,429	8,360,402
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	22	(11,945,111)	4,952,554
(d) Employee Benefit Expenses	23	56,202,461	52,175,990
(e) Finance cost	24	3,288,225	4,646,120
(f) Depreciation and Amortisation Expenses	10	3,692,450	2,971,993
(g) Other Expenses	25	48,496,253	45,118,950
Total Expenses		249,647,996	226,307,939
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		6,176,429	9,159,799
6 Exceptional items		-	-
7 Profit / (Loss) before extraordinary items and tax (5 - 6)		6,176,429	9,159,799
8 Extraordinary items		-	-
9 Profit / (Loss) before tax (7 - 8)		6,176,429	9,159,799
10 Tax Expenses			
(a) Current tax		1,925,000	2,600,000
(a) Prior Period		(307,533)	(96,009)
(b) Deferred Tax		240,654	591,150
11 Profit / (Loss) from continuing operations (9 - 10)		4,318,309	6,064,658
Earning per equity share of face value of Rs.100 each (Basic & Diluted)		68.04	113.42

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

1 TO 27

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

S.K.AGRAWAL
Partner
MUMBAI
Date: 30th May 2014

For and on behalf of the Board

AARTI GROVER **RAJU GROVER**
(Managing Director) (Director)

CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2014

	2013-2014		2012-2013	
	RS	RS	RS	RS
A. Cash Flow From Operating Activities				
Net Profit/(Loss) Before Tax and extra Ordinary Items		6,176,429		9,159,799
Adjusted for				
Provision for Doubtful Debts	(348,923)		513,805	
Depreciation	3,692,450		2,971,992	
Interest received	(1,075,910)		(104,859)	
Dividend received	(1,000)		(2,000)	
DIFF. IN EXCHANGE Loss	93,099		-	
Loss on assets discarded	13,174		-	
Rent Received	(2,595,000)		(4,079,516)	
Interest Charged	3,288,225		4,646,120	
Miscellaneous	4,514	3,070,629		3,945,542
Operating profit before working capital changes		9,247,059		13,105,341
Adjustments for:				
Trade and other receivables	(8,577,660)		2,999,297	
Inventories	(23,972,611)		1,676,498	
Trade payable / Other Liabilities	(7,556,270)	(40,106,542)	(4,529,638)	146,156
Cash generated from operations		(30,859,483)		13,251,497
Deferred Tax (Liability)				
Direct taxes Paid		(1,237,020)		(3,234,895)
Net cash flow before extra ordinary items		(32,096,503)		10,016,603
Extra ordinary items		-		-
NET CASH FROM OPERATING ACTIVITIES (A)		(32,096,503)		10,016,603
B. Cash flow from investing activities				
Inflow				
Interest received		643,704		104,859
Dividend received		1,000		2,000
Investment in new FD		15,000,000		-
Rent received		2,595,000		4,079,516
Outflow				
Purchase of fixed assets		(3,242,787)		(12,914,323)
Increase in FD against LC Margin		47,715		168,710
NET CASH USED IN INVESTING ACTIVITIES (B)		15,044,632		(8,559,238)
C. Cash flow from financing activities				
Inflow				
Increase in bank borrowing -NET	3,366,046		(5,813,719)	
Increase in Share Capital	1,000,000		250,000	
Share Premium Account	32,120,000	36,486,046	8,562,500	2,998,781
Outflow				
Dividend paid	(621,429)		(592,386)	
Deferred tax Liability				
Interest paid	(3,288,225)	(3,909,651)	(4,646,120)	(5,238,503)
NET CASH USED IN FINANCING ACTIVITIES (C)		32,576,395		(2,239,722)
NET CHANGES IN CASH & CASH EQUIVALENTS (A+B+C)		15,524,524		(782,358)
CASH & CASH EQUIVALENTS-OPENING BALANCE		2,731,854		3,514,211
CASH & CASH EQUIVALENTS-CLOSING BALANCE		18,256,378		2,731,854

For N.D KAPUR & CO.

Firm Registration No:001196N

Chartered Accountants
S.K.AGRAWAL

Partner

MUMBAI

Date: 30th May 2014

For and on behalf of the Board
AARTI GROVER
 (Managing Director)

RAJU GROVER
 (Director)

Notes On Financial Statements for the Year ended 31st March 2014

Note : 1	As at 31st March 2014	As at 31st March 2013
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 53,470) Equity Shares of Rs.100/- each	6,347,000	5,347,000
Includes 3125 Shares issued to erstwhile Deferred Shareholders pursuant to scheme of conversion sanctioned by Hon'ble Bombay High Court on 10th July, 1985.		
a) Reconciliation of the number of equity shares and share capital:		
Issued, subscribed and fully paid up equity shares outstanding at beginning of the year	53470	50970
Add: Shares issued during the year	10000	2500
Issued, subscribed and fully paid up equity shares outstanding at end of the year	63470	53470
b) Details of Shareholder Holding more than 5% Shares		
<u>Name of the Shareholder</u>	Cms Traffic System Limited	Cms Traffic System Limited
No.of Shares Held	21656	31656
% of Holding	34.12%	59.20%
<u>Name of the Shareholder</u>	Cms Computers Limited	Cms Computers Limited
No.of Shares Held	24069	3769
% of Holding	37.92%	7.05%

Note : 2	As at 31st March 2014	As at 31st March 2013
RESERVES AND SURPLUS		
Share Premium Account		
Opening Balance	25,254,552	16,692,052
Add : Share Premium Credited on Share Issue	32,120,000	8,562,500
Closing Balance	57,374,552	25,254,552
General Reserve		
Opening Balance	21,003,587	19,503,587
Add : Transfer from Surplus Statement of Profit & Loss	1,500,000	1,500,000
Closing Balance	22,503,587	21,003,587
Profit & Loss Account Balance		
Opening Balance	44,184,133	40,240,904
Add Profit for The year	4,318,309	6,064,658
	48,502,441	46,305,562
Less: Appropriations		
Transfer to General Reserve	1,500,000	1,500,000
Propossed Dividend on equity shares	634,700	534,700
Tax On dividend	102,949	86,729
Closing Balance	46,264,792	44,184,133
TOTAL	126,142,931	90,442,272

