



KEMP & COMPANY LIMITED

136th Annual Report 2016-17

136th Annual Report

BOARD OF DIRECTORS

Mrs. Shalini D. PIRAMAL- Managing Director
Mr. Ranjan Sanghi
Mr. Shekhar Shah
Mr. M.K. Arora
Mr. Raj Kumar Kataria

CHIEF FINANCIAL OFFICER

Mr. Sunil Kumar Gupta

STATUTORY AUDITORS

M/s. Kalyaniwalla & Mistry
Chartered Accountants
(Up till Financial year 2016-17)

M/s. M L Bhuwania and Co. LLP
Chartered Accountants
(Proposed from Financial year 2017-18)

BANKERS

Central Bank of India

COMPANY SECRETARY

Mr. Kunal Chhatwani

INTERNAL AUDITORS

M/s. Suresh Surana & Associates LLP

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, 5th Floor, 88C, Old Prabhadevi Road, Mumbai- 400 025, Maharashtra
Tel: +91 22 6653 9000 , Fax: +91 22 6653 9089
Website- www.kempnco.com

REGISTRAR & SHARE TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED,
C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083
Tel: + 91 22 49186270, Fax: + 91 22 49186060
Email: rnt.helpdesk@linkintime.co.in

NOTICE

NOTICE is hereby given that the 136th Annual General Meeting (AGM) of the Members of KEMP & COMPANY LIMITED will be held at 78A, MIDC Estate, Satpur, Nashik 422 007, Maharashtra on Friday, 4th August, 2017, at 12.30 pm 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 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. M.K.Arora (DIN-00031777), who retires by rotation and being eligible, seeks re-appointment.
3. To 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 Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to recommendations of the Audit Committee, M/s. M L Bhuwania and Co., LLP, Chartered Accountants, (Firm Registration No. 101484W/W100197) be and are hereby appointed as Statutory Auditors of the Company, for a term of five years from the conclusion of this meeting till the conclusion of 141st Annual General Meeting to be held for the financial year 2021-22, subject to ratification of their appointment by Members at every Annual General Meeting and that the Board of Directors of the Company be and are hereby authorized to fix their remuneration for the financial year 2017-18 in addition to the reimbursement of actual out of pocket expenses as may be incurred by them in performance of their duties.”

By Order of the Board of Directors

Place: Mumbai

Dated: 30th May, 2017

Kunal Chhatwani

Company Secretary

Registered Office:

78-A, MIDC Estate, Satpur, Nashik – 422007.

CIN: L24239MH1982PLC000047

NOTES:

- (a) 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.

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 (i.e. by 12:30 p.m. on 2nd August, 2017) before the commencement of the meeting. A Proxy form is annexed to this report.

- (b) Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on behalf of the Company.
- (c) 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 Monday, 24th July, 2017 to Friday, 4th August, 2017 (both days inclusive).
- (d) Members desirous of obtaining any information in respect of Annual Financial Statements 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.
- (e) 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 (RTA), Link Intime India Private Limited, (Unit – Kemp & Company Limited), C-101, 247 Park, LBS Marg, Vikroli (W), Mumbai-400083 Tel.: +91 22-49186270, Fax No. : +91 22-49186060.
- (f) 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. Accordingly, Annual Report for the financial

year 2016-17 along with Notice of the 136th AGM of the Company, Attendance slip and Proxy form 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 IDs, physical copies of the Annual Report for the year 2016-17 are being sent through the permitted mode. However, the Company requests the members to expeditiously update their e-mail id by writing to the Company at DGP House, 5th Floor, 88-C, Old Prabhadevi Road, Mumbai-400025, Tel.: +91-22-6653 9000 Fax: +91-22- 6653 9089 Email: kemp-investor@kempnco.com or the Company's RTA.

