



# KAYCEE INDUSTRIES LIMITED

**REGISTERED OFFICE :** Old Kamani Chambers , 32 Ramjibhai Kamani Marg, Ballard Estate, Mumbai-400001

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

Tel.: 0251 6940938 , CIN No. L70102MH1942PLCOO6482 Email : [kayceeindltd@vsnl.com](mailto:kayceeindltd@vsnl.com); Web : [www.kayceeindustries.com](http://www.kayceeindustries.com)

## Annexure I

**Kaycee Industries Limited**  
L70102MH1942PLC006482  
Old Kamani Chambers,  
32-Ramjibhai Kamani Marg,  
Ballard Estate, Mumbai – 400 001  
Phone: 022-22613521  
Fax: 022-22616106  
Website: [www.kayceeindustries.com](http://www.kayceeindustries.com)  
E-mail: [cs\\_legal@cms.co.in](mailto:cs_legal@cms.co.in)

**RDJ Constructions Private Limited**  
U45200MH2000PTC125073  
CMS Lake Road Center, 70 Lake Road,  
Kaycee Industrial Compound,  
Bhandup (West), Mumbai – 400 078  
Phone: 022-41259000  
Fax: 022-41259001  
E-mail: [cs\\_legal@cms.co.in](mailto:cs_legal@cms.co.in)

### ELECTION NOTICE

#### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Dear Eligible Member,

This Election Notice is sent to you pursuant to the Scheme of Arrangement between Kaycee Industries Limited (“KIL” or “Demerged Company” or “Company”) and RDJ Constructions Private Limited (“RCPL” or “Resulting Company”) and their respective shareholders and creditors (hereinafter referred to as the “Scheme of Arrangement”), as a resident or non-resident (non-repat) shareholder of Kaycee Industries Limited (“Eligible Member”) as on Tuesday, 26<sup>th</sup> June, 2018 (the “Record Date”). If you require any clarification about the action to be taken, you may consult your stock broker or investment consultant or Datamatics Business Solutions Limited (the “Registrar”).

#### SCHEME OF ARRANGEMENT

The Hon'ble National Company Law Tribunal, Mumbai Bench (“Hon'ble NCLT”) vide its Order dated 23<sup>rd</sup> March 2018 (“Order”) approved the Scheme of Arrangement.

The certified copy of the Order of the Hon'ble NCLT has been filed with the Registrar of Companies, Mumbai on 2<sup>nd</sup> June 2018 (“Effective Date”).

In accordance with the terms of the Scheme of Arrangement, all the assets and liabilities, in relation to the Demerged Undertaking (as defined later) of the Company, have been vested in RCPL as of 1<sup>st</sup> April 2017 (“Appointed Date”).

The Record Date for determination of the list of Shareholders to whom the Election Notice shall be dispatched to has been fixed as 26<sup>th</sup> June 2018.

#### A. DEFINITIONS / ABBREVIATIONS

Particulars	Details / Definition
Appointed Date	1st day of April 2017
Business Day	Means a day other than (i) a public holiday under Section 25 of the Negotiable Instruments Act, 1881 at Mumbai; or (ii) a Saturday or Sunday; or (iii) any other day when the clearing facility offered by the Reserve Bank of India is unavailable
CDSL	Central Depository Services (India) Limited
Default Option	Issuance and allotment of Resulting Company RPS as per the Share Entitlement Ratio
Demerged Company or the Company	Kaycee Industries Limited or ‘KIL’ having its registered office at Old Kamani Chambers, 32-Ramjibhai Kamani Marg, Ballard Estate, Mumbai – 400 001
Demerged Undertaking	The business undertaking of the Demerged Company on a going concern basis, comprising of the property leasing activity (including the investment in the Resulting Company), building, capital work in progress, liabilities, employees, rights, powers, together with all its assets and liabilities