Notes On Financial Statements for the Year ended 31st March 2014

Note : 3	As at 31st March 2014	As at 31st March 2013
LONG TERM BORROWINGS		
Unsecured		
Loan From Director	2,000,000	2,000,000
	2,000,000	2,000,000
The Company do not have Any long term borrowing In the form of Term loan , debentures and Bonds in the reported financials year		

Note : 4	As at 31st March 2014	As at 31st March 2013
DEFFERED TAX ASSET/LIABILITY (NET)		
(a) Deferred Tax Liabilities		
i) on Depreciation/amortisation of Fixed Assets	492,999	496,237
ii) on Provision for doubtful debts	113,208	-
iii) on Other Timing Difference	-	-
TOTAL	606,207	496,237
(b) Deferred Tax Assets		
i) on Provision for Gratuity & Leave encashment	961,738	925,718
ii) on Provision for doubtful debts	-	166,704
iii) on Other Timing Difference	-	-
TOTAL	961,738	1,092,422
NET	355,531	596,185

Note : 5	As at 31st March 2014	As at 31st March 2013
LONG TERM PROVISIONS		
Provision for Employee Benefits		
Leave Encashment	2,400,382	2,792,935
Gratuity	1,121,336	1,060,257
TOTAL	3,521,718	3,853,192

Note : 6	As at 31st March 2014	As at 31st March 2013
SHORT TERM BORROWINGS		
SECURED LOANS :		
Working Capital loans from The Saraswat Co- Op Bank Ltd		
Cash Credit	(69,457)	779,920
ODBD	2,011,871	1,553,904
Central bank of India		
Cash Credit	20,673,465	16,529,343
ODBD	3,072,219	3,428,884
	25,688,097	22,292,051
Cash Credits against hypothecation of Raw Materials, Finished Goods, Semi - Finished Goods and Book Debts, block of assets of the Company including Factory Land, Property at 70,Lake Road,Bhandup(w)		
DEPOSITS :		
Unsecured (Dealer,Distributor & Stockist)	2,377,000	2,407,000
TOTAL	28,065,097	24,699,051

Notes On Financial Statements for the Year ended 31st March 2014

Note : 7	As at 31st March 2014	As at 31st March 2013
TRADE PAYABLES	52,608,407	43,910,529
TOTAL	52,608,407	43,910,529
<p>Note : As per the information available with the Company till date none of the suppliers have informed the company about their having registered themselves under the "Micro, Small and Medium Enterprises Development Act, 2006". As such, information as required under this Act, cannot be compiled and therefore, not disclosed for the year.</p>		

Note : 8	As at 31st March 2014	As at 31st March 2013
OTHER CURRENT LIABILITIES		
Outstanding Liabilities	2,651,099	1,885,886
Statutory Dues	497,953	823,439
Sales Tax Payable	-	244,375
Unclaimed Dividends	195,580	155,360
Unclaimed amount for fractional Share	664	664
Other Deposits	18,000	798,000
Advance From Customers	1,782,325	1,739,805
	5,145,621	5,647,529

Note : 9	As at 31st March 2014	As at 31st March 2013
SHORT TERM PROVISIONS		
Others :		
Provision for Employee Benefit	1,917,487	3,644,251
Income Tax	-	-
Provision for Excise duty	2,041,843	1,360,955
Proposed Dividend	634,700	534,700
Dividend Distribution tax	102,949	86,729
	4,696,979	5,626,635

Notes On Financial Statements for the Year ended 31st March 2014											
Note No. 10 FIXED ASSETS											
Description of Assets	Gross Block					Depreciation				Net Block	
	Cost as on 1.4.2013 ₹	Additions ₹	Deductions ₹	As at 31.03.2014 ₹	As at 1.4.2013 ₹	Provided for the year ₹	Deductions during the year ₹	As at 31.03.2014 ₹	As at 31.03.2014 ₹	As at 31.03.2013 ₹	
Tangible Assets :											
Land	29,618	-	-	29,618	-	-	-	-	29,618	29,618	
Building (Factory & Ambernath)	14,240,152	-	-	14,240,152	3,889,040	1,035,112	-	4,924,152	9,316,000	10,351,112	
Plant & Machinery	27,889,347	782,009	-	28,671,356	18,471,466	1,375,473	-	19,846,939	8,824,417	9,417,881	
Computers	4,357,727	1,683,598	1,858,086.00	4,183,239	3,738,961	360,785	1,844,911	2,254,835	1,928,405	618,767	
Furniture, Fitting & Office Equipment	7,243,191	777,180	-	8,020,371	4,213,177	632,770	-	4,845,947	3,174,425	3,030,015	
Motor Vehicles	210,813	-	-	210,813	192,457	4,752	-	197,209	13,604	18,356	
Electrical Fitting	2,761,877	-	-	2,761,877	1,195,254	283,556	-	1,478,810	1,283,067	1,566,623	
SUB TOTAL (A)	56,732,725	3,242,787	1,858,086	58,117,426	31,700,354	3,692,448	1,844,911.00	33,547,891	24,569,535	25,032,371	
Intangible Assets :											
SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-	
Capital Work in Progress :											
Building under Construction (Refer Note)	14,766,844	-	-	14,766,844	-	-	-	-	14,766,844	14,766,844	
SUB TOTAL (C)	14,766,844	-	-	14,766,844	-	-	-	-	14,766,844	14,766,844	
SUB TOTAL A + B + C	71,499,569	3,242,787	1,858,086.00	72,884,270	31,700,354	3,692,448	1,844,911.00	33,547,891	39,336,379	39,799,215	
Previous Year	58,585,247	12,914,322	-	71,499,569	28,728,361	2,971,993	-	31,700,354	39,799,215	29,856,884	

Note : Additional Floor of the Building is completed and capitalisation pending for completion certificate to be received from B.M.C

