

Brand that sets
the standard



KAYCEE INDUSTRIES LTD.

FACTORY :- Plot No. F-25, Addl. Ambarnath Industrial Area, Anand Nagar, Ambarnath (East), Thane - 421502
Tel. : 0251 6940938, CIN No. : L70102MH1942PLC006482
Email : kayceeindltd@vsnl.com Web. : www.kayceeindustries.com

15th May 2017

To,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400 001
BSE script code: 504084

Kind Attn: Corporate Relationship/ Listing Department

Dear Sir/ Madam,

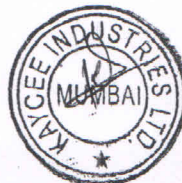
Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement between Kaycee Industries Limited and RDJ Constructions Private Limited

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr.No.	Requirements as per SEBI circular CFD/DIL3/CIR/2017/21 dated March 10, 2017	Whether Complied or not & how
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied with. Bombay Stock Exchange Limited has been appointed as Designated Stock Exchange. A copy of the Board resolution in this regard is attached as Annexure A1
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes, enclosed as Annexure B



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



KAYCEE IND. LTD.
ISO 9001 : 2008
FILE NO. : 20001529QM08

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2.b	Valuation Report from Independent Chartered Accountant	Yes, enclosed as Annexure C
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes, enclosed as Annexure D
2.d	Fairness opinion by a SEBI registered merchant banker	Yes, enclosed as Annexure E
2.e	Pre and post arrangement shareholding pattern of unlisted company	Yes, enclosed as Annexure F1-F2
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes, enclosed as Annexure G1-G2
2.g	Auditor's Certificate confirming the compliance of the Accounting Treatment specified in Para I(A)(5)(a) of Annexure I to the SEBI Circular	Yes, enclosed as Annexure H1-H2
2.h	Compliance with Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015	Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is not applicable to the Company.
	Compliance with Regulation 11 of (Listing Obligations and Disclosure Requirement) Regulations, 2015	Yes, the proposed scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contract (Regulations) Act, 1956, the Depositories Act, 1996 and Companies Act 2013, the rules, regulations, and guidelines made under these Acts and provision of Regulation 11 of SEBI (LODR) Regulation 2015.



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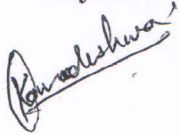
2.i	Complaints Report	Shall be submitted within 7 days from the expiry of 21 days from the date of filing of the Scheme
3	Compliance with Regulations 9(a) of (Listing Obligations and Disclosure Requirement) Regulations, 2015	Paragraph I (A)(9)(b) of Annexure I to SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017 requiring votes casted in favour of Scheme by public shareholders to be more than vote case against the Scheme is not applicable for the reasons provided in the certificate. Certificate of the statutory auditor is enclosed as Annexure I .
4	The equity shares sought to be listed are proposed to be allotted by the unlisted issuer (resulting entity) to the holders of securities of a listed entity (demerged entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned NCLT under Section 230 to 234 of the Companies Act 2013	<p>Not Applicable.</p> <p>Since the Scheme of Arrangement between Kaycee Industries Limited and RDJ Constructions Private Limited and their respective shareholders and creditors envisages issuance of unlisted equity shares or unlisted redeemable preference shares to the Equity Shareholders of Kaycee Industries Limited.</p>
5	At least 25% of the post scheme paid up share capital of the resulting entity shall comprise of shares allotted to the public holders in the demerged entity.	
6	The resulting entity will not issue/reissue any shares, not covered under the Draft scheme.	
7	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such	



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	instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	
8	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	

For Kaycee Industries Limited




Kamleshwari Bind

Company Secretary and Compliance Officer

Place: Mumbai

Date: 15th May 2017

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