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Depository	CDSL
Election Period	30 <sup>th</sup> June 2018 to 25 <sup>th</sup> July 2018 (both days inclusive)
Eligible Members	Resident Shareholders and Non-Resident Shareholders holding shares on Non-Repatriation basis of the Demerged Company as on the Record Date
Income Tax Act	The Income Tax Act, 1961, as amended
Record Date	26 <sup>th</sup> June, 2018
Registrar	Datamatics Business Solutions Limited
Resident Shareholder	Shareholder of the Demerged Company, who is a resident of India i.e. if he/she is in India in that year for a period or periods amounting in all to 182 days or more; or having within the 4 years preceding that year been in India for a period or period amounting in all to 365 days or more
Resulting Company	RDJ Constructions Private Limited or 'RCPL' having its registered office at CMS Lake Road Center, 70 Lake Road, Kaycee Industrial Compound, Bhandup (West), Mumbai – 400 078
Resulting Company Equity Shares	Equity Share of Rs.10 (Rupees Ten) each fully paid of the Resulting Company
Resulting Company RPS	7.50% non-convertible redeemable preference shares of the Resulting Company of face value of Rs.100 (Rupees Hundred) with maturity of 12 (twelve) months from the date of allotment
RTGS	Real Time Gross Settlement
Scheme of Arrangement	Scheme of Arrangement between Kaycee Industries Limited and RDJ Constructions Private Limited and their respective shareholders and creditors
Resulting Company Securities	Resulting Company Equity Shares and the Resulting Company RPS
Share Entitlement Ratio	1(One) fully paid up equity share of Rs.10 each of RCPL for every 1 (One) fully paid up equity share of Rs.100 each held in KIL; <b>OR</b> 70 (Seventy) 7.50% non-convertible redeemable preference shares of Rs.100 each of RCPL for every 1 (One) fully paid up equity shares of Rs.100 each held in KIL.

## **B. DETAILS OF THE CONSIDERATION TO BE DISCHARGED BY THE RESULTING COMPANY**

1. As a consideration for the Scheme of Arrangement, the Eligible Members shall receive either (i) Resulting Company Equity Shares; or (ii) Resulting Company RPS as per the share entitlement ratio set out in Clause 5.1 of the Scheme of Arrangement.
2. **Please note that the Resulting Company Equity Shares and Resulting Company RPS shall not be listed and/or admitted on any stock exchange.**
3. The Scheme of Arrangement envisages an exit mechanism to Eligible Members by way of issue of Resulting Company RPS which will be redeemable by the Resulting Company after a period of 12 months from the date of their issuance.
4. The Resulting Company RPS will have the following terms:

Face Value	The Resulting Company RPS issued shall have a face value of Rs.100 each
Coupon	The Resulting Company RPS shall be subject to the provisions of the Articles of Association of the Resulting Company and the Companies Act, 2013. It will confer the holders thereof a right to fixed preferential dividend of 7.5% per annum in priority to the equity shares. Dividend shall be payable annually.



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Voting Rights	The holder of the Resulting Company RPS shall have the right to vote in general meeting of the Resulting Company in accordance with Section 47 (2) of the Companies Act 2013
Redemption	The Resulting Company RPS are redeemable on the expiry of 12 months from the date of allotment. Each Resulting Company RPS shall be redeemable at par
Taxation	The coupon payments received by the preference shareholders shall be taxable in accordance with the provisions of the Income-tax Act, 1961
Winding up	In the event of winding up of the Resulting Company, the holders of the Resulting Company RPS shall have a right to receive the paid up capital and arrears of dividend, whether declared or not, upto the commencement of winding up, in priority to any paid up capital on the equity shares out of the surplus but shall not have any further rights to participate in the profits or the assets of the Resulting Company.

## C. DETAILS OF THE SHARE ENTITLEMENT AND OPTIONS AVAILABLE WITH THE ELIGIBLE MEMBER

### 1. OPTIONS AVAILABLE WITH ELIGIBLE MEMBER

In terms of the Scheme of Arrangement, following options are available to the Eligible Member:

(i) **RECEIVE RESULTING COMPANY EQUITY SHARES**

1(One) fully paid up equity share of Rs.10 each of RCPL for every 1 (One) fully paid up equity share of Rs.100 each held in KIL; or

**OR**

(ii) **RECEIVE RESULTING COMPANY RPS**

70 (Seventy) 7.50% non-convertible RPS of Rs.100 each of RCPL for every 1 (One) fully paid up equity share of Rs.100 each held in KIL.