Notes On Financial Statements for the Year ended 31st March 2014

Note : 11	As at 31st March 2014	As at 31st March 2013
NON CURRENT INVESTMENTS		
Investment (Unquoted) :		
Saraswat Bank (1000 Equity shares of Rs 10 each)	10,000	10,000
RDJ Constructions Pvt Ltd (Subsidiary) (9990 Equity Shares of Rs.10 Each)	99,900	99,900
	109,900	109,900

Note : 12	As at 31st March 2014	As at 31st March 2013
OTHER NON CURRENT ASSETS		
ASSETS & LIABILITIES IN PAKISTAN :	876,320	876,320
	876,320	876,320

Note : 13	As at 31st March 2014	As at 31st March 2013
INVENTORIES :		
(At cost or Net realisable value which ever is less)		
Raw Materials & Stores	25,978,773	16,628,622
Materials in process	4,246,354	1,812,580
Finished Goods	21,883,252	12,371,915
Trading Goods	14,733,326	12,055,977
	66,841,705	42,869,094

Note : 14	As at 31st March 2014	As at 31st March 2013
TRADE RECEIVABLES		
(Unsecured)		
Debts outstanding for a period exceeding six months from the date they were due for payment.		
Considered Good	9,903,572	10,237,554
Considered Doubtful	3,719,403	4,068,326
	13,622,975	14,305,880
Less: Provision for Doubtful Debts	3,719,403	4,068,326
	9,903,572	10,237,554
Others: Considered Good	83,186,241	78,354,334
	93,089,813	88,591,887

Note : 15	As at 31st March 2014	As at 31st March 2013
CASH AND CASH EQUIVALENTS :		
Cash in Hand	121,348	184,022
With Scheduled Banks :		
In Current Account	960,834	896,382
Bank Guarantee Margin	70,900	70,900
In Fixed Deposits	15,170,732	170,732
In Fixed Deposits against LC Margin	1,304,778	1,206,743
In Dividend Account	195,580	155,360
	17,824,172	2,684,139

Notes On Financial Statements for the Year ended 31st March 2014

Note : 16	As at 31st March 2014	As at 31st March 2013
SHORT TERM LOANS AND ADVANCES		
Unsecured, Considered Good		
Loans & Advances to employees	103,600	100,800
Prepaid Expenses	357,730	346,668
Expenses Recoverable	206,710	254,223
Advance Tax	1,095,979	359,748
<u>Balances with Govt Authorities :</u>		
Modvat	31,451	64,673
Service Tax	1,252,480	426,970
Excise Receivable	525,628	525,628
Central Excise Duty (PLA)	398,065	501,767
Sales Tax Receivable	864,256	151,000
Advance to Subsidiary Company	30,000	10,000
	4,865,899	2,741,477

Note : 17	As at 31st March 2014	As at 31st March 2013
OTHER CURRENT ASSETS		
Accrued Interest on FD	432,205	47,715
<u>Sundry Deposits :</u>		
Unsecured ,Considered Goods	2,811,669	2,496,669
Advances to suppliers for Raw Material	1,984,161	713,607
	5,228,035	3,257,991

Note : 18	As at 31st March 2014	As at 31st March 2013
SALES :		
Sale of Manufactured Goods	269,711,553	241,156,440
Less : Excise Duty	39,333,966	33,640,786
	230,377,587	207,515,654
Export Sale	5,143,107	6,593,866
Sale of Trading Goods	13,515,859	14,909,834
Repair Charges	278,331	174,328
Sale of Scrap	2,837,632	1,861,471
	252,152,516	231,055,153

Note : 19	As at 31st March 2014	As at 31st March 2013
OTHER INCOME :		
Interest from Bank on :		
Deposits	1,075,910	104,859
Dividend Income From :		
Shares	1,000	2,000
Other Non operating income Comprises :		
Rental Income	2,595,000	4,079,516
Prior Period Items	-	226,211
	3,671,910	4,412,586



Notes On Financial Statements for the Year ended 31st March 2014

Note : 20	As at 31st March 2014	As at 31st March 2013
Cost of Material Consumed:		
Opening Stocks Raw Materials & Stores:	16,628,622	14,622,399
Add: Raw Material & Stores Purchases	151,919,441	110,088,153
	168,548,063	124,710,552
Closing Stocks Raw Material & Stores	25,978,773	16,628,622
	142,569,290	108,081,929

Note : 21	As at 31st March 2014	As at 31st March 2013
Purchases of Stock in Trade		
Opening Stocks of Trading Goods	12,055,977	10,786,143
Add : Purchases	10,021,778	9,630,236
	22,077,755	20,416,379
Closing Stock	14,733,326	12,055,977
	7,344,429	8,360,402

Note : 22	As at 31st March 2014	As at 31st March 2013
Changes in Inventory of Finished goods, work-in-progress and stock in trade		
Opening Stocks :		
Materials in Process	1,812,580	2,462,378
Finished Goods	12,371,915	16,674,671
	14,184,495	19,137,049
Less :Closing Stocks :		
Materials in Process	4,246,354	1,812,580
Finished Goods	21,883,252	12,371,915
	26,129,606	14,184,495
	(11,945,111)	4,952,554

Note : 23	As at 31st March 2014	As at 31st March 2013
EMPLOYEE BENEFIT EXPENSES :		
Salaries, Wages, Bonus & Gratuity	48,700,679	45,474,202
Contribution to Provident & other funds & Schemes	2,485,829	2,667,614
Welfare Expenses	5,015,953	4,034,174
	56,202,461	52,175,990



Notes On Financial Statements for the Year ended 31st March 2014

Note : 24	As at 31st March 2014	As at 31st March 2013
FINANCE COST :		
Interest - Banks	2,670,545	3,260,884
Interest - Others	260,000	277,876
Bank Charges	357,680	1,107,360
	3,288,225	4,646,120

