



KEMP & COMPANY LIMITED

138th Annual Report 2018-19

138th Annual Report

BOARD OF DIRECTORS

Mrs. Shalini D. Piramal - Managing Director
Mr. Ranjan Sanghi
Mr. Raj Kumar Kataria
Mr. Satyen Dalal
Mr. M.K. Arora

CHIEF FINANCIAL OFFICER

Mr. Sunil Kumar Gupta

COMPANY SECRETARY

Mr. Kunal Chhatwani

STATUTORY AUDITORS

M/s. M L Bhuwania and Co. LLP
Chartered Accountants

INTERNAL AUDITORS

M/s. Suresh Surana & Associates LLP
Chartered Accountants

BANKERS

Central Bank of India

REGISTERED OFFICE

5th Floor, DGP House,
88C, Old Prabhadevi Road,
Mumbai - 400 025, Maharashtra
Tel: +91 22 6653 9000, Fax: +91 22 6653 9089
CIN: L24239MH1982PLC000047

INVESTORS' SERVICES DEPARTMENT

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

REGISTRAR & SHARE TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED,
C-101, 247 Park, LBS Marg,
Vikhroli West, Mumbai 400 083
Tel: + 91 22 491 86270
Fax: + 91 22 491 86060
Email: rnt.helpdesk@linkintime.co.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 138th Annual General Meeting ("AGM") of the Members of **KEMP & COMPANY LIMITED** will be held at 5th Floor, DGP House, 88C, Old Prabhadevi Road, Mumbai 400 025, Maharashtra on Monday, 30th September, 2019, at 11:00 am 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, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year 2018-19.
3. To appoint a Director in place of Mr. M.K. Arora (DIN: 00031777), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:**4. Continuation of Directorship of Mr. M. K. Arora (DIN: 00031777) as Non-Executive Director of the Company**

To consider & if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made there under including any statutory modification(s) or re-enactment thereof, consent of the members of the Company be and is hereby accorded for continuation of Directorship of Mr. M.K. Arora (DIN: 00031777), who has already attained 75 years of age, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation."

By the Order of the Board of Directors

Kunal Chhatwani
Company Secretary

Place: Mumbai

Date: 13th August, 2019

Registered Office:

5th Floor, DGP House,

88C, Old Prabhadevi Road, Mumbai 400 025

Maharashtra, India

CIN: L24239MH1982PLC000047

NOTES:

- (a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 4 as set out under ordinary/special business of the Notice and the details in respect of the Director proposed to be re-appointed at the Annual General Meeting 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.

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 11:00 am on 28th September, 2019 before commencement of the meeting. A Proxy form is annexed to this report.

- (c) 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.
- (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, 24th September, 2019 up to Monday, 30th September, 2019 (both days inclusive) for the purpose of payment of dividend.

- (e) The dividend as recommended by the Board of Directors, if approved by the Members at the ensuing AGM will be paid on or after 3rd October, 2019 as under to:
- i) Members holding shares in physical form, whose name appear in the Company's Register of Members as on 30th September, 2019.
 - ii) Beneficial owners, whose name appears 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 23rd September, 2019.
 - (f) 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 AGM, to enable the Company to make available the required information at the AGM.
 - (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.
 - (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. Accordingly, Annual Report for the financial year 2018-19 along with Notice of the 138th AGM of the Company, inter-alia indicating the process and manner of e-voting, 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 2018-19 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, 88C, Old Prabhadevi Road, Mumbai-400 025, Tel.: +91 22 6653 9000 Fax: +91 22 6653 9089 Email: kemp-investor@kempnco.com or the Company's RTA.
 - (i) Members may also note that the Notice of the 138th AGM and the Annual Report for financial year 2018-19, in Portable Document Format (PDF), will also be available on the Company's website www.kempnco.com. The physical copies of the aforesaid documents including any documents referred therein shall also be available at the Company's Registered Office for inspection during normal business hours (10.00 a.m. to 5.00 p.m.) on any working day except Saturdays, Sundays and Public Holidays, up to the date of the 138th AGM of the Company.
 - (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) Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF):
 - i) Pursuant to applicable provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules"), including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force, all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after completion of 7(seven) years. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7(seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.
 - ii) During the financial year 2018-19, the Company has transferred to the IEPF, the following unclaimed dividends and corresponding shares thereto:

Particulars	Amount of Dividend	No. of Shares
Dividend for the financial year 2010-11	Rs. 7840/-	784

- iii) The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the website of IEPF Authority and the same can be accessed through www.iepf.gov.in.
- (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) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended 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 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 shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 27th September, 2019 at 9.00 am and ends on Sunday, 29th September, 2019 at 5.00 pm. 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 Monday, 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website 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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot /Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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).

