



KAYCEE INDUSTRIES LTD.

Regd. Off.: Old Kamani Chamber, 32, Ramjibhai Kamani Road, Ballard Estate, Mumbai-400 001.
Tel.: +91-22-2261 3521 / 22 / 23 • Fax : +91-22-2261 6106 • Email : kayceeindltd@vsnl.com
Web : www.kayceeindustries.com • CIN No. : L70102MH1942PLC006482

19.08.2019

To,

BSE Limited
Mumbai.

Sub : Recommendation of the Committee of Independent Directors (IDC) on the Open Offer to the shareholders

We enclose herewith the Recommendation of the Committee of Independent Directors (IDC) on the Open Offer to the shareholders of Kaycee Industries Limited (The Target Company or TC) by Salzer Electronics Limited (Acquirer) for acquiring of 16,503 fully paid up Equity Shares of Rs.100/- each, constituting 26% of the Equity Share and Voting Capital of Target Company under Regulation 26(7) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 and subsequent amendments thereto (the "SEBI (SAST) Regulations") duly signed by the Chairman of Committee of Independent Directors.

Thanking you,

Yours faithfully,
For KAYCEE INDUSTRIES LIMITED



CHANDRA PRAKASH JAIN
WHOLE TIME DIRECTOR
DIN : 07337778



FACTORY : PLOT NO. F-25, ADDITIONAL AMBERNATH INDL.AREA, ANAND NAGAR,
MIDC, AMBERNATH (E), DIST. THANE - 421 502 • TEL.: (0251) 2621138
FACTORY : 70, LAKE ROAD, BHANDUP, MUMBAI - 400 078.



KAYCEE IND. LTD.
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Brand that sets
the standard



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Regd. Office : Old Kamani Chambers, 32, Ramjibhai Kamani Marg, Ballard Estate, Mumbai - 400 001.
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Email : kayceeindltd@vsnl.com **Web. :** kayceeindustries.com

Recommendation of the Committee of Independent Directors ("IDC") on the Open Offer to the shareholders of Kaycee Industries Limited (the 'Target Company' or "TC") by Salzer Electronics Limited ("Acquirer") for acquiring of 16,503 fully paid-up Equity Shares of Rs.100/- each, constituting 26% of the Equity Share and Voting Capital of Target Company under Regulation 26(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto [the 'SEBI (SAST) Regulations'].

1.	Date	19.08.2019
2.	Name of the Target Company (TC)	Kaycee Industries Limited ("TC")
3.	Details of the Offer pertaining to TC	The Open Offer is being made by the Acquirer to the shareholders of the TC, for acquisition of upto 16,503 fully paid-up Equity Shares of the face value of Rs. 100/- each, constituting 26% of the Equity Share Capital and Voting Capital, at a price of Rs. 3475/- (Rupees Three Thousand Four Hundred and Seventy-Five only) per share in terms of Regulations 3(1) & 4 of SEBI (SAST) Regulations.
4.	Name(s) of the acquirer and PAC with the acquirer	Salzer Electronics Limited ("Acquirer")
5.	Name of the Manager to the offer	Systematix Corporate Services Limited SEBI Registration No. INM 000004224 The Capital, A-Wing, 6 th Floor, No. 603-606, Plot No. C-70, G - Block, Bandra-Kurla Complex (BKC), Bandra (East), Mumbai - 400 051, Maharashtra, India. Tel. No: +91-22-6704 8000 Fax No. +91-22-6704 8022 Email: ecm@systematixgroup.in Website: www.systematixgroup.in
6.	Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	• Mrs. Sona Purshottam Ramchandani • Mrs. Pramila Merani • Mrs. Savitri Lal Butani Mrs. Sona Purshottam Ramchandani is the Chairperson of the Committee of Independent Directors ("IDC").
7.	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	All the IDC Members are Independent & Non-Executive Directors of the TC. They do not have any contractual relationship with the TC.
8.	Trading in the Equity shares/other securities of the TC by IDC Members	None of the IDC Members have done any trading in Equity Shares / Other securities of the TC since their appointment as Director.
9.	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC Members have any relationship with the Acquirer.
10.	Trading in the Equity shares/other securities of the acquirer by IDC Members	None of the IDC Members are trading in Equity shares/other securities of the acquirer
11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	IDC is of the opinion that the offer is fair and reasonable on the date of the Public Announcement ("PA"). The shareholders may independently evaluate the offer and take an informed decision in the best of their interests.
12.	Summary of reasons for recommendation (IDC may also invite attention to any other place, e.g. company's website, where its	IDC has evaluated the Public Announcement ("PA"), Detailed Public Statement ("DPS"), Draft Letter of Offer ("DLOF") and Corrigendum released by Systematix Corporate Services Limited (Manager to the



FACTORY :- Plot No. F-25, Addl. Ambarnath Industrial Area, Anand Nagar,
 Ambarnath (East), Thane - 4210502

Sona Ramchandani





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	detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)	Offer) for and on behalf of Acquirer. Based on the above, the IDC is of the opinion that the Offer Price, being offered by the Acquirer, of Rs. 3475/- per fully paid-up Equity Share is fair and reasonable and recommends the acceptance of the Open Offer, in the light of the following: • The shares are frequently traded on the stock exchange. • The Offer Price offered by the Acquirer is in line with the regulation prescribed by SEBI under the SEBI (SAST) Regulations and prima facie appears to be justified. However, it is advised to the shareholders to independently evaluate the open offer vis-à-vis current share price and take an informed decision before participating in the Offer.
13.	Details of Independent Advisors, if any.	Nil
14.	Any other matter(s) to be highlighted	Nil

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the TC under the SEBI (SAST) Regulations.

For and on behalf of Committee of Independent Directors of Kaycee Industries Limited

Mrs. Sona Purshottam Ramchandani
 Chairman of Committee of Independent Directors



Place: Mumbai
 Date: 19.08.2019