Note : 25	As at 31st March 2014	As at 31st March 2013
OTHER EXPENSES :		
Component Processing and other charges	11,650,626	10,195,022
Power, Fuel & Water Charges	2,880,003	2,974,743
Octroi, Transportation & Forwarding, etc.	3,447,869	2,379,034
Conveyance & Traveling	5,058,284	4,026,975
Reimbursement of Corporate Exp.	1,800,000	1,800,000
Printing & Stationery	855,769	761,868
Postage & Telephone	1,115,807	988,299
Cash Discount	2,435,492	2,113,181
Maintenance & Repairs :		
Machinery	34,250	287,492
Building	901,554	730,700
Others	808,726	1,061,730
	1,744,530	
Insurance & Keyman Insurance	2,232,753	2,127,668
Rent, Rates & Taxes	1,136,254	1,649,159
Excise Duty Paid	896,305	48,470
Indirect Taxes Paid	1,383,188	990,023
Discounts	3,167,761	2,780,447
Bad Debts & Misc Written Off	907,375	1,542,445
Legal & Professional Charges (Refer No.18 for Auditors Remuneration)	1,829,680	3,785,958
Advertisement & Publicity	115,686	40,106
Sales Commission	57,582	1,098,670
Sales Promotion	1,016,864	182,202
Miscellaneous Expenses	4,764,426	3,554,757
	48,496,253	45,118,950



NOTE NO. 26

NOTES FORMING PART OF THE ACCOUNTS

SIGNIFICANT ACCOUNTING POLICIES

1 Background

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

2 BASIS OF PREPERATION OF FINANCIAL STATEMENT

a) The financial statements are prepared under the historical cost convention, on an accrual basis, in conformity with the accounting principles generally accepted in India and in accordance with the accounting standards referred to in section 211 (3C) of the Companies Act, 1956 ('the Act') The accounting policies applied by the company are consistent with those used in previous year.

b) Use of estimates

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

3 REVENUE RECOGNITION:

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

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

4 EMPLOYEE BENEFITS

i) **Short Term Employees Benefits:**

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

ii) **Post Employment Benefit:**

a) **Defined Contribution Plan**

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

b) **Defined Benefit Plan**

**Gratuity:**

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

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

5 Inventories

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

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

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

6 Fixed Assets**Tangible Assets**

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

Depreciation

Depreciation is provided using the written down value method in accordance with the schedule XIV of the Companies Act, 1956. Fixed assets with estimated useful life of less than 1 year & onetime use are fully depreciated in the year of acquisition. Depreciation on assets acquired or disposed off during the year is provided on a pro-rata basis from/up to the date of acquisition/disposal.

7 Impairment Policy

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

8 Investments

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

**9 Research and Development**

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

10 Foreign currency transaction

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

11 Segment Reporting Policies

Identification of segment is based on the major manufacturing products.

12 Earnings per share

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

13 Provisions and contingent liabilities

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

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

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

14 Provision for Taxation

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

- 15 Estimated value of contracts (Net of Advances) to be executed on capital account and not provided for Rs.Nil (Previous year Rs.Nil).
- 16 Company has not provided contingent liability of Rs. 3.96 Lacs against Central Excise assessment for year 2007- 2008, and Liability towards pending C forms have not been provided on account of uncertainty.
- 17 Pakistan unit of the Company continues to be under the control of Pakistan Government. It has not been possible to establish any communication with the said unit so far. Therefore, statement of Assets and Liabilities as at 30th June 1964 based on the last reports received have been incorporated in the Balance sheet as pre devaluation rate of rate of exchange.
- 18 **PAYMENT TO THE AUDITORS :**
INCLUSIVE OF SERVICE TAX.

	2013-2014 Rupees	2012-2013 Rupees
a) As Audit Fee - Statutory	224,720	224,720
b) In other capacities:		
i) For Certification	315,844	298,681
ii) For Provident Fund & Gratuity Audit	11,236	11,236
iii) Tax Audit Fees	84,270	84,270
iv) Vat Audit Fees	73,034	73,034
v) Expenses reimbursed	40,900	40,000

19 **MANAGERIAL REMUNERATION:**

	2013-2014	2012-2013
Salary and Allowances	1,452,600	1,200,600
Contribution to Statutory Funds	122,400	100,800

Working Under Section 309 of Companies Act 1956

	2013-2014	2012-2013
Profit / (Loss) before tax	6,176,429	9,159,799
Add:		
Remuneration to Managing Director	1,575,000	1,301,400
Bonus to Employees	493,111	588,723
Interest to Others	260,000	277,876
Maintenance & Repairs	1,744,530	2,079,922
Depreciation and Amortisation Expenses	3,692,450	2,971,993
Total	13,941,520	16,379,713
Limit Under Section 309 = 5% of Above	697,076	818,986

Note: The above Remuneration paid is in excess of Limits prescribed U/S 309 of The Companies Act, 1956 and is subject to necessary approval.



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

20 A Licensed And Installed Capacity And Production:

	Licensed Capacity Nos.	Installed Capacity Nos.	Actual Production Nos.
a) Rotary Switches	Not Specified	Not Applicable	845,939 (816,314)
b) Micro Switches	Not Specified	Not Applicable	574,155 (655,949)
c) Counters	Not Specified	Not Applicable	101,132 (83,050)
d) Water Meters	Not Specified	Not Applicable	265 (Nil)

20 B TURNOVER:

	2013-2014		2012-2013	
	Unit Nos.	Amount Rs.	Unit Nos.	Amount Rs.
MANUFACTURED GOODS.				
a) Rotary Switch	837,348	202,415,774	828716	176,635,225
b) Micro Switches	604,477	35,411,735	651202	32,481,035
c) Counters	101,310	20,248,397	87494	18,143,549
d) Water Meters	19	336,348	Nil	Nil
e) Others		16,442,405		20,490,497
TRADED GOODS	53,156	13,515,859	73425	14,909,834
Total :-		288,370,518		262,660,140