### 2. The Eligible Member shall note the following:

- (i) The exercise of an option under this Election Notice by the Eligible Member must be through the Form of Acceptance and must be absolute and unqualified. Any acceptance to this Election Notice which is conditional or incomplete in any respect or where the Eligible Member selects more than one option, then such Form of Acceptance will be rejected without assigning any reason whatsoever and such Eligible Member shall be compulsorily issued shares as per the Default Option as stated in Clause 6.4 of the Scheme of Arrangement.
- (ii) If the Eligible Member has not submitted the duly completed Form of Acceptance to the Registrar prior to the expiry of the Election Period or has not provided requisite details as may be required in relation to the option or where such Election Notice has not been received by Registrar or the Election Notice has returned undelivered or the ownership of the equity shares of the Company is in dispute, then in that event, such Eligible Member shall be compulsorily issued shares as per the Default Option as stated in Clause 6.4 of the Scheme of Arrangement.
- (iii) The Eligible Member shall be entitled to select any **ONE** of the options available to it under this Election Notice during the Election Period i.e. from 30<sup>th</sup> June 2018 till 25<sup>th</sup> July 2018 (both days inclusive).
- (iv) The Form of Acceptance forms an integral part of the Election Notice. Eligible Member is requested to complete the Form of Acceptance and submit the same together with such other documents as may be required to the Registrar at its collection center mentioned in this Election Notice, by way of hand delivery or through the enclosed business reply envelope. Eligible Member may please refer to the "Instructions" while completing the Form of Acceptance.
- (v) Eligible Members **SHALL NOT** submit the Form of Acceptance to the Company.
- (vi) Where an Eligible Member does not receive the Form of Acceptance, the Eligible Member may download the same from the website of Kaycee Industries Limited at [www.kayceeindustries.com](http://www.kayceeindustries.com).
- (vii) For details in respect of the Scheme of Arrangement, the Eligible Member may visit the website of Kaycee Industries Limited at [www.kayceeindustries.com](http://www.kayceeindustries.com).



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- (viii) Eligible Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Resulting Company for the payment of redemption proceeds of Resulting Company RPS. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
- (ix) Eligible Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Datamatics Business Solutions Limited or Investor Service/ Secretarial Department of the Company immediately.

3. FRACTIONAL SHARES - In case any Eligible Member's holding in the Demerged Company is such that the Eligible Member becomes entitled to a fraction of the Resulting Company Equity Shares or Resulting Company RPS, such fraction shall be rounded off to the nearest integer as per Clause 5.5 of the Scheme of Arrangement.

4. The Resulting Company Equity Shares and Resulting Company RPS shall be issued in dematerialised form to shareholders holding shares of Demerged Company in dematerialized form. Shareholders of the Demerged Company holding shares in physical form shall be issued physical shares unless communication is received in writing that shares are to be issued in dematerialized form, with all the requisite DEMAT details.

## **D. ELIGIBILITY FOR EXERCISING THE ELECTION NOTICE**

1. This Election Notice is being sent to all Eligible Members holding Equity Shares of Kaycee Industries Limited and whose names appear in the register of members of Kaycee Industries Limited/ register of the CDSL as on the Record Date.
2. The Election Notice is **NOT TRANSFERRABLE** and only the Eligible Members, whose names appear in the register of members of Kaycee Industries Limited, register of the CDSL as on the Record Date are eligible to exercise their option under this Election Notice.
3. The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of this Election Notice.

## **E. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE ELECTION NOTICE**

1. The Eligible Member receiving this Election Notice will have to deliver the relevant documents as applicable and as mentioned in the Form of Acceptance at the Registrar's office by (i) hand-delivery at the following collection centre of the Registrar between 10.00 a.m. and 5.00 p.m. on any Business Day during the Election Period i.e. between 30<sup>th</sup> June 2018 and 25<sup>th</sup> July 2018 (both days inclusive); or (ii) by post using business reply envelope. Additionally, envelopes containing relevant documents, if sent by courier or by Registered Post to the Registrar at the expense of the Eligible Member will also be accepted. The documents **SHALL NOT** be sent to the Company.

### **2. Collection Centre of Datamatics Business Solutions Limited**

Collection Centre	Address	Contact Person	Contact Details	E-mail	Mode of delivery
Datamatics Business Solutions Limited	Plot No.B 5, Part B Cross Lane, MIDC, Andheri East, Mumbai - 400093	Mr Anand Bhilare	022 - 6671 2188	anand_bhilare@datamaticsbpm.com	Hand Delivery



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3. Eligible Members are requested to refer to the Form of Acceptance and instructions that are forming part of this Election Notice and submit the documents / certificates / declarations as applicable and specified therein.

4. **Indicative Schedule of Activities**

Activity	Timelines
Record Date	Tuesday, 26 <sup>th</sup> June 2018
Completion of dispatch of Election Notice	Friday, 29 <sup>th</sup> June 2018
Election Period Commencement	Saturday, 30 <sup>th</sup> June 2018
Election Period Closure	Wednesday, 25 <sup>th</sup> July 2018
Resulting Company Board of Directors to meet and issue and allot Resulting Company Equity Shares or Resulting Company RPS to the Eligible Members in accordance with their exercised options	Last week of July 2018

**F. COMPLIANCE WITH TAX REQUIREMENTS**

1. There are no tax implications on receipt of Resulting Company Equity Shares or Resulting Company RPS in the hands of the Eligible Members in the Resulting Company pursuant to provisions of section 47(vii) of the Income Tax Act. The period of holding of equity shares of the Demerged Company shall be included in the period of holding of the Resulting Company Equity Shares or Resulting Company RPS, pursuant to Explanation 1(g) to section 2(42A) of the Income Tax Act.

