

KEMP & COMPANY LIMITED



132nd Annual Report 2012 - 2013

132nd Annual Report

Board of Directors

Mr. Maneck Davar
Mr. Ranjan Sanghi
Mr. Shekhar Shah
Mr. M. K. Arora

Bankers

Central Bank of India

Auditors

M/s. Kalyaniwalla & Mistry
Chartered Accountants

Registered Office

78-A, MIDC Estate, Satpur, Nashik - 422 007
Maharashtra

investors' Services Department

DGP House, 5th Floor
88-C, Old Prabhadevi Road
Mumbai - 400 025

Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd.
C-13, Kantilal Maganlal Industrial Estate
Pannalal Silk Mills Compound, L.B.S. Marg
Bhandup (W), Mumbai - 400 078

Branch Offices

Delhi
Kolkata

NOTICE

NOTICE is hereby given that the 132nd Annual General Meeting of the Members of Kemp & Company Limited will be held at "NIWEC", P-29, Street 14, MIDC, Satpur, Nashik-422 007, Maharashtra on Friday, the 28th June 2013 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date, the report of the Directors and the Auditors thereon.
2. To declare dividend on the Equity Shares.
3. To appoint a Director in place of Mr. Ranjan Sanghi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration, and for the purpose, 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 224 and all other applicable provisions, if any, of the Companies Act, 1956, M/s. Kalyaniwalla & Mistry, Chartered Accountants, having Registration Number 104607W, the retiring Auditors, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the said period in addition to the reimbursement to them of actual out of pocket expenses as may be incurred in the performance of their duties."

By the order of the Board of Directors

Ranjan Sanghi
Director

Registered Office:
78-A, MIDC Estate
Satpur
Nashik – 422 007

Date: 29th May, 2013

ANNEXURE TO NOTICE**Notes:**

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- b) Proxies in order to be effective, should be deposited duly completed, stamped and signed at the Registered Office of the Company not less than 48 hours before the Meeting.
- c) Pursuant to Section 154 of the Companies Act, 1956, the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the 18th June, 2013 to Friday, the 28th June, 2013 (both days inclusive).
- d) The dividend as recommended by the Board of Directors if approved by the Members at the ensuing Annual General Meeting will be paid on Thursday, the 4th July, 2013 as under:
 - i) To the Members holding shares in physical form whose names appear in the Company's Register of Members as on 28th June, 2013.
 - ii) To the Beneficial Owners, whose names appear in the beneficial owners list to be furnished for this purpose by the National Securities Depository Limited and the Central Depository Services (India) Limited as on the close of business hours on 17th June, 2013.
- e) Members desirous of obtaining any information in respect of annual accounts and operations of the Company are requested to write to the Company at least one week before the Meeting, to enable the Company to make available the required information at the Meeting.
- f) Members are requested to notify immediately, any change in their address registered with the Company to Link Intime India Private Limited, (Unit - Kemp & Company Limited), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078, Tel. No.: +91-22-25963838, Fax No.: +91-22-25946969, the Registrar and Share Transfer Agent of the Company, in respect of equity shares held in physical form and to their respective Depository Participants (DPs) in respect of equity shares held in electronic form.
- g) Under the provisions of Sections 109A and 109B of the Companies Act, 1956, shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his/her/their share(s) in the Company, shall vest after his/ her/their lifetime. Members who are holding share(s) in physical form and are interested in availing this nomination facility are requested to write to the Company or the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, (Unit - Kemp & Company Limited), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078, Tel. No.: +91-22-25963838, Fax No.: +91-22-25946969 and those Members who are holding share(s) in electronic form, are requested to write to their respective Depository Participants (DPs).
- h) Consequent upon the amendment of Section 205A of the Companies Act, 1956 and the insertion of Section 205C by the Companies (Amendment) Act, 1999, the amount remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund. As stipulated by the Ministry of Corporate Affairs (MCA) through its various circulars, your Company has uploaded on the website of the MCA, the information regarding unpaid and unclaimed amount of dividend lying with the Company upto the financial year ended 31st March, 2012 updated till the date of 131st Annual General Meeting i.e. 14th September, 2012. Members who have not yet encashed their dividend warrants for the years 2005-2006 onwards are requested to make their claims to the Company accordingly, without any delay. It may be noted that the unclaimed dividend for the financial year 2005-2006 is due for transfer to the Fund on 4th October, 2013.
- i) As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their own copies to the Meeting.