20 C OPENING STOCK AND CLOSING STOCK OF FINISHED GOODS :

	Opening Stock		Closing Stock	
	Qty Nos.	Value Rs.	Qty Nos.	Value Rs.
a) Rotary Switch	60,335 (72,737)	6,786,218 (8,738,304)	68,926 (60,335)	9,088,493 (6,786,218)
b) Micro Switches	64,331 (59,584)	2,519,895 (2,475,795)	34,009 (64,331)	1,255,562 (2,519,895)
c) Counters	2,134 (6,578)	521,354 (1,380,662)	1,956 (2,134)	472,140 (521,354)
d) Water Meters	01 (01)	3,239 (7,470)	247 (01)	2,759,158 (3,239)
e) Others	211,414 (121,522)	2,541,208 (4,072,441)	4,083,364 (211,414)	8,307,899 (2,541,208)

20 D DETAILS OF TRADING ITEMS :

	2013-2014		2012-2013	
	Unit Nos.	Amount Rs.	Unit Nos.	Amount Rs.
a) Opening Stock	127,894	12,055,977	155,489	10,786,143
b) Purchases	34,433	16,193,208	45,830	9,630,236
c) Turnover	53,156	13,515,859	73,425	14,909,834
d) Closing stock	109,171	14,733,326	127,894	12,055,977

20 E DETAILS OF RAW MATERIALS & STORES CONSUMED :

	2013-2014		2012-2013	
	Qty	Value Rs.	Qty.	Value Rs.
a) Bimetal Tips & Components	5,643,382	16,366,718	3,929,311	10,176,151
b) Copper & PB	4,065	2,797,448	2,254	1,312,438
c) Brass	43	18,855	667	215,753
d) Steel & aluminum	51,025	3,565,183	30,379	1,983,346
e) Plastic Powder & Moulding Component	600,708	2,209,971	164,398	1,990,273
f) Motors	8,403	1,900,669	13,384	2,854,200
g) Others		115,710,446		89,549,770
		142,569,290		108,081,931

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

	2013-2014 Rupees	2012-2013 Rupees
a) Raw Materials	5,916,791	1,837,259
b) Finished Goods (Trading)	6,203,507	6,033,383

20 G CONSUMPTION OF RAW MATERIALS & STORES

	2013-2014		2012-2013	
	Percentage Of Total Consumption	Amount Rupees	Percentage of Total Consumption	Amount Rupees
a) Imported	4.29%	5,916,791	1.70%	1,837,259
b) Indigenous	95.71%	132,051,817	98.30%	106,244,672

21 EARNINGS IN FOREIGN CURRENCY :

	2013-2014 Rupees	2012-2013 Rupees
a) F.O.B. Value of Exports	5,004,578	6,513,235

22 EXPENDITURE IN FOREIGN CURRENCY :

	2013-2014 Rupees	2012-2013 Rupees
a) Foreign bank charges	76,019	38,984

23 Employee Benefits

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

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

I Defined Contribution Plan

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



	2013-2014 Rupees	2012-2013 Rupees
Employer's Contribution to Provident Fund	1,416,402	1,413,647
Employer's Contribution to Pension Fund	783,601	843,094

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

II Defined Benefit Plans

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

PARTICULARS	AS AT 31.03.2014		AS AT 31.03.2013	
	Gratuity Funded	Leave Encashment Unfunded	Gratuity Funded	Leave Encashment Unfunded
A. Changes in Present Value of obligation				
Present Value of Obligation	11,264,225	2,792,935	12,816,608	2,861,875
Interest Cost	901,138	261,139	1,025,329	236,105
Current Service Cost	1,604,038	465,401	1,309,841	352,491
Benefit Paid	1,909,958	437,597	3,388,871	978,836
Actuarial Gain/Loss on Obligations	496183	681,496	498,682	-321,300
Present Value of Obligation	11,363,260	2,400,382	11,264,225	2,792,935
B. Fair Value of Plan Assets				
Fair Value of the Plan Assets	10,803,307	N.A	12,148,262	N.A
Expected return on Plan Assets	930,132	N.A	1,091,261	N.A
Contributions	1,013,819	N.A	952,655	N.A
Benefits Paid	1,909,958	N.A	3,388,871	N.A
Actuarial Gain/Loss on Plan Assets	NIL	N.A	NIL	N.A
Fair Value of the Plan Assets	10,837,300	N.A	10,803,307	N.A
C. Amount Recognized in the Balance Sheet.				
Present Value of Obligation	11,363,260	2,400,382	11,264,225	2,792,935
Fair Value of the Plan Assets	10,837,300	N.A	10,803,307	N.A



D. Reconciliation of Balance Sheet	Gratuity Funded	Leave Encashment Unfunded	Gratuity Funded	Leave Encashment Unfunded
Present Value of Obligation	11,264,225	2,792,935	12,816,608	2,861,875
Total Expenses recognized in Profit & Loss A/c	812,946	437,597	1,060,257	909,896
Actuarial Gain/Loss	299,908	N.A	(1,659,985)	N.A
Employer's Contribution	1,013,819	830,150	952,655	978,836
Present Value of Obligation	11,363,260	2400,382	11,264,225	2,792,935
E. Assumptions	Gratuity Funded	Leave Encashment Unfunded	Gratuity Funded	Leave Encashment Unfunded
Actuarial Return on Plan Asset	930,132	N.A	1,091,261	N.A
Mortality Table	LIC (1994-96)	LIC (1994-96)	LIC (1994-96)	LIC (1994-96)
	Ultimate	Ultimate	Ultimate	Ultimate
Discount Rate	8%	9.35%	8%	8.25%
Expected Rate of Return on Plan Assets	8%	8%	8%	N.A
Salary Escalation	4%	6%	4%	6%

Fare value of plan assets at the end of period Rs 10,837,300/- is funded fully with Life Insurance Corporation of India

- 24 During the year, the company has taken physical verification of fixed assets and noted discrepancy of Rs 0.13 (W.D.V.) (P. Y. NIL) of Fixed Assets and the same were adjusted and discarded in the books of accounts
- 25 Disclosure of Related Parties / Transactions With Related Parties:-

Relationship	Name of Related Party
Subsidiary company	RDJ Construction Private Limited
Group Companies (Enterprise over which Director and/or his relatives has significant influence)	CMS Traffic Systems Limited CMS Computers Limited Jess Prasad Engg. And Metallurgical Services Pvt. Ltd ST Energy Solution Private Limited CMS Engineering Services Private Limited G.G. Constructions Private Limited Datacom Computer Services Private Limited Dynamic Hydro Machines Private Limited Mailtek Services (India) Limited Netprint Solution India Private Limited New Video Private Limited CMS – Ident Pvt. Ltd. Computer Products and Services Pvt. Ltd.