2. In accordance with section 49(2C) of the Income Tax Act, the cost of acquisition of the Securities shall be derived based on the proportion as the net book value of the assets transferred bears to the net worth of the Demerged Company immediately before such demerger.

**Cost of Acquisition of Resulting Company Securities =** (Original cost of acquisition of equity share in Demerged Company) X (Net Book value of assets transferred by the Demerged Company as on the Appointed Date)

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Net worth of the Demerged Company immediately Before Demerger as on the Appointed Date

3. In accordance with section 49(2D) of the Income Tax Act, the cost of acquisition of the original shares held by the shareholder in the Demerged Company shall be deemed to have been reduced by the amount as so arrived at under sub-section (2C) i.e.:

**Cost of Acquisition of equity shares of Demerged Company:** Original cost of acquisition (-) Cost of Acquisition of Resulting Company Securities.

4. For the purpose of determining the post-demerger cost of acquisition of equity share of KIL and Resulting Company Securities under the Income Tax Act, the Eligible Members are advised to apportion their pre-demerger cost of acquisition of equity shares of KIL in the following manner:

Particulars	Proportionate Cost (%)
Equity shares of KIL	86.67 %
Resulting Company Securities	13.33 %
<b>Total</b>	<b>100%</b>



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This communication is solely for the benefit of the shareholders and due care has been taken by the Company to check the accuracy of the information. However, the Company does not take any express or implied liability to providing this guidance. The shareholders are advised to seek independent tax advisory should they deem it necessary.

5. For Eligible Non-Resident (Non-Repat) Shareholders who elect the option of Resulting Company RPS, on the gross consideration payable at the time of redemption of RPS, tax will be deducted at source at the maximum marginal rates (plus cess & surcharge as applicable).
6. In order to seek deduction of tax at a lower rate or on a lower amount, Eligible Non-Resident (Non-Repat) Shareholders should enclose no objection certificate / tax clearance certificate from income tax authorities issued under Section 195(3) or under Section 197 of the Income Tax Act indicating the tax to be deducted, if any, before redemption of Resulting Company RPS.

SIGNED FOR AND ON BEHALF OF

**KAYCEE INDUSTRIES LIMITED**

\_\_\_\_\_  
Director

Sd/-

SIGNED FOR AND ON BEHALF OF

**RDJ CONSTRUCTIONS PRIVATE LIMITED**

\_\_\_\_\_  
Director

Sd/-

Place : Mumbai

Date : 29<sup>th</sup> June 2018

Please ensure the following before dispatching the business reply envelope –

- ✓ **Exercise ONE option in the Form of Acceptance**
- ✓ **Signature on Form of Acceptance**





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## FORM OF ACCEPTANCE OF ELECTION NOTICE

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this form with enclosures (if applicable) to Datamatics Business Solutions Limited at the Collection Centre mentioned in the Election Notice or through Business Reply Envelope sent along with the Election Notice)

ELECTION PERIOD	
OPENING DATE	Saturday,30 <sup>th</sup> June 2018
CLOSING DATE	Wednesday,25 <sup>th</sup> July 2018

To,

**Datamatics Business Solutions Limited (Unit: Kaycee Industries Limited)**

Plot No.B 5, Part B Cross Lane, MIDC, Andheri East, Mumbai - 400093

Contact Person: Mr. Anand Bhilare, Email:[anand\\_bhilare@datamaticsbpm.com](mailto:anand_bhilare@datamaticsbpm.com)

Dear Sir/Madam,

**Sub: Election Notice pursuant to the Scheme of Arrangement between Kaycee Industries Limited and RDJ Constructions Private Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme of Arrangement")**

I/We refer to the Election Notice dated 29<sup>th</sup> June 2018. I/We, the undersigned, have read the Election Notice, the Scheme of Arrangement and understood its contents and unconditionally accept the terms and conditions as mentioned therein. I/We, holding the equity shares of Kaycee Industries Limited ("Equity Shares"), opt for the ticked option and enclose herewith the details as specified in the Election Notice.

DP Id/Client Id/Folio No.	Name of the Beneficiary/Shareholder	No. of Equity Shares held as on Record Date	Entitlement Resulting Company Equity Shares / RPS*

\*The fractional entitlements shall be dealt with in terms of the Scheme of Arrangement. For further details please see Section Cof the Election Notice "Details of the Share Entitlement and Options Available with the Eligible Member".