DIRECTORS' REPORT

Your Directors have pleasure in presenting their 132nd Annual Report on the affairs of your Company together with the Audited Statement of Accounts for the year ended 31st March, 2013:

FINANCIAL RESULTS

(Amount in ₹)

	Year ended 31.3.2013	Year ended 31.3.2012
Sales & Other Income	73,401,089	74,656,823
Gross Profit	10,849,103	16,203,420
Depreciation	1,537,639	1,543,696
Interest	-	-
Profit before Tax	9,311,464	14,659,724
Provision for Tax (Net of Deferred Tax)	1,962,674	2,694,124
Profit / (Loss) after Tax	7,348,790	11,965,600
Prior year Adjustments	123,059	498,901
Profit brought forward from previous year	59,764,487	54,553,223
Profit available for appropriation	66,990,218	66,019,922
APPROPRIATIONS:		
Proposed Dividend	1,080,200	1,080,200
Tax on Proposed Dividend	183,580	175,235
Transfer to General Reserve	5,000,000	5,000,000
Balance transferred to Balance Sheet	60,726,438	59,764,487
	66,990,218	66,019,922

OVERALL PERFORMANCE AND OUTLOOK

During the year under review, while the Sales and Other Income recorded marginal decline of 1.68% from ₹74,656,823/- to ₹73,401,089/-, the profit after tax recorded decline of 38.58% from ₹11,965,600/- to ₹ 7,348,790/-. The profit before Tax for the year ended 31st March, 2013 was at ₹ 9,311,464 /- (previous year ₹ 14,659,724/-).

The outlook for the coming year is favourable.

Reserves of the Company was at ₹ 135,734,349/- as on 31st March, 2013.

DIVIDEND

Your Directors are pleased to recommend for your consideration a Dividend of ₹ 1/- per equity share i.e. @ 10% (previous year ₹ 1/- per equity share) on the paid-up equity share capital of your Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956 with respect to the Directors' Responsibility Statement, your Directors confirm that:

- in the preparation of the annual accounts for the financial year ended 31st March, 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- such accounting policies are selected and applied consistently and judgements and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profits of your Company for the year under review;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- the annual accounts for the financial year ended 31st March, 2013 have been prepared on a 'Going Concern' basis.

LISTING OF EQUITY SHARES

Your Company's equity shares are listed on the Bombay Stock Exchange Ltd. situated at Phiroze Jeejeebhoy Tower, Dalai Street, Mumbai – 400 001. Your Company has made upto date payment of the listing fees.

DIRECTORS

Mr. Ranjan Sanghi, Director retires by rotation and being eligible offers himself for re-appointment. A proposal for re-appointment of Mr. Ranjan Sanghi as Director is included in the Notice convening the ensuing Annual General Meeting.

PUBLIC DEPOSITS

Your Company has not invited or accepted any Public Deposits during the financial year under report.

AUDITORS

M/s. Kalyaniwalla & Mistry, Chartered Accountants, retire at the ensuing Annual General Meeting and express their willingness to continue, if so appointed. As required under the provisions of Section 224 of the Companies Act, 1956, the Company has obtained a written certificate from the Auditors proposed to be re-appointed to the effect that their re-appointment, if made, would be in conformity with the limits specified in the said section.

COMPLIANCE CERTIFICATE

Pursuant to proviso to Section 383A of the Companies Act, 1956, a certificate from the Company Secretary in whole-time practice in respect of compliance by the Company with the provisions of the Companies Act, 1956, is annexed to this report.

CONSERVATION OF ENERGY

As the Company is not engaged in any manufacturing activity, there are no particulars to be disclosed under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 as regards conservation of energy or technology absorption. Further, during the year under review, the Company has neither earned nor spent any foreign exchange.

PARTICULARS OF EMPLOYEES

Your Company has no employee whose remuneration details are required to be provided under the purview of the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rule, 1975.

INDUSTRIAL RELATIONS

Industrial relations remained cordial throughout the year under review.

ACKNOWLEDGEMENT

Your Directors record their gratitude to the financial institutions, banks and other government departments for their assistance and co-operation during the year.

Your Directors also wish to place on record, their appreciation of the dedicated services of the employees of the Company.