- (g) Members may also note that the Notice of the 136th AGM and the Annual Report for financial year 2016-17, in Portable Document Format (PDF), will also be available on the Company's website www.kempnco.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on any working day except Saturdays, upto the date of the 136th AGM of the Company.
- (h) 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.
- (i) 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.
- (j) 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).
- (k) In terms of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Central Government. Accordingly, the unclaimed Final dividend in respect of Financial Year 2009-10 is due for transfer to the said Fund on 23rd August, 2017. Members who have not yet encashed or claimed their dividend warrant(s) pertaining to the dividend for the Financial Year 2009-10 onwards, are requested to lodge their claims with the Company for the same.

Attention of Members is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF rules) amended from time to time, which inter alia requires the Company to transfer the equity shares on which the dividend has remained unpaid or unclaimed for a continuous period of seven years, to a Demat account of the Authority to be opened by Investor Education and Protection Fund Authority ('IEPF Authority'). The said Shares, once transferred to the said Demat account of the IEPF Authority can be claimed only after following due procedure prescribed under the said IEPF rules.

The Company has intimated individually to all shareholders, dividend on whose shares has remained unpaid for a continuous period of seven years and a notice in this regard has also been published in the Free Press Journal (English) and Nav Shakti (Marathi) on 31st March, 2017. The Statement of Unclaimed Dividend amount for 7 consecutive years and shares due for transfer to Demat Account of IEPF Authority is placed on the website of the Company at www.kempnco.com

Members are therefore requested to approach the Company's RTA to claim their unpaid dividend, if any.

- (l) 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.
- (m) 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM 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 "cut-off-date" for determining the eligibility for voting either through electronic voting system or ballot is fixed as Friday the 28th July, 2017. The voting period begins on 1st August, 2017 at 9.00 a.m. and ends on 3rd August, 2017 at 5.00 p.m. The e-voting

module shall be disabled by CDSL for voting thereafter. 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.

The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders / Members

(iii) Now Enter your User ID

a. For the shareholders holding shares with CDSL: 16 digits beneficiary ID,

b. For the shareholders holding shares with NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number as it is registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use sequence number (as printed on the label on the envelope) in the PAN Field.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or DOB (dd/mm/yyyy) as recorded in your demat account or in the Company records in order to login. * If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

(vii) 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 company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with other person and take utmost care to keep your password confidential.

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

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

(x) 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.

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

(xii) 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.

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

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

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

(xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvii) 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 and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.

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, under help section or write an email to helpdesk.evoting@cdslindia.com.

- (n) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 28th July, 2017.
- (o) Those shareholders who have become the shareholders after 30th June, 2017 i.e. 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 and also on the website of CDSL e-Voting i.e. www.evotingindia.com.
- (p) M/s. Ragini Chokshi & Co., Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (q) 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 Managing Director of the Company.
- (r) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kempnco.com and on the website of CDSL e-Voting within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- (s) As an austerity measure, copies of Annual Report will not be distributed at the AGM. Members are requested to bring their own copies to the Meeting.
- (t) All documents referred to in the accompanying notice 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, Sundays and Public Holidays up to and including the date of the Annual General Meeting of the Company.

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT

Name of the Director	Mr. M.K. Arora
Date of Birth	21.09.1943
Date of Appointment	30.05.2011
Qualification	ACS, M.Com, LLB
Experience in special functional area	Experience of more than 4 decades in the Corporate Law and General Management.
Chairman / Director of other companies	<ol style="list-style-type: none"> Vibhuti Investments Co. Ltd. Alcon Finance & Investments Ltd. Priya Ltd. Priya International Ltd. Kiddy Plast Ltd. Windsor Machines Ltd. DGP Enterprises Pvt. Ltd. DGP Capital Management Ltd. Trimuriti Glass Containers Limited Blow Plast Retail Ltd.

