NOTICE TO THE MEMBERS

NOTICE is hereby given that the SEVENTY FIFTH 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 Friday , the 28th September, 2018 at 11.30 A.M to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.

2. To declare Final Dividend on Equity Shares for the Financial Year Ended 31st March, 2018

3. To re-appoint a Director in place of Ms.Raju Grover (DIN No.01584366), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. To appoint Ms. Aarti Grover, Managing Director DIN 02625342, for a period of 5 years.

   To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

   "RESOLVED THAT, the Company hereby accords its approval and consent under Sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, to the appointment of Ms. Aarti Grover (DIN 02625342) as Managing Director of the Company for a period of five years with effect from 01/10/2018 and to her receiving remuneration, benefits and amenities as Managing Director of the Company as set out in the Explanatory Statement annexed to the Notice of this Meeting and upon the terms and conditions and stipulations contained in an Agreement to be entered into between the Company and Ms. Aarti Grover, a draft whereof is placed before the Meeting and which, for the purposes of identification, is initialed by the Chairman of the Meeting.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

By Order of the Board of
Kaycee Industries Limited

Aarti Grover	**Raju Grover**
Managing Director	**Director**
DIN: 02625342	DIN: 01584366

Place: Mumbai
Date: 13th August, 2018