



**KEMP & COMPANY LIMITED**

**134<sup>th</sup> Annual Report 2014-15**



**134<sup>th</sup> Annual Report****BOARD OF DIRECTORS**

Mrs. Shalini D. Piramal (w.e.f. 26/03/2015)  
Mr. Ranjan Sanghi  
Mr. Shekhar Shah  
Mr. M. K. Arora  
Mr. Maneck Davar (till 29/07/2015)  
Mr. Rajkumar Kataria (w.e.f. 14/08/2015)

**CHIEF FINANCIAL OFFICER**

Mr. Sunil Gupta

**COMPANY SECRETARY**

Mr. Kunal Chhatwani

**STATUTORY AUDITORS**

M/s. Kalyaniwalla & Mistry  
Chartered Accountants

**INTERNAL AUDITORS**

M/s. Suresh Surana & Associates LLP

**BANKERS**

Central Bank of India

**REGISTERED OFFICE**

78-A, MIDC Estate, Satpur,  
Nashik – 422 007, Maharashtra.  
Tel.: +91-253-240 6700 Fax: +91-253-235 0756  
**CIN : L24239MH1982PLC000047**

**INVESTORS' SERVICES DEPARTMENT**

DGP House, 5<sup>th</sup> Floor, 88-C, Old Prabhadevi Road, Mumbai – 400 025, Maharashtra.  
Tel.: +91-22-6653 9000 Fax: +91-22-6660 8393

**REGISTRAR & SHARE TRANSFER AGENT**

Link intime India Private Limited,  
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, Maharashtra.  
Tel.: +91-22-2596 3838, +91-22-2594 6969. Email: [helpline@linkintime.co.in](mailto:helpline@linkintime.co.in)

## NOTICE

NOTICE is hereby given that the 134<sup>th</sup> Annual General Meeting of the Members of Kemp & Company Limited will be held at the Registered Office of the Company at 78 A, MIDC Estate, Satpur, Nashik – 422 007, on Wednesday, the 30<sup>th</sup> September 2015 at 11.30 a.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2015 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year 2014-15.
3. To appoint a Director in place of Mr. M. K. Arora, who retires by rotation and being eligible, offers himself for reappointment.
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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder and pursuant to the recommendations of the Audit Committee, M/s. M/s Kalyaniwalla & Mistry, Chartered Accountants having Registration No. 104607W, the retiring Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this 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 authorized to fix their remuneration for the financial year ending 31<sup>st</sup> March 2016 in addition to the reimbursement of actual out of pocket expenses as may be incurred by them in the performance of their duties."

### SPECIAL BUSINESS:

5. To consider & if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT Mrs. Shalini D. Piramal, who was appointed by the Board of Directors of the Company as an Additional Director with effect from 26<sup>th</sup> March 2015 in terms of Section 161 of the Companies Act, 2013 read with Article 159 of the Articles of Association of the Company and who holds office till the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company."
6. To consider & if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT in accordance with the provisions of sections 2(78), (94) and 197 of the Companies Act, 2013 (the Act) read with Schedule V to the Act, the approval of the Company be and is hereby accorded to the appointment of Mrs. Shalini D. Piramal as a Whole time Director designated as Managing Director of the Company for a period of 5 years from 26<sup>th</sup> March, 2015 to 25<sup>th</sup> March 2020 (both days inclusive) on the terms and conditions, including remuneration and perquisites as mentioned herein below and set out more particularly in the Agreement to be entered into between the Company and Mrs. Shalini D. Piramal, a draft of which is placed before this Meeting

#### SALARY

Basic Salary of Rs. 1,40,000/- per month in the scale of Rs. 1,40,000/- - Rs. 4,00,000/-.

Increments within the salary scale will be decided by the Board of Directors from time to time as it may deem fit.

#### PERQUISITES

Following perquisites on a monthly basis in addition to salary not exceeding three times the monthly basic salary shall be allowed as per the rules of the Company within the overall ceiling fixed by the Company. For the purpose of calculating the ceiling, the perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rules, they shall be evaluated at actual cost.

#### Housing

Residential accommodation with furnishings or house rent allowance in lieu thereof as per the policy of the Company.

#### Medical Reimbursement

Reimbursement of actual expenses incurred for self and family as per the rules of the Company.

#### Leave Travel Allowance

For self and family once in a year as per the rules of the Company.

#### Other Allowances and Contributions

As per the policy of the Company.

#### Earned / Privilege leave

On full pay and allowance as per the policy of the Company. Encashment of leave accumulated but not availed during the tenure or at the end of tenure of office, as the case may be, in accordance with the policy of the Company.