Chairman/ Member of Committees of other Companies	<ol style="list-style-type: none"> Windsor Machines Ltd. <ul style="list-style-type: none"> - Audit Committee- Member - Stakeholder Relationship Committee- Member - Nomination & Remuneration Committee- Member Priya Ltd. <ul style="list-style-type: none"> - Audit Committee- Member - Stakeholder Relationship Committee- Chairman Priya International Ltd. <ul style="list-style-type: none"> - Audit Committee- Member - Nomination & Remuneration Committee- Chairman
No. of shares held in the Company	Nil

By Order of the Board of Directors

Place: Mumbai

Kunal Chhatwani

Dated: 30th May, 2017

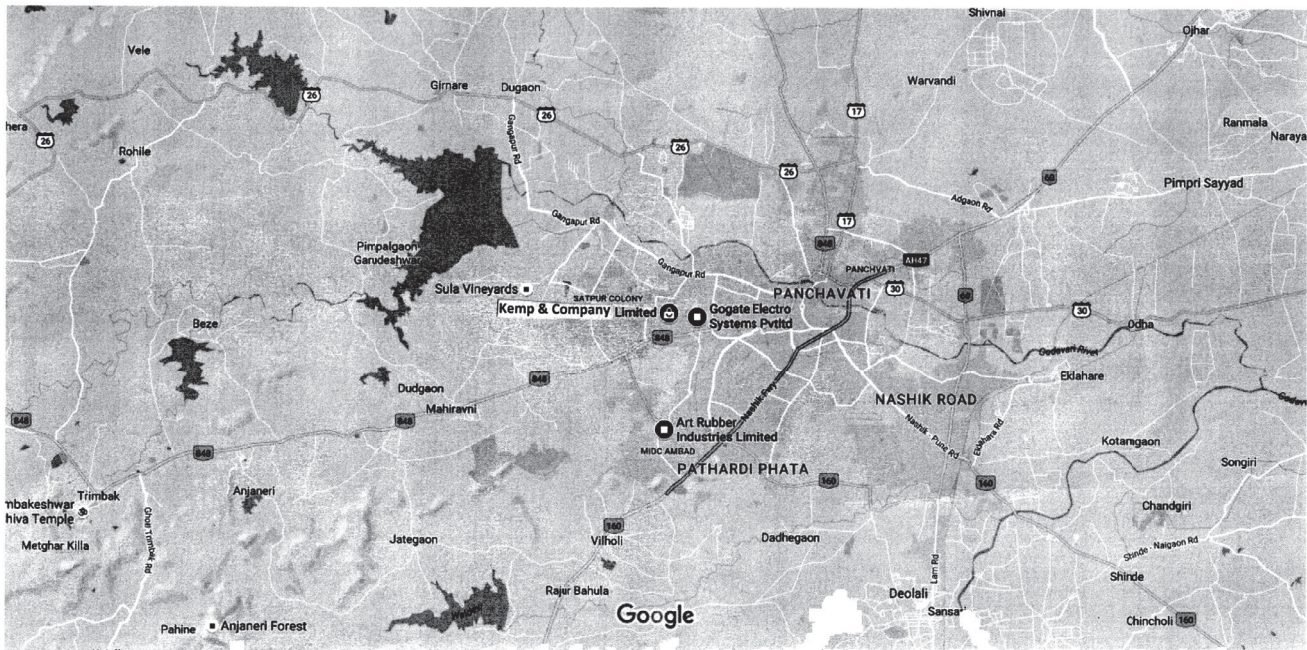
Company Secretary

Registered Office:

78-A, MIDC Estate, Satpur, Nashik – 422007.

CIN: L24239MH1982PLC000047

Route Map to venue of AGM as per the requirements of Secretarial Standards (SS-2)



DIRECTORS' REPORT

Your Directors are pleased to present the 136th Annual Report together with the Audited Financial Statements of your Company for the year ended 31st March, 2017.

FINANCIAL RESULTS

(Amount in Rupees)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
Total Turnover	3,82,11,310	5,37,24,881
Profit before Depreciation, Interest and Tax	43,05,135	67,20,532
Finance cost	1,16,358	3,85,737
Depreciation and Amortization expenses	25,50,688	32,99,751
Profit before tax	16,38,089	30,35,044
Tax expenses	(41,171)	(96,841)
Profit for the year	16,79,260	31,31,885

OVERALL PERFORMANCE AND OUTLOOK

During the year under review, the Sales and Other Income decreased by 29% from Rs. 5,37,24,881/- to Rs. 3,82,11,310/-. The profit after tax has decreased from Rs. 31,31,855/- to Rs. 16,79,260/-. The profit before tax has decreased from Rs.30,35,044/- to Rs.16,38,089/-.