By the order of the Board of Directors

Maneck Davar
Director

Ranjan Sanghi
Director

Registered Office:
78A, MIDC Estate
Satpur
Nashik -422 007
Date: 29th May, 2013

COMPLIANCE CERTIFICATE

CIN of the Company	:	L24239MH1982PLC000047
Nominal Capital	:	₹ 1,45,00,000/-
Issued & Paid Up Capital	:	₹ 1,08,02,000/-

To,
The Members,
KEMP AND COMPANY LIMITED.

We have examined the registers, records, books and papers of KEMP AND COMPANY LIMITED (CIN L24239MH1982PLC000047) (the Company) as required to be maintained under the Companies Act, 1956, (The Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association the Company for the financial year ended on 31st March 2013. 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 and its officers, 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 rules made there under.
3. The Company is a Public Limited Company and hence comments are not required.
4. The Board of Directors duly met four times respectively on 28th May, 2012, 14th August, 2012, 9th November, 2012 and 13th February, 2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members and Share Transfer Book from Tuesday, 4th September 2012 to Friday, 14th September 2012 and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March, 2012 was held on Friday, 14th September, 2012 after giving due notice to the Members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loan to its Directors and/or persons firms or companies referred in Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances 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 any duplicate Share certificate during the financial year under review.
13. The Company has:
 - (i) Delivered all the certificates on allotment of securities and on lodgment thereof for transfer or any other purpose in accordance with the provisions of the Act.
 - (ii) Deposited the amount of dividend declared in a separate bank account within 5 days from the date of declaration of such dividend.
 - (iii) Paid/Posted warrants for dividend to all the members within a period a period 30 days from the date of declaration.
 - (iv) Transferred the amounts in unpaid account to the Investor Education & Protection Fund.
 - (v) Duly complied with the requirements of Section 217 of the Act.

14. The Board of Directors of the Company is duly constituted. There was no appointment of Additional Director during the financial year.
15. The Company has not appointed any Managing Director/Whole-Time Director, Manager during the financial year.
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 Central Government, Company Law Board / Regional Director / Registrar and/or such other 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 provision of the Act and the rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back Equity shares during the financial year.
21. The Company has not redeemed any preference shares or debentures, during the financial year.
22. There was no transaction necessitating to keep in abeyance rights to dividends/rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited or accepted any Deposits including any unsecured loans falling within the purview of Section 58A of the Act read with Companies (Acceptance of Deposit) Rules 1975, during the financial year under review from public.
24. The amounts borrowed by the Company from other bodies corporate during the financial year ending 31-03-2013 are within the borrowing limits of the Company.
25. The Company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
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 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 during the year under scrutiny.
30. The Company has not altered its Article of Association during the year under scrutiny.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishments was imposed on Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year, under certification.
33. The Company has deposited both employee's and employer's contribution to Provident Fund prescribed authorities pursuant to Section 418 of the Act.

Signature:

Name of the Company Secretary

MRS. RAGINI CHOKSHI

FOR RAGINI CHOKSHI & ASSOCIATES

(Proprietor)

C.P.No.1436

Place: Mumbai

Date: 29th May, 2013

Annexure A

Registers as maintained by the Company under Companies Act, 1956:

1. Register and Index of Members u/s. 150.
2. Minutes Book of Meetings.
3. Books of Accounts u/s. 209.
4. Registers of Directors, Managing Director, Manager and Secretary u/s.303.
5. Register of Directors' shareholding u/s. 307.
6. Register of Share Transfer.
7. Annual General Meeting Attendance.
8. Register of Charges.
9. Directors Attendance Register.
10. Register of Proxies.
11. Register and Returns u/s.163.
12. Declaration u/s.299.
13. Register of Investments u/s.49.

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended on 31st March, 2013.

Sr. No.	Form No. / Return	Filed under Section	Period	Date of filing	Whether filed within prescribed time	If delay in filing whether requisite additional fee paid Yes/No
1.	Form No. INV	Rule 3	2012-2013	29/08/2012	Yes	No
2.	Form No. 1INV	Rule 3	2012-2013	16/10/2012	Yes	No
3.	Form No. 66	383A	2012-2013	18/10/2012	No	Yes
4.	Form No. 20B	159	2012-2013	05/11/2012	Yes	No
5.	Form No.5INV	Rule 3	2012-2013	12/12/2012	Yes	No
6.	Form No 23AC & XBRL	220	2012-2013	19/12/2012	Yes	No