**Conveyance & Telephones**

As per the policy of the Company

**Sitting Fees**

The Managing Director shall not be paid any sitting fees for attending any meetings of the Board / Committee(s) / General Meeting(s) etc.

**General**

The Managing Director shall be subject to the other service conditions, rules and regulations of the Company as may be prescribed from time to time.

**Minimum  
Remuneration**

In the event of absence or inadequacy of profits of the Company in any financial year, the remuneration as mentioned herein above shall not be reduced but shall be payable subject to the approval of the Central Government. In the event of the Central Government providing its approval subject to any modification(s) / alteration(s), the remuneration of Mrs. Shalini D. Piramal shall be such as may be approved by the Central Government. However, in the event of the Central Government not Providing its approval, Mrs. Shalini D. Piramal shall be entitled to receive such amount as minimum remuneration as is permissible under Section II of Part II of Schedule V to the Act.

7. To consider & if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
 "RESOLVED THAT Mr. Rajkumar Kataria (DIN 01960956), who was appointed by the Board of Directors of the Company as an Additional Director with effect from 14th August 2015 in terms of Section 161 of the Companies Act, 2013 read with Article 159 of the Articles of Association of the Company and who holds office till the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company;  
 RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rajkumar Kataria, who is appointed as a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 years commencing from 30<sup>th</sup> September 2015 up to 29<sup>th</sup> September 2020."
8. To consider and, if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:  
 "RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, the Registers and Returns required to be maintained by the Company under Section 88 and 92 of the Companies Act, 2013, may be maintained at the Company's Corporate Office at DGP House, 88 C, Old Prabhadevi Road, Mumbai - 400025 with effect from 1<sup>st</sup> October 2015."
9. To consider and, if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:  
 "RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the Company be and is hereby accorded to the arrangement entered into with Vibhuti Investments Co. Ltd. regarding monthly tenancy in respect of Company's commercial premises located at 88 C, Old Prabhadevi Road, Mumbai – 400 025 and that the transactions entered into during the year be and are hereby approved.  
 FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to sign and to execute agreement and any other deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By the order of the Board of Directors

Kunal Chhatwani  
Company Secretary

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

Date: 14<sup>th</sup> August 2015

CIN : L24239MH1982PLC000047

### NOTES:

- (a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item Nos. 5 to 7 as set out under special business of the Notice and the details in respect of the Directors proposed to be appointed /re-appointed at the Annual General Meeting to be provided under Clause 49 of the Listing Agreement with Stock Exchange(s) where the shares of the Company are listed is annexed hereto.

- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting i.e. by 11.30 a.m. on the 28<sup>th</sup> September 2015. A Proxy form is sent herewith.

- (c) Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the resolution to the Company, authorizing their representative to attend and vote on behalf of the Company.

- (d) Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, the 22<sup>nd</sup> September 2015 to Wednesday, the 30<sup>th</sup> September 2015 (both days inclusive) for the purpose of payment of final dividend.

- (e) The dividend as recommended by the Board of Directors if approved by Members at the ensuing Annual General Meeting will be paid on or before 5<sup>th</sup> October 2015 as under:

i) To those Members holding shares in physical form, whose names appear in the Company's Register of Members as on the 30<sup>th</sup> September 2015.

ii) To those 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 the 21<sup>st</sup> September 2015.

- (f) 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.

- (g) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details 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 (RTA).

- (h) The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA) has allowed companies to send official documents to their shareholders electronically. The Company has already started sending documents like Notice convening the general meetings, Directors' Report, Auditors' Report, Financial Statements etc to the email address provided by Members with their depositories or to the Company or the Company's RTA.

The Company requests the Members to expeditiously update their email address with their respective depository participant or to the Company or the Company's RTA to ensure that the annual report and other documents reach them on their preferred email.

Those members who have shares in physical form are requested to expeditiously inform their email address to the Company at DGP House, 5th Floor, 88-C, Old Prabhadevi Road, Mumbai – 400025, Tel.: +91-022-66539000 Fax: +91-022-66608393 Email: kemp-investor-help@vipbags.com or the Company's RTA.

- (i) Electronic copy of the Annual Report for the year 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for the year 2014-15 is being sent in the permitted mode.

- (j) In case of joint shareholders attending the meeting, only such joint shareholder whose name appears higher in order of names as mentioned in the Register of Members of the Company will be entitled to vote.