Dominant Developers Pvt. Ltd.
 Acu-Soft Technologies Pvt. Ltd.
 CMS-DITL Ltd.
 Computer Maintenance Service
 Royal Virgo Travels
 Systime Computers Limited
 CMS Universal Solution P Ltd
 CMS Info System Ltd.
 Reserгент Infotech Pvt.Ltd.
 People Upliftment Foundation
 CMS Marshal Limited
 CMS Securitas Limited

Key Management Personnel (KMP) Mrs. Raju R. Grover
 Ms. Aarti R. Grover
 Mrs. Sona P. Ramchandani

Sr. No.	Name of the Related Party	Relationship	Nature	Amount Rs.	O/S as on 31.03.2014	
I	Holding Companies					
1	CMS Traffic Systems Ltd.	Group Company	Sales	3,194,145.55 (6,160,861.48)	4,834,542.48 Dr. (5,943,857.74) Dr.	
2	CMS Traffic Systems Ltd.	Group Company	Reimbursement Of Salary	748,982.80 (NIL)		
3	CMS Traffic Systems Ltd	Group Company	Conveyance Paid Reimbursed	9974 (NIL)		
4	CMS Traffic Systems Ltd	Group Company	Material Purchased	23191 (NIL)		
II	Group Companies					
5	CMS Computers Limited	Group Company	Reimbursement of Elect. Chrgs Paid	23,71,666 (2,423,030)	6,150,089.27 Cr. (4,728,788.48) Cr	
6	CMS Computers Limited	Group Company	Rent Received	2,696,640 (2,696,640)		
7	CMS Computers Limited	Group Company	Transport & Import DutyCharges paid	107,080 (NIL)		
8	CMS Computers Limited	Group Company	Sales	2,878,757.20 (3,953,901.71)		
9	CMS Computers Limited	Group Company	Fixed Assets Purchased	25,313 (NIL)		
10	CMS Computers Limited	Group Company	Reimbursement Of Salary	48,622 (NIL)		
11	CMS Computers Limited	Group Company	Reim of Corp. Exp.	2,022,480 (2,022,480)		
12	Systime Computers System Limited	Group Company	-	-		339,657 Cr. (339,657) Cr.
13	Royal Virgo Travels	Director's firm	Interest on Loan	260,000 (261,810)		2,000,000 Cr. (2000,000) Cr.
14	RDJ Construction Pvt. Ltd	Subsidiary Company	Advance	20,000 (10,000)		30,000 Dr. (10,000) Dr.
III	Key management Person					
15	Ms. Aarti Grover	Managing Director	Salary & Perquisites	1,452,600 (1,200,600)	Nil (Nil)	

- Rs. NIL in respect of the related parties have been written off are provided during the year

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



- 26** The equity shares of the company are listed in Bombay Stock Exchange and company has paid annual listing fees to the stock exchange for the year 2013-2014.
- 27** During the year the Company has reviewed Accounts Receivable and reversed provision for doubtful debts Rs. 348,923. (P.Y. Provision made.Rs 513,805).
- 28** Segment wise Reporting as per Note No. 27
- 29** In the opinion of the Board Current Assets, Loans & Advances have a value on realization in the ordinary Course of Business at least equal to the amount at which they are stated in accounts and all current liabilities have been provided for.
- 30** Sundry Debtors and Creditors are subject to confirmation and reconciliation if any.
- 31** Previous Years figures have been regrouped / rearranged wherever necessary.

As per our report of even date attached

For N.D. KAPUR & CO.

Firm Registration No: 001196N

Chartered Accountants

For and on behalf of the Board

S. K. AGRAWAL

Partner

Mumbai

Date : 30th May 2014

AARTI GROVER
(Managing Director)

RAJU GROVER
(Director)

**NOTE NO. 27**

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

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

SEGMENTWISE REPORTING

	2013-2014	2012-2013
1. Segment Reserve (Net Sale/ Income from)		
a. Segment - Switches	199,940,785	181,266,355
b. Segment - Counters	23,047,254	27,813,747
c. Segment - Others	29,164,478	199,939,252
TOTAL	252,152,517	229,019,354
Less : Intersegment Revenue	-	-
	252,152,517	229,019,354
2. Segment Results (Profit)(+)/Loss(-) before tax and interest from segment		
a. Segment - Switches	49,668,184	39,750,927
b. Segment - Counters	6,793,544	11,695,450
c. Segment - Others	6,535,672	8,036,273
TOTAL	62,997,400	59,482,651
Add : Other Income	3,671,910	6,448,385
Less : (I) Interest	3,288,225	4,646,120
(ii) Other unallocable expenditure net off unallocable income	57,204,656	52,125,117
Total Profit before Tax (Loss)	6,176,429	9,159,799

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

For and on behalf of the Board

S.K. AGRAWAL
Partner

AARTI GROVER
(Managing Director)

RAJU GROVER
(Director)

Mumbai
Date: 30th May 2014



RDJ CONSTRUCTIONS PRIVATE LIMITED

Regd. Office : CMS Lake Road Center, 70 Lake Road, Kaycee Industrial Compound,
Bhandup (West), Mumbai-400 078.

DIRECTORS' REPORT

To
The Members,

Your Directors present herewith the FOURTEENTH ANNUAL REPORT of the Company along with the Audited Statements of Accounts for the year ended 31st March 2014.

1. FINANCIAL RESULTS AND REVIEW OF OPERATIONS:

During the year under review, the Company has incurred expenditure of Rs.1,03,390/- and as a result of no income, the same has resulted in loss of Rs. 1,03,390/- which is carried forward to the balance sheet.

2. DIVIDEND

In view of loss, your Directors do not recommend any dividend for the year ended on 31st March, 2014.