### Exercise of option - Please tick (✓) only one

Option No.	Option	Please tick ONLY ONE (✓)
I.	Receive Resulting Company Equity Shares of RDJ Constructions Private Limited of Rs.10 each in accordance with the Share Entitlement Ratio, which shall not be listed on the stock exchange	<input type="checkbox"/>
<b>OR</b>		
II.	Receive Resulting Company RPS of RDJ Constructions Private Limited of Rs.100 each in accordance with the Share Entitlement Ratio which shall be not be listed on the stock exchange and will be redeemed at the expiry of 12 months from the date of issuance	<input type="checkbox"/>

Yours faithfully,

	Full name(s) of the holder	PAN	Signature(s)
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			

Note: In case of joint holdings, all holders must sign

Place:Mumbai

Date: 29<sup>th</sup> June 2018



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**ELIGIBLE MEMBERS ARE REQUESTED TO NOTE THAT THE FORM OF ACCEPTANCE RECEIVED BY THE REGISTRAR AFTER THE CLOSE OF THE ELECTION PERIOD (i.e. 25<sup>th</sup> JULY 2018) WILL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND SUCH ELIGIBLE MEMBERS SHALL AUTOMATICALLY FALL UNDER THE DEFAULT OPTION.**

-----Tear along this line-----  
Received from Mr./Ms./M/s. \_\_\_\_\_ Acknowledgement \_\_\_\_\_  
Address \_\_\_\_\_  
Dp id/Client id/Folio No. \_\_\_\_\_  
Date of Receipt \_\_\_\_\_ Signature and stamp of Official \_\_\_\_\_

## INSTRUCTIONS

- PLEASE NOTE THAT FORM OF ACCEPTANCE OF ELECTION NOTICE SHOULD **NOT** BE SENT DIRECTLY TO THE COMPANY
- The duly filled in Form of Acceptance should be submitted at / couriered to the collection centre of Datamatics Business Solutions Limited as mentioned in the Election Notice or posted using pre-paid business reply envelope enclosed and should reach the office of the Registrar latest by 25<sup>th</sup> July 2018 being the last date under the Election Period.
- The Form of Acceptance is **NOT TRANSFERABLE**
- Eligible Members to select **ONLY ONE** of the options available to them. Eligible Members are not permitted to revise their options once selected and submitted to the Registrar.
- Eligible Members not receiving the Form of Acceptance and the Election Notice may download the same from the Company's website [www.kayceeindustries.com](http://www.kayceeindustries.com).
- Inconsistent or incomplete forms **SHALL** be **REJECTED**. All rejected forms shall automatically fall under the Default Option and shall be issued Resulting Company RPS.
- In case Registrar receives multiple forms from the Eligible Members for the same Folio No., then the form which is received first and complete in all aspect will be considered and remaining form(s) will be rejected.
- The Eligible Members should note that the signature of the Eligible Members should match with the signature as per the records maintained by the Registrar. If the signatures do not match, the Form of Acceptance will be considered as not duly filled and such Eligible Members shall be issued Resulting Company RPS as per the Default Option unless the subsequent formalities are fulfilled by such Eligible Member.
- Any person signing the Form of Acceptance on the basis of power of attorney/ board resolution/any authority document, the certified copy of same should be annexed with this Form of Acceptance.

## DECLARATIONS

- I/We refer to the Election Notice dated 29<sup>th</sup> June 2018. I/We, the undersigned, have read the Election Notice, the Scheme of Arrangement and understood its contents and unconditionally accept the terms and conditions as mentioned therein;
- I/We, holding the equity shares of Kaycee Industries Limited, opt for the ticked option and enclose herewith the details as specified;
- I/We understand that should I/We fail to furnish all relevant details as set out in this Form of Acceptance and Election Notice, this may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to me/us;
- I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection of Election Notice and Form of Acceptance and agree to abide by the decision taken in accordance with the applicable laws, rules and regulations;
- I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.

All future correspondence, if any, should be addressed to the Registrar at the following address:

**Datamatics Business Solutions Limited**  
(Unit : **Kaycee Industries Limited**)

Plot No. B 5, Part B Cross Lane, MIDC, Andheri East, Mumbai - 400093,

(Phone: 022 - 6671 2188 Fax: 022-8350217 Contact Person : Mr Anand Bhilare E-mail: [anand\\_bhilare@datamaticsbpm.com](mailto:anand_bhilare@datamaticsbpm.com))