- (k) Members are requested to notify immediately, any change in their address registered with the Company or to the RTA for equity shares held in physical form and to their respective Depository Participants (DPs) in respect of equity shares held in electronic form.
- (l) Under the provisions of Section 72 of the Companies Act, 2013, 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 RTA and those Members who are holding share(s) in electronic form, are requested to write to their respective Depository Participants (DPs).
- (m) Consequent to Sections 124 and 125 of the Companies Act, 2013 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, the Company has uploaded, on its website as also on the website of the MCA, the information regarding unpaid and unclaimed amount of dividend lying with the Company upto the financial year ended 31<sup>st</sup> March 2014 updated till the date of 133<sup>rd</sup> Annual General Meeting i.e. 26<sup>th</sup> September 2014. Members who have not yet encashed their dividend warrants for the years 2007-2008 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 2007-2008 is due for transfer to the Fund on 30<sup>th</sup> September 2015.
- (n) In order to render better and efficient services, Members are requested to consolidate the multiple folios which are in the same names and in identical order. Consolidation of folios does not amount to transfer of shares and therefore no stamp duty or other expenses are payable for the same. In case any Member(s) decide to consolidate his/her/their folios, he/she/they is/are requested to forward his/her/their share certificates, along with a request letter, to the Company or the Company's RTA.
- (o) Members may also note that the Notice of the 134<sup>th</sup> Annual General Meeting and the Annual Report for the Financial Year 2014-15 will also be available on the Company's website [www.kempnco.com](http://www.kempnco.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Nashik for inspection during normal business hours on any working day, except Saturdays, up to the date of the Annual General Meeting of the Company.
- (p) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Rules, 2015 and clause 35B of the Listing Agreement, the Company has provided a facility to its Members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited (CDSL). The facility for voting through ballot paper will be made available at the Annual General Meeting and the members attending the Annual General Meeting who have not already cast their votes by remote e-voting shall exercise their right to vote at the Annual General Meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again. The instructions for e-voting are given below.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 27<sup>th</sup> September 2015 at 9.00 a.m. and ends on 29<sup>th</sup> September 2015 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16<sup>th</sup> September 2015, may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. In case the shareholder(s) cast their votes through both the modes, votes casted by remote e-voting shall prevail and votes casted through Ballot form shall be treated as invalid.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user, follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Address Sticker of this Annual Report.</li> </ul>
Date of Birth	Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the Date of Birth or Dividend Bank Details in order to login. If the details are not recorded with the depository or the Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- (q) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date (record date) of 23<sup>rd</sup> September 2015.
- (r) Those shareholders who have become the shareholders after 1<sup>st</sup> September 2015 the cut-off date for sending the Annual Report may refer to the Notice which is available on the Company's website [www.kempnco.com](http://www.kempnco.com) and also on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
- (s) Ms. Ragini Chokshi, Company Secretary in practice (Membership No. 2390) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (t) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
- (u) The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.kempnco.com](http://www.kempnco.com) and on the website of CDSL within two(2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges.
- (v) 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.
- (w) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days except Saturdays, up to the date of the Annual General Meeting of the Company.

## **ANNEXURE TO THE NOTICE**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### **Items Nos. 5 & 6**

The Board of Directors ("the Board") at its meeting held on 26<sup>th</sup> March 2015 appointed Mrs. Shalini D. Piramal, as an Additional Director of the Company with effect from 26<sup>th</sup> March 2015 in terms of Section 161 of the Companies Act, 2013 (the Act) read with Article 159 of the Articles of Association of the Company. Mrs. Piramal holds office upto the date of this Meeting. The Company has received a notice in writing along with the requisite deposit of Rs. 1,00,000/- under Section 160 of the Companies Act, 2013 from a shareholder intimating his/her intention to propose Mrs. Shalini D. Piramal as a candidate for the office of Director.

Mrs. Shalini D. Piramal, 50, is a Graduate and is in the employment of the Company since 2007. She has over 10 years of experience in Business activities.

Considering her qualification and experience, the Board at its aforesaid meeting also appointed Mrs. Shalini D. Piramal as a Whole-time Director of the Company designated as Managing Director for a period of five years with effect from 26<sup>th</sup> March, 2015 to 25<sup>th</sup> March 2020 (both days inclusive) upon the terms & conditions including the remuneration as detailed in the Agreement to be entered into between the Company and the Managing Director and also as set out in the Ordinary Resolution at Item No. 6 of the accompanying Notice.

Mrs. Shalini D. Piramal is not disqualified from being appointed as Director in terms of Section 164 and 184 of the Act and has given her consent to act as Director.