3. AUDITORS:

The Auditors of the company, M/s. Basant Jain & Associates, Chartered Accountants, retire at the conclusion of Annual General Meeting and are eligible for re-appointment. Your directors recommend their appointment as Statutory Auditors of the Company.

4. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956 other applicable provisions of Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- a) That in the preparation of the accounts for the Financial Year ended 31st March 2014, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the Financial Year and of the Loss of the company for the year under review;
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 and Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities;
- d) That the directors have prepared the accounts for the Financial Year ended 31st March 2014 on a going concern basis.

**5. FIXED DEPOSIT:**

The Company has not accepted any fixed deposits from the public as per provisions of the Companies Act, 1956 and Companies Act, 2013 along with the relevant Deposit rules.

6 PARTICULARS OF EMPLOYEES:

The Company has no Employee on its rolls under Section 217(2-A) of the Companies Act, 1956 and Companies Act, 2013 and therefore the provisions for disclosure of Employees particulars under above section of the act is not applicable.

7 CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS/ OUTGO:

There is no operation in the company during the Financial Year. Therefore the details pertaining to conservation of energy and technology absorption are not applicable to the company.

There was no Foreign Exchange Earnings and Outgo during the financial year.

8. ACKNOWLEDGEMENT:

Your Directors wish to place on record their deep sense of appreciation for all those who were associated with the Company during the year under review.

**For and on behalf of the Board of Directors
of RDJ CONSTRUCTIONS PRIVATE LIMITED**

Place : Mumbai
Date : 15th May, 2014

**Aarti Grover
(Director)**

**Raju R. Grover
(Director)**



**REPORT OF THE AUDITORS TO THE MEMBERS OF
RDJ CONSTRUCTIONS PRIVATE LIMITED**

We have audited the accompanying financial statements of RDJ CONSTRUCTIONS PRIVATE LIMITED, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the company as at March 31, 2014.
- b) In the case of the Profit and Loss Account, of the loss for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. Provisions of Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section (4A) of Section 227 of the Companies Act, 1956, are not applicable to the company as none of the conditions specified in sub clause 2 (iv) of the paragraph 1 of the order is applicable to the company
2. As required by section 227(3) of the Act, we report that:
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - ii) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books.
 - iii) The Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of Account.
 - iv) In our opinion, the Balance sheet and Statement of Profit and Loss statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - v) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section(1) of section 274of the companies Act, 1956.

For Basant Jain & Associates
Chartered Accountants
Firm's Registration Number 120131W

Basant Jain
(Proprietor)
M No. 43791

Place: Mumbai
Date : 15.05.2014

RDJ CONSTRUCTIONS PRIVATE LIMITED

BALANCE SHEET AS AT MARCH 31, 2014

	Note No.	31st March, 2014 Rupees	31st March, 2013 Rupees
I. EQUITY AND LIABILITIES			
SHAREHOLDERS FUND			
a) Share Capital	3	100,000	100,000
b) Reserves & Surplus	4	3,373,240	3,614,600
NON CURRENT LIABILITIES			
a) Long Term Borrowings	5	30,926,394	29,841,693
CURRENT LIABILITIES			
a) Trade Payable	6	47,500	47,500
b) Short Term Provisions		11,505	853,890
TOTAL		34,458,639	34,457,683
II. ASSETS			
NONCURRENT ASSETS			
a) Fixed Assets			
Tangible Assets	7	1	1
b) Long Term Loans & Advances	8	34,411,507	34,411,507
CURRENT ASSETS			
a) Cash and bank balance	9	40,481	39,525
b) Short Term Loans & Advances	10	-	-
c) Misc Expenditure		6,650	6,650
TOTAL		34,458,639	34,457,683

III. NOTES FORMING PART OF THE FINANCIALS STATEMENTS

1 to 17

As per our report attached
 For **Basant Jain & Associates**
 Firm Registration No-120131W
 Chartered Accountants

For and on behalf of the Board of Director

Proprietor

RAJU GROVER
(Director)

AARTI GROVER
(Director)

Place : Mumbai
 Date : 15/05/2014



RDJ CONSTRUCTIONS PRIVATE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE ENDED MARCH 31, 2014

	Note No.	For the year ended 31st March, 2014	For the year ended 31st March, 2013
I. REVENUE FROM OPERATIONS		-	-
II. OTHER INCOME	11	-	4,629,423
TOTAL REVENUE		-	4,629,423
III. EXPENSES			
Operation and othe Expenses	12	103,276	69,668
Finance Costs	13	114	789
Depreciation and amortisation Expenses	7	-	-
TOTAL EXPENSES		103,390	70,457
IV. PROFIT BEFORE TAX		(103,390)	4,558,966
V. TAX EXPENSES			
a) Current tax		-	827,000
b) Prior Period Tax		137,970	
c) Deferred tax		-	
		137,970	827,000
VI. PROFIT FOR THE YEAR		(241,360)	3,731,966
VII. EARNING PER EQUITY SHARE: Basic and diluted	14	(24.14)	373.20

**VIII. NOTES FORMING PART OF THE
FINANCIALS STATEMENTS**

1 to 17

As per our report attached
For **Basant Jain & Associates**
Firm Registration No-120131W
Chartered Accountants

For and on behalf of the Board of Director

Proprietor

RAJU GROVER
(Director)

AARTI GROVER
(Director)

Place : Mumbai
Date : 15/05/2014

RDJ CONSTRUCTIONS PRIVATE LIMITED

Notes Forming Part of Financial Statements

Note No. 7

FIXED ASSETS

Description	Gross Block				Depreciation			Net Block	
	As at 31.3.2013	Additions during the year	Deletion the during year	As at 31.03.2014	As at 1.4.2013	for the year	Deletions for the year	As at 31.03.2014	As at 31.03.2013
Tangible									
PLOT AT KHOPARKHAIRNE	-	-	-	-				-	-
LAND AT BHANDUP	1	-	-	1				1	1
Total	1	-	-	1	-	-	-	1	1
PREVIOUS YEAR	870,578	1	870,577	1	-	-	-	-	870,578



RDJ CONSTRUCTIONS PRIVATE LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT

1 Background

RDJ CONSTRUCTIONS P LTD is a Property Development Company engaged in Real Estate Business

2 Significant accounting policies

(a) Basis of preparation

Accounts are prepared using the historical cost convention and on the basis of going concern, with revenues recognised and expenses accounted on accrual basis.