- (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 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 i.e. Kemp & Company Limited 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the 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.
- (xviii) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 linked in the login 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.
- (xx) 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.
 - (p) 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 (record date) of Monday, 23rd September, 2019.
 - (q) Those shareholders who have become the shareholders after 30th August, 2019 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.
 - (r) 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.
 - (s) 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 or any other Director authorised by him in writing.
 - (t) 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 Exchange.
 - (u) 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.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO. 4**

Mr. M.K. Arora (DIN: 00031777) was appointed on the Board of the Company on 29th September, 2011 as Non-Executive Director of the Company. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018, as notified on 9th May, 2018 requires every listed company to pass a special resolution for appointing or to continue the directorship of Non-Executive Director on attaining the age of 75 years. This amendment has come into effect from 1st April, 2019.

Mr. M.K. Arora is a Non-Executive Director of the Company. Mr. M. K. Arora, is a qualified Company Secretary and Cost Accountant, he has completed his post- graduation in the stream of Commerce and graduation in the stream of Law. He has an experience of more than four decades in the Corporate Law and General Management. The Board considers that his continuation would benefit the Company.

Hence, to comply with the above regulatory requirement, it is proposed to continue the appointment of Mr. M.K. Arora as Non-Executive Director of the Company, who shall be liable to retire by rotation. Thus, Item No. 4 is placed for approval of Members by way of Special Resolution.

Details of Mr. M.K. Arora is annexed hereto. Save and except Mr. M.K. Arora and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends passing of Special Resolution set out at Item No. 4 of the Notice for approval by the members.

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT

Name of the Director	Mr. M.K. Arora
Date of Birth	21.09.1943
Date of First Appointment	30.05.2011
Qualification	ACS, ACWA, M.Com, LLB
Experience in special functional area	Experience of more than 4 decades in the Corporate Law and General Management.
Key terms and conditions of appointment/ reappointment	As per terms of appointment
No. of meetings of the board attended during the FY 2019-20	2 out of 2
Directorship held in other companies	<ol style="list-style-type: none"> 1. Vibhuti Investments Co. Ltd. 2. Priya Ltd. 3. Priya International Ltd. 4. Kiddy Plast Ltd. 5. Windsor Machines Ltd. 6. DGP Enterprises Pvt. Ltd. 7. DGP Capital Management Ltd. 8. Trimuriti Glass Containers Ltd. 9. Blow Plast Retail Ltd.
Chairman/ Member of Committees of other Companies	<ol style="list-style-type: none"> 1. Windsor Machines Ltd. <ul style="list-style-type: none"> - Audit Committee- Member - Stakeholder Relationship Committee- Member - Nomination & Remuneration Committee- Member 2. Priya Ltd. <ul style="list-style-type: none"> - Audit Committee- Member - Stakeholder Relationship Committee- Chairman - Nomination & Remuneration Committee- Chairman 3. Priya International Ltd. <ul style="list-style-type: none"> - Audit Committee- Member - Nomination & Remuneration Committee- Chairman
No. of shares held in the Company	Nil
Remuneration sought to be paid	Sitting Fees
Remuneration last drawn	Rs. 1,30,000/-
Relationship with other Directors/Managers/ KMP's	None

By the Order of the Board of Directors

Kunal Chhatwani
Company Secretary

Place: Mumbai
Date: 13th August, 2019
Registered Office:
5th Floor, DGP House,
88C, Old Prabhadevi Road, Mumbai 400 025
Maharashtra, India
CIN: L24239MH1982PLC000047

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