Inspection by Members:

The draft of the Agreement to be entered into between the Company and Mrs. Shalini D. Piramal, as 'Managing Director' of the Company is open for inspection by the Members during the normal working hours of the Company at its Registered Office upto the date of the Meeting.

The Board of Directors recommend passing of the Resolutions as set out in Item Nos. 5 & 6 of the accompanying Notice.

None of the Directors, other than Mrs. Shalini D. Piramal are, in any way, concerned or interested or deemed to be concerned or interested in passing of the said resolution.

### **Item No. 7**

The Board of Directors ("the Board") at its meeting held on 14<sup>th</sup> August 2015 appointed Mr. Rajkumar Kataria, as an Additional Director of the Company with effect from 14<sup>th</sup> August 2015 in terms of Section 161 of the Companies Act, 2013 (the Act) read with Article 159 of the Articles of Association of the Company. Mr. Kataria holds office upto the date of this Meeting. The Company has received a notice in writing along

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with the requisite deposit of Rs. 1,00,000/- under Section 160 of the Companies Act, 2013 from a shareholder intimating his/her intention to propose Mr. Rajkumar Kataria as a candidate for the office of Director.

Mr. Rajkumar Kataria, 60, is a ACS and has done Masters in Commerce and obtained Bachelor's Degree in Law (Merit). Mr. Rajkumar Kataria is the Co-Founder & Director of Arpwood Holdings Pvt. Ltd. He is also presently on the Board of Arpwood Capital Pvt. Ltd., Thirumalai Chemicals Ltd., and Mumtaz Hotels Ltd. Mr. Raj Kataria has previously served with DSP Merrill Lynch Ltd., as Managing Director of Investment Banking Division, Head of FIG during 2006-2011. He has over 30 years of experience in Business activities.

It is proposed to appoint Mr. Rajkumar Kataria as an Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for a period of 5 years commencing from 30<sup>th</sup> September 2015 upto 29<sup>th</sup> September 2020 (both days inclusive).

Mr. Rajkumar Kataria is not disqualified from being appointed as Director in terms of Section 164 and 184 of the Act and has given his consent to act as Director. The Company has also received declaration from Mr. Rajkumar Katariaa that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Rajkumar Kataria fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Mr. Rajkumar Kataria is independent of the management of the Company.

The Board of Directors recommend passing of the Resolutions as set out in Item No. 7 of the accompanying Notice.

None of the Directors, other than Mr. Rajkumar Kataria, is in any way, concerned or interested or deemed to be concerned or interested in passing of the said resolution.

The Board recommends the Ordinary Resolutions set out at Item No.7 of the Notice for approval by the shareholders.

### Item No. 8

The Register of Members and other Registers/ Returns under Section 94 of the Companies Act, 2013 is presently required to be maintained in the Registered Office. In terms of proviso to Section 94(1) and Rule 5 (2) of Companies (Management and Administration) Rules, 2014, the Register of Members and other Registers/ Returns required to be maintained at the registered office can be maintained at any other place in India, in which more than one-tenth of total Members reside, if so authorised by way of a Special Resolution. It is proposed to maintain these registers at the Company's Corporate Office at DGP House, 88 C, Old Prabhadevi Road, Mumbai – 400 025, since more than 10% of the Members reside in Mumbai which needs the approval of Members by way of Special Resolution.

Your Directors recommend the resolution for your approval. None of the Directors, Key Managerial Personnel or their relatives are deemed to be interested in this Resolution.

### Item No. 9

For the convenience of operations and management of the property, Company has given on monthly tenancy its commercial premises located at 88 C, Old Prabhadevi Road, Mumbai – 400 025 to Vibhuti Investment Co. Ltd. which is the holding company of the Company and therefore is treated as a related party.

As per Section 188 of the Companies Act, 2013, all related party transactions needs the approval from the shareholders of the Company by way of a Special Resolution. During the year Company has entered into the following transactions aggregating to Rs. 1,06,38,088/- with Vibhuti Investment Co. Ltd. with regard to the aforesaid property of the Company:

Property Income – Tenancy Charges	Rs. 22,35,768
Maintenance Charges	Rs. 67,07,304
Property Tax	Rs. 16,95,016

The Directors recommend the resolution for members' approval as a Special Resolution.

Mr. M. K. Arora and Mr. Shekhar Shah, Directors are also the Directors of Vibhuti Investments Co. Ltd. and may be deemed to be concerned or interested in passing of the aforesaid resolution. None of the other Directors are concerned or interested in passing the resolution.