(b) Fixed assets

Fixed Assets are stated mentioned at cost of acquisition inclusive of direct incidental expenditure

(e) Income Expenditure

Income & expenditure are accounted as & when they are earned or incurred.

3) SHARE CAPITAL

	As at March 31, 2014	As at March 31, 2013
(a) Authorised Capital		
(i) 10000 equity shares of Rs. 10 each	100,000	100,000
(b) Issued, Subscribed and Paid Up		
(i) 10000 equity shares of Rs. 10 each	100,000	100,000
	100,000	100,000
	100,000	100,000

Details of shares held by shareholders holding more than 5 % of aggregate share capital

(a) Equity Shares	Name of Shareholder	Kaycee Industries Ltd	Kaycee Industries Ltd
No of Shares Held		9,990	9,990
Percentage Holding		99.90	99.90

4) RESERVES & SURPLUS

(a) Surplus in Statement of Profit & Loss		
(i) Opening balance	3,614,599	(117,367)
(ii) Profit for the year	(241,360)	3,731,966
(b) Capital Reserve	1	1
	3,373,240	3,614,600
	3,373,240	3,614,600



5) LONG TERM BORROWING

i) Unsecured Loan		
From Directors & Relatives	27,727,824	27,727,824
From Associates companies	3,198,570	2,113,869
	30,926,394	29,841,693
	30,926,394	29,841,693

6) TRADE PAYABLE

a Other Liabilities	47,500	47,500
	47,500	47,500
	47,500	47,500

SHORT TERM PROVISIONS

b Audit Fees Payable	11,236	26,890
Provision for Income Tax	269	827,000
	11,505	853,890
	11,505	853,890

8) LONG TERM LOANS AND ADVANCES

Advance against Property	34,411,507	34,411,507
	34,411,507	34,411,507
	34,411,507	34,411,507

9) CASH AND BANK BALANCE

(a) Cash and Cash Equivalents		
i) Balance with Banks		
- On current accounts	6,423	5,397
ii) Cash on Hand	34,058	34,128
	40,481	39,525
	40,481	39,525

10) SHORT TERM LOANS AND ADVANCES

Advances recoverable in cash or in kind or for which value to be received or to be otherwise adjusted

Other Advances	-	-
	-	-
	-	-



11) OTHER INCOME

1	PROFIT ON SALE OF ASSETS	-	4,629,423
		-	4,629,423

12) OPERATION AND OTHE EXPENSES

1	Auditors Remuneration	11236	16854
2	Legal & Professional Expenses	74720	50000
3	Sundry Balance W/F	25	0
4	Filing Fees	70	124
5	R O C Fees	17225	0
6	Telephone Exp	0	2690
		103,276	69,668

13) FINANCE COSTS

1	Interest on Cash credit Others	-	-
2	Bank charges	114	789
		114	789

14) Earning Per Share (EPS)

Net Profit for the Year	(241,360)	3,731,966
Less: Perefrence Share Dividend (Including tax)	-	-
Amount Available for Equity Share Holder	(241,360)	3,731,966
Weighted Average number of Shares	10,000	10,000
Earning per Share Basic and Diluted (Rs.)	(24.14)	373.20
Face value per Equity Share (Rs.)	10	10

15 Sundry debtors, creditors, loans & advances are subject to cofirmation & Reconciliation of Balances.

16 Figures relating to the Previous Year have been re-grouped, re-casted and re-arranged whenever considered necessary to confirm to the classification of the Current Year and make it comparable with the Current Year figures.

17 These financials are prepared in the format prescribed by the Revised Schedule VI to the Companies Act 1956.

As per our report attached
For **Basant Jain & Associates**
Firm Registration No-120131W
Chartered Accountants

For and on behalf of the Board of Director

Proprietor

RAJU GROVER
(Director)

AARTI GROVER
(Director)

Place : Mumbai
Date : 15/05/2014

KAYCEE INDUSTRIES LIMITED

Regd Off:- OLD KAMANI CHAMBERS, 32-RAMJIBHAI KAMANI MARG, BALLARD ESTATE, MUMBAI-400001
CIN : L70102MH1942PLC006482

Website:- www.kayceeindustries.com

email id: deepak_potdar@cms.co.in

PROXY FORM

Regd. Folio No. _____

I / We _____ of

_____ being a member/members of the above named
Company hereby appoint _____ or failing him _____
as my / our proxy to vote for me / us on my / our behalf at the 71st ANNUAL GENERAL MEETING of the Company
to be held on Tuesday, the 30th September, 2014 at 01.30 p.m. and at any adjournment thereof.

Signed this _____ day of _____ 2014

Affix Re. 1.00 Revenue Stamp

Signature

KAYCEE INDUSTRIES LIMITED

Regd Off:- OLD KAMANI CHAMBERS, 32-RAMJIBHAI KAMANI MARG, BALLARD ESTATE, MUMBAI-400001
CIN : L70102MH1942PLC006482

Website:- www.kayceeindustries.com

email id: deepak_potdar@cms.co.in

ATTENDANCE SLIP

Seventy One Annual General Meeting, Tuesday, 30th September, 2014

Regd. Folio No. _____

Mr./Mrs./Miss _____ I hereby certify that I am
a registered shareholder / proxy for the registered shareholder of the company.

I hereby record my presence at the 71st ANNUAL GENERAL MEETING of the Company held at the Jainam
Banquet Hall, Jainam Arcade, BTM Compound, 100, LBS Marg, Near SBI, Bhandup (W), Mumbai 400 078,
on Tuesday, the 30th September, 2014 at 01.30 p.m.

Member's Proxy name in BLOCK letters

Member's/ Proxy Signature

Note : 1) Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL
2) Please bring your copy of Annual Report at the Meeting.



: NOTES :