The Company is exploring various options to improve performance in the coming year.

Reserves of the Company were Rs. 15,60,60,094/- as on 31st March 2017. During the year under review, the Company has not transferred any amount to the General Reserves.

DIVIDEND

With a view to conserve resources your Directors have not recommended any dividend for the financial year 2016-17. During previous year, the Company paid dividend @5% i.e. Rs. 0.50/- per equity share of face value of Rs.10/- each.

ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in the prescribed Form MGT-9 is annexed herewith as **Annexure "A"**.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, four Board Meetings and four Audit Committee Meetings were convened and held. A calendar of Meetings is prepared and circulated in advance to your Directors. The intervening gap between the two Meetings was within the period prescribed under the Companies Act, 2013. In addition, the Independent Directors had a meeting during the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(3)(c) of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, your Directors, based on their knowledge and belief and the information and explanations obtained confirm that:

- in the preparation of the annual accounts for the year ended 31st March, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- such accounting policies selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended 31st March, 2017 and of the profit and loss of your Company for that period;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- annual accounts for the financial year ended 31st March, 2017 have been prepared on a going concern basis;
- internal financial controls had been laid down and followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- proper systems had been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION OF INDEPENDENT DIRECTORS

Pursuant to section 134(3)(d) of the Act, your Company confirm having received necessary declarations from all the Independent Directors under section 149(7) of the Companies Act, 2013 declaring that they meet the criteria of independence laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Personnel and their remuneration. The Nomination and Remuneration policy is annexed herewith as **Annexure “B”** to this report.

AUDITORS

Statutory Auditors

The tenure of appointment of M/s. Kalyaniwalla & Mistry, Chartered Accountants, is completing at the forthcoming Annual General Meeting. The Board on the recommendation of Audit Committee, proposes to appoint M/s. M L Bhuwania and Co., LLP, Chartered Accountants (Firm Registration No. 101484W/W100197) as Statutory Auditors of your Company for a term of 5 years commencing from the conclusion of 136th Annual General Meeting till the conclusion of 141st Annual General Meeting subject to ratification by Members at every Annual General Meeting. As required under the provisions of Section 139 and Section 141 of the Companies Act, 2013, your Company has received written certificate from the Statutory Auditors proposed to be appointed, to the effect that their appointment, if made, would be in conformity with the limits specified in the said Section.

The Report received from M/s. Kalyaniwalla & Mistry, Chartered Accountants for the financial year 2016-17 does not contain any qualifications, reservations or adverse remarks.

A proposal seeking appointment of M/s. M L Bhuwania and Co., LLP, Chartered Accountants, as the Statutory Auditors of your Company is provided as a part of the Notice convening the ensuing Annual General Meeting.

Internal Auditors

M/s. Suresh Surana & Associates LLP were the Internal Auditors of your Company for the financial year 2016-17. Based on the recommendation of the Audit Committee of your Company, the Board of Directors of your Company has re-appointed M/s. Suresh Surana & Associates LLP as the Internal Auditors of your Company for the financial year 2017-18.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors of your Company have re-appointed M/s. Ragini Chokshi & Co., a firm of Company Secretaries in Practice to undertake the Secretarial Audit of your Company for the financial year 2017-18. The Secretarial Audit Report for the financial year 2016-17 forms part of this Annual Report and is appended as **Annexure “C”** to the Board's report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

INSURANCE

All the assets of your Company, including Buildings, Equipment etc. have been adequately insured.

DEPOSITORY

Your Company's shares are tradable compulsorily in electronic form and your Company has established connectivity with both the depositories, i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel (KMP) of your Company are Mrs. Shalini D. Piramal, Managing Director, Mr. Sunil Kumar Gupta, Chief Financial Officer and Mr. Kunal Chhatwani, Company Secretary. There is no change in KMP during the year under review.

BOARD EVALUATION

Pursuant to section 134(3) of the Act read and in terms of Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has set up a policy for the performance evaluation of all Directors, which is available on the website of your Company.

The Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis. Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out during the financial year 2016-17.